

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).  <p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information				
<b>1a</b> Name of plan <u>OUTREACH, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>10/01/2003</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>	<b>1c</b> Effective date of plan <u>10/01/2003</u>	
<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>				
<b>1c</b> Effective date of plan <u>10/01/2003</u>					
<b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)  <u>OUTREACH, INC.</u>  <u>5550 TECH CENTER DRIVE</u> <u>COLORADO SPRINGS, CO 80919</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN) <u>33-0863910</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number <u>719-955-9600</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions) <u>813000</u></td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN) <u>33-0863910</u>	<b>2c</b> Sponsor's telephone number <u>719-955-9600</u>	<b>2d</b> Business code (see instructions) <u>813000</u>	
<b>2b</b> Employer Identification Number (EIN) <u>33-0863910</u>					
<b>2c</b> Sponsor's telephone number <u>719-955-9600</u>					
<b>2d</b> Business code (see instructions) <u>813000</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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.  <b>Signature of plan administrator</b>	<u>09/26/2013</u>  Date	<u>KIM LEVINGS</u>  Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	<b>Signature of employer/plan sponsor</b>	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	<b>Signature of DFE</b>	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) <u>DAVID MCHENRY</u> <u>ENVOY TPA AND RECORDKEEPING, INC.</u> <u>4194 ROYAL PINE DRIVE</u> <u>COLORADO SPRINGS, CO 80920</u>			Preparer's telephone number (optional) <u>719-268-2711</u>

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		<b>3b</b> Administrator's EIN
		<b>3c</b> Administrator's telephone number
<b>4</b> 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: <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 187
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	68
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	125
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	193
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	193
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	185
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> 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 2T 3D		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

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

<b>A</b> Name of plan <b>OUTREACH, INC. 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>OUTREACH, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>33-0863910</b>	

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
**ENVOY SECURITIES, LLC** **4194 ROYAL PINE DRIVE**  
**COLORADO SPRINGS, CO 80920**

**(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

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

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

NATIONWIDE

31-1592130

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18 37 38 64 65 72	CONTRACT ADMIN	23540	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

ENVOY FINANCIAL

33-0723870

(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?
13 15 17 37 38 65	CONTRACT ADMIN	6057	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

CLARKE LANZEN SKALLA INVESTMENT

17605 WRIGHT STREET  
OMAHA, NE 68130

(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?
26 28 51	INVESTMENT MGR	5390	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

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

**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.

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

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2012 or fiscal plan year beginning <span style="color: blue;">01/01/2012</span> and ending <span style="color: blue;">12/31/2012</span>		
<b>A</b> Name of plan <span style="color: blue;">OUTREACH, INC. 401(K) PLAN</span>		<b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <span style="color: blue; margin-left: 20px;">001</span>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <span style="color: blue;">OUTREACH, INC.</span>		<b>D</b> Employer Identification Number (EIN)  <span style="color: blue;">33-0863910</span>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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.				
	<b>Assets</b>			
<b>a</b>	Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b>	Receivables (less allowance for doubtful accounts):			
	<b>(1)</b> Employer contributions .....	<b>1b(1)</b>		
	<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
	<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b>	General investments:			
	<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>		
	<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
	<b>(3)</b> Corporate debt instruments (other than employer securities):			
	<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
	<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
	<b>(4)</b> Corporate stocks (other than employer securities):			
	<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
	<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
	<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
	<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
	<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
	<b>(8)</b> Participant loans .....	<b>1c(8)</b>	63303	32615
	<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
	<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
	<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
	<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
	<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	1763067	1866440
	<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
	<b>(15)</b> Other .....	<b>1c(15)</b>		

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	1826370	1899055

**Liabilities**

<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>		
<b>i</b> Acquisition indebtedness .....	<b>1i</b>		
<b>j</b> Other liabilities .....	<b>1j</b>		
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	0	0

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	1826370	1899055
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**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	40564	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	82388	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	144176	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		267128
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	1714	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		1714
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>		
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		0
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		0
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>		
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		163367
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		432209

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	287226	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		287226
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		37312
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>	29596	
(3) Investment advisory and management fees .....	<b>2i(3)</b>	5390	
(4) Other .....	<b>2i(4)</b>		
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		34986
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		359524

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		72685
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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: **CONSIDINE & CONSIDINE**

(2) EIN: **95-2684444**

**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
<b>4a</b>		X	
<b>4b</b>		X	

	Yes	No	Amount
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		200000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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	
<b>h</b> 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	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>OUTREACH, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>OUTREACH, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>33-0863910</u>

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>
<b>2</b> 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>31-1592130</u>	
<b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>	
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b> <u>24</u>

<b>Part II</b>	<b>Funding Information</b> (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)
----------------	--

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

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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.
----------------	---

<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_



**OUTREACH, INC. 401(K) PLAN  
FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011**

## **OUTREACH, INC. 401 (K) PLAN**

### **Pages**

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IV.	Statements of Changes in Net Assets Available for Plan Benefits	5
V.	Notes to the Financial Statements	6 - 16
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## **INDEPENDENT AUDITOR'S REPORT**

To The Board of Directors  
Outreach, Inc. 401(K) Plan

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of Outreach Inc. 401(K) Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Nationwide Financial Services, Inc., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the plan 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**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The required supplemental schedules, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules 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 schedules, 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.



CONSIDINE & CONSIDINE  
An Accountancy Corporation

August 8, 2013

**OUTREACH, INC. 401(K) PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**  
**DECEMBER 31, 2012 AND 2011**

**Page 4**

	2012	2011
	<hr/>	<hr/>
<b>ASSETS</b>		
<b>INVESTMENTS, AT FAIR VALUE (Notes 5 &amp; 6)</b>		
Mutual Funds	\$ 1,667,429	\$ 1,527,170
Money Market Fund	199,011	235,897
	<hr/>	<hr/>
	1,866,440	1,763,067
 <b>RECEIVABLES</b>		
Notes Receivable from Participants	32,615	63,303
	<hr/>	<hr/>
<b>TOTAL ASSETS</b>	1,899,055	1,826,370
 <b>LIABILITIES</b>	-	-
	<hr/>	<hr/>
<b>NET ASSETS AVAILABLE FOR PLAN BENEFITS</b>	\$ 1,899,055	\$ 1,826,370
	<hr/> <hr/>	<hr/> <hr/>

See Accompanying Notes

**OUTREACH, INC. 401(K) PLAN**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**  
**FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

**Page 5**

	2012	2011
<b>ADDITIONS IN NET ASSETS ATTRIBUTED TO:</b>		
Net Change in Fair Value of Investments (Note 5)	\$ 163,367	\$ (74,251)
Interest and Dividends (Note 5)	1,714	3,260
	<u>165,081</u>	<u>(70,991)</u>
<b>CONTRIBUTIONS</b>		
Employee	82,388	86,594
Employer	40,564	58,556
Rollover	144,176	2,850
	<u>267,128</u>	<u>148,000</u>
<b>TOTAL ADDITIONS</b>	432,209	77,009
<b>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:</b>		
Benefits Paid to Participants	324,538	235,610
Administrative and Investment Fees (Note 3)	34,986	32,600
	<u>359,524</u>	<u>268,210</u>
<b>TOTAL DEDUCTIONS</b>	359,524	268,210
<b>NET INCREASE/(DECREASE)</b>	72,685	(191,201)
<b>NET ASSETS AVAILABLE FOR PLAN BENEFITS:</b>		
<b>BEGINNING OF YEAR</b>	1,826,370	2,017,571
<b>END OF YEAR</b>	<u>\$ 1,899,055</u>	<u>\$ 1,826,370</u>

See Accompanying Notes

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

**Page 6**

**NOTE 1    DESCRIPTION OF PLAN**

The following description of the Outreach, Inc. 401(K) 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 covering all eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Contributions to the plan are made as follows:

- 1) Elective Deferrals: Upon completing one full calendar month of service, the participant is entitled to contribute to the Plan. The maximum deductible participant contribution allowable by the IRS was \$17,000 and \$16,500 (\$5,500 additional for participants age 50 or older) for 2012 and 2011, respectively.
- 2) Employer Matching Contributions: The Plan sponsor at the discretion of management, may make a matching contribution. Upon completing six consecutive full calendar months of service, the participant is entitled to receive a matching contribution. There were no matching contributions made for the years ended December 31, 2012 and 2011, respectively.
- 3) Employer Discretionary Contributions: The Plan sponsor, at the discretion of management, may make an additional contribution. To receive this discretionary contribution, the participant must have completed six months of service. In 2012 and 2011 employer discretionary contributions totaled \$40,564 and \$58,556, respectively, as the Company made a contribution of 1% of wages to eligible participants.
- 4) Each year, any participants may also rollover or transfer amounts from other qualified defined benefit or contribution plans.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 1    DESCRIPTION OF PLAN (continued)**

**PARTICIPANT ACCOUNTS**

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution, and the Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

**VESTING**

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's contribution portion as received.

**INVESTMENT OPTIONS**

Upon enrollment into the Plan, participants may direct their account balances in any investment alternatives approved by the trustee, including but not limited to savings and/or money market funds, stocks, bonds and mutual funds. All earnings and losses on the directed investments are credited directly to the participants account.

**PAYMENT OF BENEFITS**

The current value of a participant's account(s) may be withdrawn to provide benefits in accordance with the terms of the Plan document. The withdrawal may be taken as a lump-sum payment or an alternate form of payment, if permitted under the Plan, at the time of distribution.

For purposes of determining whether or not a withdrawal is being used to provide benefits in accordance with the Plan document, the term "benefits" is limited to amounts becoming payable to the participant due to:

- (A) Termination of Employment
- (B) Retirement
- (C) Disability
- (D) Death

as defined in the Plan document.

Withdrawals for reasons other than those listed above are allowed but may be subject to certain charges and adjustments.



**OUTREACH, INC. 401 (K) PLAN**  
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**NOTE 1    DESCRIPTION OF PLAN (continued)**

PAYMENT OF BENEFITS (continued)

In the event of a mandatory distribution greater than \$1,000, but no more than \$5,000, in accordance with the payment provisions of the Plan, if the participant does not elect to have such distributions paid directly to an eligible retirement plan specified by the participant in a direct rollover or to receive the distribution directly under any form of payment allowed under the Plan, then the distribution will be paid in a direct rollover to an individual retirement plan designated by the plan administrator. Mandatory distributions of \$1,000 or less will be paid in cash as directed by the plan administrator, unless the Participant elects a direct rollover or elects to receive the distribution under another form permitted by the Plan.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in their account. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bears a reasonable rate of interest. Principal and interest are paid through regular payroll deductions.

**NOTE 2    SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting** - The accompanying financial statements have been prepared using the accrual method in conformity with generally accepted accounting principles.

**Use of Estimates** - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Investments Valuation and Income Recognition** - Investments are stated at fair value as certified by the institution that holds the Plan's assets as an investment manager and are under the custody of the Plan's trustee. Quoted market prices are used to value investments at fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on accrual basis. Dividends are recorded on the ex-dividend date.

**OUTREACH, INC. 401 (K) PLAN**  
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**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Fair Value Measurement - The Plan follows accounting standards consistent with the FASB codification which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements for all financial assets and liabilities.

Notes Receivable from Participants - Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Benefits - Benefits are recorded when paid.

Income Taxes - The pension plan is tax exempt under the Internal Revenue Code Section 401(a) and consequently pays no income tax.

The Plan obtained its latest determination letter in January 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. No changes to the Plan have been made since and the Plan Administrator and the Plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan follows adopted standards for uncertainty in income taxes recognized in the Plan's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or to be taken in a tax return. As of December 31, 2012 and 2011, the Plan has not accrued interest or penalties related to uncertain tax positions. The Plan files tax returns in the U.S. Federal jurisdiction and is not subject to examination by U.S. tax authorities for the tax years prior to 2008.

**NOTE 3 ADMINISTRATIVE AND INVESTMENT FEES**

The Plan paid \$34,986 and \$32,600 for administrative and investment fees for the years ended December 31, 2012 and 2011, respectively.

**NOTE 4 PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employer may terminate the Plan at any time with respect to all participants by the adoption of an appropriate resolution by its owners. In the event of a complete termination of the Plan, the rights of all participants in their account balances accrued to the date of the termination are fully vested and not subject to forfeiture.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 5      INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE**

The following is information prepared and certified by Nationwide Financial Services, Inc.:

	2012	2011
	\$	\$
Participant Loans	32,615	63,303
<u>Investments at Fair Market Value</u>		
Money Market Fund:		
Nationwide Funds: Money Market	199,011	235,897
Mutual Funds:		
Aberdeen Funds: Emerging Market A	-	22,497
Aberdeen Funds: Global Natural Resource A	1,929	-
American Funds: New Wld R3	33,404	59
Black Rock All Cap Energy Resource Inv A	1,843	-
Black Rock Energy Resource Inv A	1,881	-
Black Rock Mid-Cap Value Opportunity	1,097	211
Calvert Funds: Eq A	470	-
Calvert Funds: Global Alternative Energy A	2,036	-
Calvert Funds: Social Investment	-	385
Dreyfus Funds: Natural Resource A	1,869	
Fidelity Funds: Adv Investment Grade Bond A	37,758	30,155
Fidelity Funds: Energy A	1,835	-
Franklin Templeton Funds: Balanced Sheet	125,727	149,127
Franklin Templeton Funds: Foreign A	12,507	18,077
Franklin Templeton Funds: Growth	59,925	62,357
Franklin Templeton Funds: Small - Mid Cap	17,784	14,616
Goldman Sachs Funds: Comdty Strat A	1,807	-
Goldman Sachs Funds: Gov't Income	36,697	28,829
Harbor Funds: Comd Real Rtn Str Inst	5,295	-
Invesco Funds: Comstk A	67,063	-
Invesco Funds: Constellation Fund A	4,893	16,775
Invesco Funds: Energy Inv	1,848	-
Invesco Funds: Eq Inc A	159,281	-
Invesco Funds: Gold Prec Mtls Inv	6,657	-
Invesco Funds: Value Opportunity	32,909	23,843
Ivy Funds: Energy Y	1,893	-
Ivy Funds: Glbl Natrl Rsrc I	1,907	-
Ivy Funds: Glbl Natrl Rsrc Y	1,907	-
Jensen Funds: Growth Income Fund	14,512	26,376
JP Morgan Funds: Diversified MidCap Growth	-	58,645
JP Morgan Funds: Lg Cap Gr A	13,179	-
JP Morgan Funds: Mid Cap Gr A	57,475	-

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 5      INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE (continued)**

	2012	2011
Lord Abbett Funds: Mid-Cap Value A	3,298	2,914
MFS Funds: Value A	5,317	3,486
Nationwide Funds: Bond Index	23,149	40,897
Nationwide Funds: International Index	17,140	13,393
Nationwide Funds: Mid-Cap Market	4,673	3,916
Nationwide Funds: S&P	56,759	34,754
Oppenheimer Funds: Commodity Strategy	46,062	40,172
Oppenheimer Funds: Discovery	7,213	42,538
Oppenheimer Funds: Global Opportunity	114,648	107,738
Oppenheimer Funds: Gold Spec Minerals	56,484	48,192
Oppenheimer Funds: Ltd Term Government	51,809	43,258
Oppenheimer Funds: Main Street	47,215	38,081
Oppenheimer Funds: Small Cap	63,247	71,366
Pimco Funds: Comdty Real Rtn Strat A	1,765	-
Pimco Funds: Real Rtn Inst	5,637	-
Pioneer Funds: High Yield Fund	41,409	48,083
Prudential Investments: Jnism Natrl Rsrc A	1,841	-
Putnam Funds: International Equity	33,322	33,016
RS Funds: Glbl Natrl Rsrc A	1,826	-
RS Funds: Glbl Natrl Rsrc Y	5,479	-
Rydex Funds: Ser Cons Fund AC	23,437	17,626
Rydex Funds: SGI Basic Mtrls Adv	1,939	-
Rydex Funds: SGI Bio Adv	3	-
Rydex Funds: SGI Bk Adv	23,482	-
Rydex Funds: SGI Enrgy Adv	1,840	-
Rydex Funds: SGI Hlth Care Adv	23,310	-
Rydex Funds: SGI Leisure Adv	23,596	-
Rydex Funds: SGI Nasdaq 100 AC	3	19,748
Rydex Funds: SGI Nova Fund	32,313	20,170
Rydex Funds: SGI Precious Metals Fund	6,877	-
Rydex Funds: SGI Real Estate H	3	-
Rydex Funds: SGI Retail Fund	23,515	16,935
Rydex Funds: SGI S&P 500 Pure Growth H	23,545	8,927
Rydex Funds: SGI S&P Mid-Cap 400 Pure Growth H	-	21,901
Rydex Funds: SGI S&P Mid-Cap 600 Pure Value H	-	4,304
Rydex Funds: SGI Ser Utilities Fund AC	-	17,869

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**NOTE 5      INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE (continued)**

Rydex Funds: SGI Trnsprt Adv	23,756	-
T-Rowe Price Funds: Growth Stock	33,872	23,172
Van Eck Funds: Glbl Hrd Asst A	1,867	-
Van Eck Funds: Intl Inv Gold A	6,542	-
Van Kampen Funds: Comstock	-	73,083
Van Kampen Funds: Equity	-	140,377
Vanguard Funds: Energy Inv	3,692	-
WFAF Funds: Government Securities Inv Class	44,962	64,798
WFAF Funds: Inc Pls Inv	31,280	29,985
WFAF Funds: Opportunity Inv Class	5,951	12,482
WFAF Funds: Prec Mtls A	6,633	-
WFAF Funds: Small Cap Value	29,330	32,037
	<u>\$ 1,899,055</u>	<u>\$ 1,826,370</u>
	<u>2012</u>	<u>2011</u>
<u>Investment Income/(Loss)</u>		
Net Change in Fair Value of Investments:	\$ 163,367	\$ (74,251)
Interest and Dividends	1,714	3,260
	<u>\$ 165,081</u>	<u>\$ (70,991)</u>
During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:		
	<u>2012</u>	<u>2011</u>
Mutual Funds	<u>\$ 163,367</u>	<u>\$ (74,251)</u>

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 6 INVESTMENTS**

The following investments represent more than 5% of net assets available for benefits:

	2012
Nationwide Funds: Money Market	\$ 199,011
Invesco Funds: Invsco Eq Inc A	159,281
Franklin Templeton Funds: Balanced Sheet	125,727
Oppenheimer Funds: Global Opportunity	114,648
	<u>\$ 598,667</u>
	2011
Nationwide Funds: Money Market	\$ 235,897
Franklin Templeton Funds: Balanced Sheet	149,127
Van Kampen Funds: Equity	140,377
Oppenheimer Funds: Global Opportunity	107,738
	<u>\$ 633,139</u>

**NOTE 7 RISKS AND UNCERTAINTIES**

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

**OUTREACH, INC. 401 (K) PLAN**  
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**DECEMBER 31, 2012 AND 2011**

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**NOTE 8 FAIR VALUE MEASUREMENT**

The Plan adopted the methods of fair value to value its financial assets. Fair value is based on 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. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels has been established, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 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 in December 31, 2012 and 2011, respectively.

Mutual funds: Mutual fund shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Money market fund: The shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

**OUTREACH, INC. 401 (K) PLAN**  
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**NOTE 8 FAIR VALUE MEASUREMENT (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 consisted 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 presents the plan's investments on the Statement of Net Assets Available for Plan Benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 1,667,429	\$ -	\$ -	\$ 1,667,429
Money Market Fund	199,011	-	-	199,011
	<u>\$ 1,866,440</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,866,440</u>

The following table presents the plan's investments on the Statement of Net Assets Available for Plan Benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 1,527,170	\$ -	\$ -	\$ 1,527,170
Money Market Fund	235,897	-	-	235,897
	<u>\$ 1,763,067</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,763,067</u>

**NOTE 9 PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are managed by Nationwide Financial Services, Inc., the trustee of the plan, which qualifies these transactions as party-in-interest transactions. Administrative and investment fees incurred by the Plan to the Custodian totaled \$23,450 and \$23,442 for the years ended December 31, 2012 and 2011, respectively. The Company also pays certain administrative fees of the Plan, which are not reimbursed. In addition the Company provides administrative services to the Plan at no cost to the Plan.



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**NOTE 10   SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through August 8, 2013, the date which the financial statements were available to be issued. There were no material subsequent events which affected the amounts or disclosures in the financial statements.

**OUTREACH, INC. 401 (K) PLAN**  
**REQUIRED SUPPLEMENTAL INFORMATION**  
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**DECEMBER 31, 2012**

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Plan Sponsor's EIN: 33-0863910

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par of maturity value	(d) Cost	(e) Current Value
*	Nationwide Funds: Money Market	Money Market Fund	**	\$ 199,011
	Invesco Funds: Eq Inc A	Mutual Fund	**	159,281
	Franklin Templeton Funds: Balanced Sheet	Mutual Fund	**	125,727
	Oppenheimer Funds: Global Opportunity	Mutual Fund	**	114,648
	Invesco Funds: Comstk A	Mutual Fund	**	67,063
	Oppenheimer Funds: Small Cap	Mutual Fund	**	63,247
	Franklin Templeton Funds: Growth	Mutual Fund	**	59,925
	JP Morgan Funds: Mid-Cap A	Mutual Fund	**	57,475
*	Nationwide Funds: S&P	Mutual Fund	**	56,759
	Oppenheimer Funds: Gold Spec Minerals	Mutual Fund	**	56,484
	Oppenheimer Funds: Ltd Term Government	Mutual Fund	**	51,809
	Oppenheimer Funds: Main Street	Mutual Fund	**	47,215
	Oppenheimer Funds: Commodity Strategy	Mutual Fund	**	46,062
	WFAF Funds: Government Securities Inv Class	Mutual Fund	**	44,962
	Pioneer Funds: High Yield Fund	Mutual Fund	**	41,409
	Fidelity Funds: Adv Investment Grade Bond A	Mutual Fund	**	37,758
	Goldman Sachs Funds: Gov't Income	Mutual Fund	**	36,697
	T-Rowe Price Funds: Growth Stock	Mutual Fund	**	33,872
	American Funds: New Wld R3	Mutual Fund	**	33,404
	Putnam Funds: International Equity	Mutual Fund	**	33,322

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Plan Sponsor's EIN: 33-0863910

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par of maturity value	(d) Cost	(e) Current Value
	Invesco Funds: Value Opportunity	Mutual Fund	**	32,909
	Rydex Funds: Nova Fund	Mutual Fund	**	32,313
	WFAF Funds: Inc Pls Inv	Mutual Fund	**	31,280
	WFAF Funds: Small Cap Value	Mutual Fund	**	29,330
	Rydex Funds: SGI Trnsprt Adv	Mutual Fund	**	23,756
	Rydex Funds: SGI Leisure Adv	Mutual Fund	**	23,596
	Rydex Funds: S&P 500 Pure Growth H	Mutual Fund	**	23,545
	Rydex Funds: Retail Fund	Mutual Fund	**	23,515
	Rydex Funds: SGI Bk Adv	Mutual Fund	**	23,482
	Rydex Funds: Ser Cons Fund AC	Mutual Fund	**	23,437
	Rydex Funds: Health Care Adv	Mutual Fund	**	23,310
*	Nationwide Funds: Bond Index	Mutual Fund	**	23,149
	Franklin Templeton Funds: Small - Mid Cap	Mutual Fund	**	17,784
*	Nationwide Funds: International Index	Mutual Fund	**	17,140
	Jensen Funds: Growth Income Fund	Mutual Fund	**	14,512
	JP Mogan Funds: Lg Cap Gr A	Mutual Fund	**	13,179
	Franklin Templeton Funds: Foreign A	Mutual Fund	**	12,507
	Oppenheimer Funds: Discovery	Mutual Fund	**	7,213
	Rydex Funds: SGI Precious Metals Fund	Mutual Fund	**	6,877
	Invesco Funds: Gold Prec Mtls Inv	Mutual Fund	**	6,657
	WFAF Funds: Prec Mtls A	Mutual Fund	**	6,633

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**OUTREACH, INC. 401 (K) PLAN**  
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Plan Sponsor's EIN: 33-0863910

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par of maturity value	(d) Cost	(e) Current Value
	Van Eck Funds: Intl Inv Gold A	Mutual Fund	**	6,542
	WFAF Funds: Opportunity Inv Class	Mutual Fund	**	5,951
	Pimco Funds: Real Rtn Inst	Mutual Fund	**	5,637
	RS Funds: Glbl Natrl Rsrc Y	Mutual Fund	**	5,479
	MFS Funds: Value A	Mutual Fund	**	5,317
	Harbor Funds: Comd Real Rtn Str Inst	Mutual Fund	**	5,295
	Invesco Funds: Constellation Fund A	Mutual Fund	**	4,893
*	Nationwide Funds: Mid-Cap Market	Mutual Fund	**	4,673
	Vanguard Funds: Energy Inv	Mutual Fund	**	3,692
	Lord Abbett Funds: Mid-Cap Value A	Mutual Fund	**	3,298
	Calvert Funds: Glbl Alternative Energy A	Mutual Fund	**	2,036
	Rydex Funds: SGI Basic Mtrls Adv	Mutual Fund	**	1,939
	Aberdeen Funds: Global Natural Resource A	Mutual Fund	**	1,929
	Ivy Funds: Glbl Natrl Rsrc I	Mutual Fund	**	1,907
	Ivy Funds: Glbl Natrl Rsrc Y	Mutual Fund	**	1,907
	Ivy Funds: Energy Y	Mutual Fund	**	1,893
	Black Rock Funds: Energy Rsrc Inv A	Mutual Fund	**	1,881
	Dreyfus Funds: Natural Resource A	Mutual Fund	**	1,869
	Van Eck Funds: Glbl Hrd Asst A	Mutual Fund	**	1,867
	Invesco Funds: Energy Inv	Mutual Fund	**	1,848
	Black Rock Funds: All Cap Energy Rsrc Inv A	Mutual Fund	**	1,843

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**OUTREACH, INC. 401 (K) PLAN**  
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Plan Sponsor's EIN: 33-0863910

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par of maturity value	(d) Cost	(e) Current Value
	Prudential Investments: Jnism Natrl Rsrc A	Mutual Fund	**	1,841
	Rydex Funds: SGI Energy Adv	Mutual Fund	**	1,840
	Fidelity Fund: Energy A	Mutual Fund	**	1,835
	RS Funds: Glbl Natrl Rsrc A	Mutual Fund	**	1,826
	Goldman Sachs Funds: Comdty Strat A	Mutual Fund	**	1,807
	Pimco Funds: Comdty Real Rtn Strat A	Mutual Fund	**	1,765
	Black Rock Mid-Cap Value Opportunity	Mutual Fund	**	1,097
	Calvert Funds: Eq A	Mutual Fund	**	470
	Rydex Funds: Nasdaq 100 AC	Mutual Fund	**	3
	Rydex Funds: Real Est H	Mutual Fund	**	3
	Rydex Funds: SGI Bio Adv	Mutual Fund	**	3
			<u>\$ -</u>	<u>\$ 1,866,440</u>

\* Indicates an identified person known to be a party-in-interest to the Plan.

\*\* Cost has been omitted as investment is participant directed.

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**OUTREACH, INC. 401 (K) PLAN**  
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**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
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Plan Sponsor's EIN: 33-0863910

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par of maturity value	(d) Cost	(e) Current Value
*	Participant Loans	Interest at 4.25%	\$ -	\$ 32,615

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**OUTREACH, INC. 401(K) PLAN  
FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011**

## **OUTREACH, INC. 401 (K) PLAN**

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## **INDEPENDENT AUDITOR'S REPORT**

To The Board of Directors  
Outreach, Inc. 401(K) Plan

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of Outreach Inc. 401(K) Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Nationwide Financial Services, Inc., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the plan 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**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The required supplemental schedules, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules 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 schedules, 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.



CONSIDINE & CONSIDINE  
An Accountancy Corporation

August 8, 2013

**OUTREACH, INC. 401(K) PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**  
**DECEMBER 31, 2012 AND 2011**

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	2012	2011
	<hr/>	<hr/>
<b>ASSETS</b>		
<b>INVESTMENTS, AT FAIR VALUE (Notes 5 &amp; 6)</b>		
Mutual Funds	\$ 1,667,429	\$ 1,527,170
Money Market Fund	199,011	235,897
	<hr/>	<hr/>
	1,866,440	1,763,067
 <b>RECEIVABLES</b>		
Notes Receivable from Participants	32,615	63,303
	<hr/>	<hr/>
<b>TOTAL ASSETS</b>	1,899,055	1,826,370
 <b>LIABILITIES</b>	-	-
	<hr/>	<hr/>
<b>NET ASSETS AVAILABLE FOR PLAN BENEFITS</b>	\$ 1,899,055	\$ 1,826,370
	<hr/> <hr/>	<hr/> <hr/>

See Accompanying Notes

**OUTREACH, INC. 401(K) PLAN**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**  
**FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

Page 5

	2012	2011
<b>ADDITIONS IN NET ASSETS ATTRIBUTED TO:</b>		
Net Change in Fair Value of Investments (Note 5)	\$ 163,367	\$ (74,251)
Interest and Dividends (Note 5)	1,714	3,260
	<u>165,081</u>	<u>(70,991)</u>
<b>CONTRIBUTIONS</b>		
Employee	82,388	86,594
Employer	40,564	58,556
Rollover	144,176	2,850
	<u>267,128</u>	<u>148,000</u>
<b>TOTAL ADDITIONS</b>	432,209	77,009
<b>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:</b>		
Benefits Paid to Participants	324,538	235,610
Administrative and Investment Fees (Note 3)	34,986	32,600
	<u>359,524</u>	<u>268,210</u>
<b>TOTAL DEDUCTIONS</b>	359,524	268,210
<b>NET INCREASE/(DECREASE)</b>	72,685	(191,201)
<b>NET ASSETS AVAILABLE FOR PLAN BENEFITS:</b>		
<b>BEGINNING OF YEAR</b>	1,826,370	2,017,571
<b>END OF YEAR</b>	<u>\$ 1,899,055</u>	<u>\$ 1,826,370</u>

See Accompanying Notes

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 1    DESCRIPTION OF PLAN**

The following description of the Outreach, Inc. 401(K) 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 covering all eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Contributions to the plan are made as follows:

- 1) Elective Deferrals: Upon completing one full calendar month of service, the participant is entitled to contribute to the Plan. The maximum deductible participant contribution allowable by the IRS was \$17,000 and \$16,500 (\$5,500 additional for participants age 50 or older) for 2012 and 2011, respectively.
- 2) Employer Matching Contributions: The Plan sponsor at the discretion of management, may make a matching contribution. Upon completing six consecutive full calendar months of service, the participant is entitled to receive a matching contribution. There were no matching contributions made for the years ended December 31, 2012 and 2011, respectively.
- 3) Employer Discretionary Contributions: The Plan sponsor, at the discretion of management, may make an additional contribution. To receive this discretionary contribution, the participant must have completed six months of service. In 2012 and 2011 employer discretionary contributions totaled \$40,564 and \$58,556, respectively, as the Company made a contribution of 1% of wages to eligible participants.
- 4) Each year, any participants may also rollover or transfer amounts from other qualified defined benefit or contribution plans.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 1    DESCRIPTION OF PLAN (continued)**

**PARTICIPANT ACCOUNTS**

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution, and the Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

**VESTING**

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's contribution portion as received.

**INVESTMENT OPTIONS**

Upon enrollment into the Plan, participants may direct their account balances in any investment alternatives approved by the trustee, including but not limited to savings and/or money market funds, stocks, bonds and mutual funds. All earnings and losses on the directed investments are credited directly to the participants account.

**PAYMENT OF BENEFITS**

The current value of a participant's account(s) may be withdrawn to provide benefits in accordance with the terms of the Plan document. The withdrawal may be taken as a lump-sum payment or an alternate form of payment, if permitted under the Plan, at the time of distribution.

For purposes of determining whether or not a withdrawal is being used to provide benefits in accordance with the Plan document, the term "benefits" is limited to amounts becoming payable to the participant due to:

- (A) Termination of Employment
- (B) Retirement
- (C) Disability
- (D) Death

as defined in the Plan document.

Withdrawals for reasons other than those listed above are allowed but may be subject to certain charges and adjustments.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 1     DESCRIPTION OF PLAN (continued)**

PAYMENT OF BENEFITS (continued)

In the event of a mandatory distribution greater than \$1,000, but no more than \$5,000, in accordance with the payment provisions of the Plan, if the participant does not elect to have such distributions paid directly to an eligible retirement plan specified by the participant in a direct rollover or to receive the distribution directly under any form of payment allowed under the Plan, then the distribution will be paid in a direct rollover to an individual retirement plan designated by the plan administrator. Mandatory distributions of \$1,000 or less will be paid in cash as directed by the plan administrator, unless the Participant elects a direct rollover or elects to receive the distribution under another form permitted by the Plan.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in their account. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bears a reasonable rate of interest. Principal and interest are paid through regular payroll deductions.

**NOTE 2     SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting** - The accompanying financial statements have been prepared using the accrual method in conformity with generally accepted accounting principles.

**Use of Estimates** - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Investments Valuation and Income Recognition** - Investments are stated at fair value as certified by the institution that holds the Plan's assets as an investment manager and are under the custody of the Plan's trustee. Quoted market prices are used to value investments at fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on accrual basis. Dividends are recorded on the ex-dividend date.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Fair Value Measurement - The Plan follows accounting standards consistent with the FASB codification which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements for all financial assets and liabilities.

Notes Receivable from Participants - Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Benefits - Benefits are recorded when paid.

Income Taxes - The pension plan is tax exempt under the Internal Revenue Code Section 401(a) and consequently pays no income tax.

The Plan obtained its latest determination letter in January 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. No changes to the Plan have been made since and the Plan Administrator and the Plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan follows adopted standards for uncertainty in income taxes recognized in the Plan's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or to be taken in a tax return. As of December 31, 2012 and 2011, the Plan has not accrued interest or penalties related to uncertain tax positions. The Plan files tax returns in the U.S. Federal jurisdiction and is not subject to examination by U.S. tax authorities for the tax years prior to 2008.

**NOTE 3 ADMINISTRATIVE AND INVESTMENT FEES**

The Plan paid \$34,986 and \$32,600 for administrative and investment fees for the years ended December 31, 2012 and 2011, respectively.

**NOTE 4 PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employer may terminate the Plan at any time with respect to all participants by the adoption of an appropriate resolution by its owners. In the event of a complete termination of the Plan, the rights of all participants in their account balances accrued to the date of the termination are fully vested and not subject to forfeiture.



**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 5      INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE**

The following is information prepared and certified by Nationwide Financial Services, Inc.:

	2012	2011
	\$	\$
Participant Loans	32,615	63,303
<u>Investments at Fair Market Value</u>		
Money Market Fund:		
Nationwide Funds: Money Market	199,011	235,897
Mutual Funds:		
Aberdeen Funds: Emerging Market A	-	22,497
Aberdeen Funds: Global Natural Resource A	1,929	-
American Funds: New Wld R3	33,404	59
Black Rock All Cap Energy Resource Inv A	1,843	-
Black Rock Energy Resource Inv A	1,881	-
Black Rock Mid-Cap Value Opportunity	1,097	211
Calvert Funds: Eq A	470	-
Calvert Funds: Global Alternative Energy A	2,036	-
Calvert Funds: Social Investment	-	385
Dreyfus Funds: Natural Resource A	1,869	
Fidelity Funds: Adv Investment Grade Bond A	37,758	30,155
Fidelity Funds: Energy A	1,835	-
Franklin Templeton Funds: Balanced Sheet	125,727	149,127
Franklin Templeton Funds: Foreign A	12,507	18,077
Franklin Templeton Funds: Growth	59,925	62,357
Franklin Templeton Funds: Small - Mid Cap	17,784	14,616
Goldman Sachs Funds: Comdty Strat A	1,807	-
Goldman Sachs Funds: Gov't Income	36,697	28,829
Harbor Funds: Comd Real Rtn Str Inst	5,295	-
Invesco Funds: Comstk A	67,063	-
Invesco Funds: Constellation Fund A	4,893	16,775
Invesco Funds: Energy Inv	1,848	-
Invesco Funds: Eq Inc A	159,281	-
Invesco Funds: Gold Prec Mtls Inv	6,657	-
Invesco Funds: Value Opportunity	32,909	23,843
Ivy Funds: Energy Y	1,893	-
Ivy Funds: Glbl Natrl Rsrc I	1,907	-
Ivy Funds: Glbl Natrl Rsrc Y	1,907	-
Jensen Funds: Growth Income Fund	14,512	26,376
JP Morgan Funds: Diversified MidCap Growth	-	58,645
JP Morgan Funds: Lg Cap Gr A	13,179	-
JP Morgan Funds: Mid Cap Gr A	57,475	-

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 5      INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE (continued)**

	2012	2011
Lord Abbett Funds: Mid-Cap Value A	3,298	2,914
MFS Funds: Value A	5,317	3,486
Nationwide Funds: Bond Index	23,149	40,897
Nationwide Funds: International Index	17,140	13,393
Nationwide Funds: Mid-Cap Market	4,673	3,916
Nationwide Funds: S&P	56,759	34,754
Oppenheimer Funds: Commodity Strategy	46,062	40,172
Oppenheimer Funds: Discovery	7,213	42,538
Oppenheimer Funds: Global Opportunity	114,648	107,738
Oppenheimer Funds: Gold Spec Minerals	56,484	48,192
Oppenheimer Funds: Ltd Term Government	51,809	43,258
Oppenheimer Funds: Main Street	47,215	38,081
Oppenheimer Funds: Small Cap	63,247	71,366
Pimco Funds: Comdty Real Rtn Strat A	1,765	-
Pimco Funds: Real Rtn Inst	5,637	-
Pioneer Funds: High Yield Fund	41,409	48,083
Prudential Investments: Jnism Natrl Rsrc A	1,841	-
Putnam Funds: International Equity	33,322	33,016
RS Funds: Glbl Natrl Rsrc A	1,826	-
RS Funds: Glbl Natrl Rsrc Y	5,479	-
Rydex Funds: Ser Cons Fund AC	23,437	17,626
Rydex Funds: SGI Basic Mtrls Adv	1,939	-
Rydex Funds: SGI Bio Adv	3	-
Rydex Funds: SGI Bk Adv	23,482	-
Rydex Funds: SGI Enrgy Adv	1,840	-
Rydex Funds: SGI Hlth Care Adv	23,310	-
Rydex Funds: SGI Leisure Adv	23,596	-
Rydex Funds: SGI Nasdaq 100 AC	3	19,748
Rydex Funds: SGI Nova Fund	32,313	20,170
Rydex Funds: SGI Precious Metals Fund	6,877	-
Rydex Funds: SGI Real Estate H	3	-
Rydex Funds: SGI Retail Fund	23,515	16,935
Rydex Funds: SGI S&P 500 Pure Growth H	23,545	8,927
Rydex Funds: SGI S&P Mid-Cap 400 Pure Growth H	-	21,901
Rydex Funds: SGI S&P Mid-Cap 600 Pure Value H	-	4,304
Rydex Funds: SGI Ser Utilities Fund AC	-	17,869

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 5    INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE (continued)**

Rydex Funds: SGI Trnsprt Adv	23,756	-
T-Rowe Price Funds: Growth Stock	33,872	23,172
Van Eck Funds: Glbl Hrd Asst A	1,867	-
Van Eck Funds: Intl Inv Gold A	6,542	-
Van Kampen Funds: Comstock	-	73,083
Van Kampen Funds: Equity	-	140,377
Vanguard Funds: Energy Inv	3,692	-
WFAF Funds: Government Securities Inv Class	44,962	64,798
WFAF Funds: Inc Pls Inv	31,280	29,985
WFAF Funds: Opportunity Inv Class	5,951	12,482
WFAF Funds: Prec Mtls A	6,633	-
WFAF Funds: Small Cap Value	29,330	32,037
	<u>\$ 1,899,055</u>	<u>\$ 1,826,370</u>
	<u>2012</u>	<u>2011</u>
<u>Investment Income/(Loss)</u>		
Net Change in Fair Value of Investments:	\$ 163,367	\$ (74,251)
Interest and Dividends	1,714	3,260
	<u>\$ 165,081</u>	<u>\$ (70,991)</u>
During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:		
	<u>2012</u>	<u>2011</u>
Mutual Funds	<u>\$ 163,367</u>	<u>\$ (74,251)</u>

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 6 INVESTMENTS**

The following investments represent more than 5% of net assets available for benefits:

	2012
Nationwide Funds: Money Market	\$ 199,011
Invesco Funds: Invsco Eq Inc A	159,281
Franklin Templeton Funds: Balanced Sheet	125,727
Oppenheimer Funds: Global Opportunity	114,648
	<u>\$ 598,667</u>
	2011
Nationwide Funds: Money Market	\$ 235,897
Franklin Templeton Funds: Balanced Sheet	149,127
Van Kampen Funds: Equity	140,377
Oppenheimer Funds: Global Opportunity	107,738
	<u>\$ 633,139</u>

**NOTE 7 RISKS AND UNCERTAINTIES**

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

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 8 FAIR VALUE MEASUREMENT**

The Plan adopted the methods of fair value to value its financial assets. Fair value is based on 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. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels has been established, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 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 in December 31, 2012 and 2011, respectively.

Mutual funds: Mutual fund shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Money market fund: The shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

**OUTREACH, INC. 401 (K) PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**NOTE 8 FAIR VALUE MEASUREMENT (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 consisted 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 presents the plan's investments on the Statement of Net Assets Available for Plan Benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 1,667,429	\$ -	\$ -	\$ 1,667,429
Money Market Fund	199,011	-	-	199,011
	<u>\$ 1,866,440</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,866,440</u>

The following table presents the plan's investments on the Statement of Net Assets Available for Plan Benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	\$ 1,527,170	\$ -	\$ -	\$ 1,527,170
Money Market Fund	235,897	-	-	235,897
	<u>\$ 1,763,067</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,763,067</u>

**NOTE 9 PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are managed by Nationwide Financial Services, Inc., the trustee of the plan, which qualifies these transactions as party-in-interest transactions. Administrative and investment fees incurred by the Plan to the Custodian totaled \$23,450 and \$23,442 for the years ended December 31, 2012 and 2011, respectively. The Company also pays certain administrative fees of the Plan, which are not reimbursed. In addition the Company provides administrative services to the Plan at no cost to the Plan.

**OUTREACH, INC. 401 (K) PLAN  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011**

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**NOTE 10   SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through August 8, 2013, the date which the financial statements were available to be issued. There were no material subsequent events which affected the amounts or disclosures in the financial statements.