Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
AFNI, INC 401 (K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/01/1992

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

AFNI, INC

404 BROCK
BLOOMINGTON, IL 61701

2b Employer Identification Number (EIN)
37-1105130

2c Sponsor's telephone number
309-828-5226

2d Business code (see instructions)
561420

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/27/2013	JUDY POHANKA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

AFNI, INC

404 BROCK
BLOOMINGTON, IL 61701

3b Administrator's EIN
37-1105130

3c Administrator's telephone number
309-828-5226

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4837
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	3510
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	222
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3732
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	3733
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	850
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	88
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
3D 2G 2J 2K 2R 2E 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶
AFNI, INC 401 (K) PROFIT SHARING PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
AFNI, INC	37-1105130

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

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

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

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

ALLIANCE BENEFIT GROUP OF ILLINOIS

37-0899315

(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	NONE	15049	Yes [X] No [ ]	Yes [ ] No [X]	105674	Yes [X] No [ ]

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

FIDELITY INVESTMENTS

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	8648	Yes [ ] No [X]

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

SULASKI & WEBB CPA

37-1114211

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	6500	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ALLIANCE BENEFIT GROUP OF ILLINOIS	59	76691

(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.
FIDELITY INVESTMENTS 04-3523567	REVENUE SHARING USED TO PAY PLAN SERVICE FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ALLIANCE BENEFIT GROUP OF ILLINOIS	59	28418

(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.
CAPITAL RESEARCH AND MANAGEMENT 94-1411037	REVENUE SHARING USED TO PAY PLAN SERVICE FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
SULASKI & WEBB CPA	10	6500

(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.
ALLIANCE BENEFIT GROUP OF ILLINOIS 37-0899315	REVENUE SHARING USED TO PAY PLAN SERVICE FEES

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
AFNI, INC 401 (K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
AFNI, INC

D Employer Identification Number (EIN)
37-1105130

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MET MASTER TRUST 25157

b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6625485-002	C	4864743

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
AFNI, INC 401 (K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AFNI, INC

D Employer Identification Number (EIN)
37-1105130

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	30495	287
(2) Participant contributions	1b(2)	90431	653
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	55055	6873
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1174207	974300
(9) Value of interest in common/collective trusts	1c(9)	4653836	4864743
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16004207	17791432
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	190952	241149

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	22199183	23879437
Liabilities			
g Benefit claims payable	1g	46756	5689
h Operating payables	1h	240	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	5600	77
k Total liabilities (add all amounts in lines 1g through1j)	1k	52596	5766
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	22146587	23873671

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	516607	
(B) Participants	2a(1)(B)	1568783	
(C) Others (including rollovers)	2a(1)(C)	112657	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2198047
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	34	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	35984	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		36018
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	308216	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		308216
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		222617
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1902909
c Other income	2c		32160
d Total income. Add all **income** amounts in column (b) and enter total	2d		4699967
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2760500	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2760500
f Corrective distributions (see instructions)	2f		197334
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	15049	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15049
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2972883
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1727084
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SULAKSI & WEBB, CPA **(2)** EIN: 37-1142100

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
AFNI, INC 401 (K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AFNI, INC

D Employer Identification Number (EIN)
37-1105130

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 37-0899315

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

AFNI, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

Years ended December 31, 2012 and 2011

and

INDEPENDENT AUDITOR'S REPORT

AFNI, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

Years ended December 31, 2012 and 2011

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Sulaski & Webb
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Afni, Inc.
401(k) Profit Sharing Plan
Bloomington, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, 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 certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, 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.

Sulaski and Webb
Certified Public Accountants

September 13, 2013

AFNI, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Money Market funds	$ 6,873	$ 55,055
Guaranteed investment contract	4,864,743	4,653,836
Shares of registered investment companies	17,791,432	16,004,207
Brokerage accounts	241,149	190,952
	22,904,197	20,904,050
Receivables:		
Participant loans	974,300	1,174,207
Employee salary deferral contributions	653	90,431
Employer matching contributions	287	30,495
	975,240	1,295,133
Total assets	23,879,437	22,199,183
LIABILITIES		
Payables:		
Excess contribution refunds	208,370	205,883
Benefit claims payable	5,689	46,756
Operating payables	-	240
Other Liabilities	77	5,600
Total liabilities	214,136	258,479
Net assets available for benefits at fair value	23,665,301	21,940,704
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(326,820)	(232,066)
Net assets available for benefits	$ 23,338,481	$ 21,708,638

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

AFNI, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 2,071,481	$ (420,853)
Interest	36,018	40,867
Dividends	308,216	264,410
	2,415,715	(115,576)
Contributions:		
Employee salary deferrals	1,568,783	1,883,358
Employer matching	516,607	598,299
Employee rollovers from other plans	112,657	67,733
	2,198,047	2,549,390
Total additions	4,613,762	2,433,814
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	2,760,500	2,034,280
Refunds of employee salary deferral contributions in excess of amounts permitted by nondiscrimination requirements	208,370	205,883
Administrative expense - plan loan and distribution fees	15,049	20,176
	2,983,919	2,260,339
Net increase	1,629,843	173,475
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	21,708,638	21,535,163
End of year	$23,338,481	$21,708,638

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

NOTES TO FINANCIAL STATEMENTS
Years ended December 31, 2012 and 2011

1. DESCRIPTION OF THE PLAN

The following description of the Afni, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description.

a. General. The plan is a defined contribution 401(k) plan covering virtually all full-time employees of Afni, Inc. (the "Company"), who have completed at least one year of service (1,000 hours) and are age 21 or older. Plan entry dates are January 1, April 1, July 1, and October 1. The Plan is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA).

b. Contributions. Each year, participants may contribute up to 100 percent in whole percentages of their pre-tax annual compensation, as defined by the Plan. Percentages may be changed prior to the beginning of any bi-weekly payroll period. Participants may also roll over distributions received from other qualified retirement plans. The Plan also provides for discretionary matching and profit sharing contributions by the Company. The Company currently matches the employees' elective deferrals at a rate of fifty percent of each employee's contribution not to exceed three percent of the employee's gross wages. No profit sharing contributions have been made by the Company. Contributions are subject to certain limitations.

c. Participant Accounts. Each participant's account is credited with the participant's contributions and related Company matching contributions, plus allocations of Company profit sharing contributions (if any) and Plan earnings. Allocations of Company profit sharing contributions are based on qualifying participant compensation, and Plan earnings are allocated on the basis of participants' account balances. The benefit to which a participant is entitled is the benefit that can be provided from that participants' vested account balance. Alliance Benefit Group, Inc. is the recordkeeper for the Plan.

d. Vesting. Participants are immediately vested in their salary deferral and rollover contributions and earnings thereon. The vesting schedule for Company matching and profit sharing contributions and related earnings is 20 percent after one year of service increasing in 20 percent increments each subsequent year with full vesting after five years of service. Participants are also fully vested in their accounts upon reaching the normal retirement age of 65 or early retirement age of 55 with five years of service.

e. Investment Options. Plan funds are held by Reliance Trust Company. Participants may self-direct their contributions in whole percentage increments in any of the investment options offered by the Plan.

MetLife Stable Value Fund – A guaranteed investment contract with an objective to protect principal and offer fixed returns that compare favorably with the yields on intermediate-term fixed income securities.

Spartan U.S. Equity Index Fund – Invests in equity securities of the companies that compose the Standard & Poor's (S&P) 500 Index.

PIMCO Total Return Fund – Seeks total return consistent with preservation of capital by investing in a diversified portfolio of fixed income securities of varying maturities with a portfolio duration of three to six years, including U.S. government securities, corporate bonds, and mortgage-related securities.

DESCRIPTION OF PLAN (Continued)

Investment Options (Continued)

Cohen & Steers Realty Shares Fund – Seeks total return with equal emphasis on capital appreciation and current income primarily through investment in equity securities of real estate companies.

American Funds – Washington Mutual Investors Fund – Seeks to provide current income and opportunity for capital growth consistent with sound common stock investing.

Davis New York Venture Fund – Seeks long-term growth in capital by investing primarily in large-cap U.S. equity securities believed to be undervalued.

American Funds – The Growth Fund of America – Seeks to provide long-term growth of capital through a diversified portfolio of common stocks.

American Funds – Fundamental Investors – Seeks long-term growth of capital and income by investing in common stocks of companies that appear to offer superior opportunities for capital growth and a history of paying dividends.

T. Rowe Price New American Growth – Seeks long-term capital growth by primarily investing in common stock of U.S. companies operating in fast growing economic sectors.

Janus Mid Cap Value Fund – Seeks capital appreciation primarily by investing in the common stocks of mid-sized companies whose stock prices are believed to be undervalued.

Victory Special Value Fund – Seeks long-term growth of capital and dividend income by investing primarily in equity securities of companies that are expected to benefit from either macroeconomic or company-specific factors and are undervalued.

Principal Mid Cap Blend – Seeks long-term growth of capital by investing the majority of its net assets in equity securities of companies with medium market capitalizations.

T. Rowe Price Mid-Cap Growth Fund – Seeks long-term capital appreciation by investing primarily in mid-cap common stocks with above-average growth potential.

Royce Premier Fund – Seeks long-term growth of capital with a secondary goal of current income. The Fund invests primarily in a limited number of equity securities issued by small companies.

Columbia Acorn Fund – Seeks long-term growth by investing in the stocks of small and medium-sized United States and foreign companies.

Royce Value Service Fund – Seeks long-term growth of capital by investing primarily in the equity securities of small and mid-cap companies.

DESCRIPTION OF PLAN (Continued)

Investment Options (Continued)

American Funds – EuroPacific Growth Fund – Seeks long-term appreciation of capital by investing in the securities of companies based outside of the United States.

Van Kampen Small Cap Growth Fund – Seeks capital appreciation by investing primarily in common stocks and other equity securities of small companies that have above-average potential for capital appreciation.

American Funds – High Income Trust – Seeks high level of current income and capital appreciation by investing primarily in a broad range of higher yielding and generally lower quality debt securities, including corporate loans that also provide an opportunity to increase in value.

Columbia Small Cap Z Fund – Seeks long-term capital appreciation and the fund normally invests at least 80% of net assets in stocks of companies that have market capitalizations in the range of companies in the Russell 2000 index at the time of purchase.

FMI Focus Fund – Seeks capital appreciation by investing in stocks of companies of all sizes that appear to be selling at substantial discounts to prices that accurately reflect their future earnings prospects.

Janus Triton Fund – Seeks long-term growth of capital by investing primarily in common stocks selected for their growth potential.

In addition to choosing from the above menu of mutual funds, participants may also place all or a portion of their plan funds in a segregated brokerage account through which they can invest directly in other instruments including individual stocks and bonds, mutual funds not on the standard plan menu, and various other types of investments.

Participants may change their investment options at any time.

f. Payment of Benefits. The Plan permits withdrawals of participant contributions in the event of a hardship as defined in the Plan document. Withdrawals of rollover contributions and earnings thereon may be taken once during any Plan year. In addition, participants may withdraw part or all of their account balance at any time after reaching age 59 ½. Upon termination of employment, participants are generally entitled to receive distributions of their total vested account balances. Accounts totaling $5,000 or less are distributed automatically in a lump sum. Other terminated participants may elect to receive their distribution in a lump sum, in substantially equal installments over a specified period not exceeding their life expectancy or the joint life expectancy of the participant and beneficiary, or in the form of a single or joint and survivor annuity provided through the purchase of an annuity contract. The latter annuity alternative is the automatic form of distribution unless the participant elects otherwise and the spouse (if any) consents.

DESCRIPTION OF PLAN (Continued)

g. Participant Loans. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan terms range from one to five years or up to 15 years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest are paid ratably through biweekly payroll deductions.

h. Forfeited Accounts. As of December 31, 2012 and 2011, forfeited nonvested accounts totaled $61,556 and $84,166 respectively. These accounts will be used to reduce future employer matching contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting. The financial statements of the Plan are prepared using the accrual method of accounting.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

b. 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 may differ from those estimates.

As defined in standards, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

As required by the standard, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

c. Investment Valuation and Income Recognition. The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and redemptions of shares of investments are recorded on a settlement date basis, which is generally trade date plus one. Distributions are recorded on the ex-dividend date and are reinvested in additional shares on that date. Distributions designated as being in respect of long-term capital gains are included in realized gains (losses).

Interest earned on guaranteed investment accounts is included in Investment Gain/Loss on the Statement of Changes in Net Assets for the years ended December 31, 2012 and 2011.

d. Payment of Benefits. Benefits are recorded when paid.

3. TRUSTEE CERTIFICATIONS

The Plan's trustee, Reliance Trust Company, has provided the Plan with certifications pursuant to 29 CFR 2520.103-5(c) that the reports of investments held at December 31, 2012 and 2011, and investment transactions for the years then ended are complete and accurate. The Plan administrator has elected to limit the scope of the audit with respect to these matters in accordance with 29 CFR 2520.103-8.

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	2012	2011
Investments, at fair value:		
Short term investments	$ 6,873	$ 55,055
Guaranteed contracts	4,537,922	4,421,770
Mutual Funds – Equity	14,196,460	12,538,559
Mutual Funds – Fixed Income	3,601,030	3,473,755

Variances in certified balances and balances reported on the financial statements are due to timing differences in recording transactions and all differences have been reconciled.

4. FAIR VALUE MEASURMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan applies ASC 820 Fair Value Measurements and Disclosures, which provides a single definition of fair value for accounting purposes, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. ASC 820 requires, among other things, an exit value approach for valuing assets and liabilities, using the best available information about what a market would bear. The exit value approach focuses 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. Exit values for liabilities should include margins for risk even if they are not observable. ASC 820 provides guidance on how to measure fair value when required under existing accounting standards. ASC 820 establishes a fair value hierarchy based on the observability of the inputs to valuation techniques used to measure fair value, classified in three levels (Level 1, 2, and 3) with the most observable input being Level 1.

Participant loans are valued at their outstanding balances, which approximates fair value because loans are secured by each respective participant's account balance.

The Plan applies ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements. This amendment to ASC 820 requires new disclosures where transfers of investment assets of an entity are in and out of Levels 1 and 2. Additional disclosures for Level 3 assets are also required. Finally, this Update clarifies certain existing disclosures prescribed by ASC 820.

FAIR VALUE MEASURMENTS (Continued)

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

- The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

- The guaranteed investment contract with an insurance company is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

		Fair Value Measurements Using:	
	Fair Value	Level 1 Inputs	Level 3 Inputs
December 31, 2012			
Guaranteed investment contract	$ 4,864,743	$ -	$ 4,864,743
Pooled separate accounts	18,039,454	18,039,454	-
Total	$ 22,904,197	$ 18,039454	$ 4,864,743
December 31, 2011			
Guaranteed investment contract	$ 4,653,836	$ -	$ 4,653,836
Pooled separate accounts	16,250,214	16,250,215	-
Total	$ 20,904,050	$ 16,250,215	$ 4,653,836

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the investment contract with insurance company for the years ended December 31, 2012 and 2011:

December 31, 2012	
Beginning balance	$ 4,653,836
Total gains or losses included in changes in net assets available for benefits	127,864
Purchases, sales, issuances, and settlements (net)	83,043
Ending balance	$ 4,864,743

December 31, 2011	
Beginning balance	$ 4,278,236
Total gains or losses included in changes in net assets available for benefits	118,019
Purchases, sales, issuances, and settlements (net)	257,581
Ending Balance	$ 4,653,836

5. INVESTMENTS

The following is a summary of investments held by the Plan at December 31, 2012 and 2011. Individual investments that represent 5 percent or more of the Plan's net assets are separately identified.

INVESTMENTS (continued)

	2012	2011
Money Market Fund:		
Fidelity Cash Reserves	$6,873	$55,055
Guaranteed investment contract:		
MetLife Stable Value Fund (*)	4,864,743	4,653,836
Shares of registered investment companies:		
Fidelity Spartan Equity Index Fund	789,847	614,950
PIMCO Total Return Fund (*)	3,217,359	3,139,169
Cohen & Steers Realty Shares Fund	425,212	362,112
American Funds - Washington Mutual Investors Fund (*)	2,367,567	2,140,552
Davis New York Venture Fund (***)	-	1,274,412
American Funds - The Growth Fund of America (***)	-	2,117,382
Janus Mid Cap Value Fund	854,484	837,733
Victory Special Value Fund	-	236,441
Van Kampen Small Cap Growth	-	45,938
T. Rowe Price Mid-Cap Growth Fund (*)	1,408,026	1,259,587
Royce Premier Fund (*)	1,242,621	1,234,826
Royce Value Fund Service	-	131,368
Columbia Acorn Fund	591,001	517,843
Columbia Small Cap I Z	333,526	318,311
American Funds - EuroPacific Growth Fund (*)	1,674,843	1,447,104
American Funds - High Income Trust	377,613	326,479
FMI Focus Fund	144,811	-
Janus Triton Fund	136,718	-
T. Rowe Price New American Growth (**)	2,470,871	-
Principal Mid Cap Blend	276,591	-
American Funds - Fundamental Investors (**)	1,480,342	-
Self-directed brokerage accounts	241,149	190,952
	$22,904,197	$20,904,050

(*) Participant directed investments representing 5% or more of net assets available for benefits for the years ending December 31, 2012 and 2011, respectively.
(**) Participant directed investments representing 5% or more of net assets available for benefits for the year ending December 31, 2012.
(***) Participant directed investments representing 5% or more of net assets available for benefits for the year ending December 31, 2011.

INVESTMENTS (continued)

During 2012 and 2011 the Plan's investments in registered investment companies (including investments bought, sold, and held during the applicable year) appreciated in value by $2,166,235 and $(254,694), respectively.

6. GUARANTEED INVESTMENT CONTRACT WITH INSURANCE COMPANY

The MetLife Stable Value Fund assets are invested in a separate account with the insurance Company. MetLife guarantees principal and accrued interest, based on credited interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest is credited to the contract at interest rates that reflect the performance of the underlying portfolio.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the plan by MetLife, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

MetLife resets the interest crediting rate every quarter, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the Fund's investments. The contract is included in the statements of net assets available for benefits at fair value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by MetLife. Participants receive the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events include transfers to other Plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $4,864,743 and $4,653,836, respectively. The crediting interest rate is based on a formula agreed to with the issuer.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another Plan), (2) changes to the Plan's prohibition on competing investment options or deletion or equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with Plan participants, is probable.

The average yield earned on the MetLife Stable Value Fund was 6.84% and 8.69% during 2012 and 2011, respectively. The average yield earned on the MetLife Stable Value Fund, with any applicable adjustment to reflect the actual interest rate, that was credited to plan participants was 3.90% and 4.12% during 2012 and 2011, respectively.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011, to the amounts reported on Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	$23,665,301	$21,940,704
Plus excess contribution refunds payable	208,370	205,883
Net assets available for benefits per the Form 5500	$23,873,671	$22,146,587

9. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 3, 1997, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since that date, the Plan administrator and the Plan's legal counsel believe that it is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan currently has in effect a prototype plan document sponsored by Alliance Benefit Group, Inc., the recordkeeper for the Plan. Alliance Benefit Group previously obtained a letter dated November 27, 2001, from the Internal Revenue Service that stated the form of the plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees.

10. TRANSACTIONS WITH PARTIES–IN-INTEREST

For the years ended December 31, 2012 and 2011, Afni, Inc., the plan sponsor, paid administrative expenses to Alliance Benefit Group, Inc. and other service providers in the amounts of $15,148 and $15,021 respectively.

The plan administrator is an employee of the plan sponsor, and a participant in the Plan. Therefore, the contributions made to the Plan by the plan administrator qualify as party-in-interest transactions.

11. EXCESS CONTRIBUTION REFUNDS

The Plan had excess contributions refundable at December 31, 2012 and 2011 of $208,370 and $205,883, respectively. These excess contributions are due to the Plan failing the IRC §401(k)(3) Actual Deferral Percentage Test and IRC §401(m) Actual Contribution Percentage Test thus requiring the Plan to refund the excess contributions plus applicable earnings to plan participants who are highly compensated employees.

13. SUBSEQUENT EVENTS

The Afni, Inc. 401(k) Profit Sharing Plan has evaluated events occurring subsequent to December 31, 2012 as to their potential impact to the financial statements through September 13, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

AFNI, INC.
401(k) PROFIT SHARING PLAN
FEIN: 37-1105130
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
December 31, 2012

(a)	(b) Identity of Issue, Borrower Lessor or Similar Party	(c) Description of Investment including Maturity Date Rate of Interest, Collateral Par or Maturity date Registered Investment Companies	(d) Cost	(e) Current Value
	Fidelity Investments	Spartan US Equity Index	**	789,847
	Cohen & Steers	Cohen & Steers Realty Shares Fund	**	425,212
	FMI	FMI Focus Fund	**	144,811
	American Funds	Fundamental Investors R4	**	1,480,342
	American Funds	American EuroPacific Growth	**	1,674,843
	Columbia	Columbia Acorn Class Z	**	591,001
	American Funds	American High Income Trust Fund	**	377,613
	Janus	Mid Cap Value Fund Class T	**	854,484
	Janus	Janus Triton Fund	**	136,718
	Royce	Royce Premier Fund	**	1,242,621
	Principal	Mid Cap Blend Fund Class A	**	276,591
	T. Rowe Price	New Ame Growth Advisor CL	**	2,470,871
	Pimco	Pimco Total Return	**	3,217,359
	T. Rowe Price	T. Rowe Price Mid Cap Growth	**	1,408,026
	American Funds	American Washington Mutual	**	2,367,567
	Columbia	Columbia Small Cap I Z	**	333,526
	Metropolitan Life	Met Life Stable Value - contract value	**	4,864,743
*	Fidelity Investments	Fidelity Cash Reserves	**	6,873
	Charles A. Schwab	Personal Choice Account	**	241,149
*	Participant loans	3.25% - 8.75% Maturity 2013-2017	-	974,300
	Grand totals		$ -	$ 23,878,497

* Indicates party-in-interest
** Cost information is not required by participant directed investments

Sponsor's Name: AFNI, INC
EIN: 37-1105130
Name of Plan: AFNI, INC. 401(K) PROFIT SHARING PLAN
Plan Number: 002

Schedule H, Part IV, Line 4i

Schedule of Assets Held for Investment Purposes at End of Year 12/31/12

(a)	(b) Identity of Issue, Borrower Lessor or Similar Party	(c) Description of Investment, including Maturity Date Rate of Interest, Collateral Par or Maturity date Registered Investment Companies:	(d) Cost	(e) Market
	SPARTAN	SPARTAN 500 INDEX FD INVESTOR CLASS	**	789,847
	AMERICAN FUNDS	AMERICAN HIGH INCOME TRUST CLASS A	**	377,613
	COHEN & STEERS	COHEN & STEERS REALTY SHARES	**	425,212
	COLUMBIA	COLUMBIA ACORN CLASS Z	**	591,001
	COLUMBIA	COLUMBIA SMALL CAP VAL I FD CL Z	**	333,526
	AMERICAN FUNDS	EUROPACIFIC GROWTH CLASS A	**	1,674,843
	FMI	FMI FOCUS FUND	**	144,811
	AMERICAN FUNDS	FUNDAMENTAL INVESTORS R4	**	1,480,342
	JANUS	JANUS TRITON FUND CLASS T SHARES	**	136,718
	PERKINS	PERKINS MID CAP VALUE FUND CLASS T	**	854,484
	PIMCO	PIMCO TOTAL RETURN CLASS A	**	3,217,359
	PRINCIPAL	MID CAP BLEND FUND CLASS A	**	276,591
	T ROWE PRICE	MID CAP GROWTH ADVISOR CL	**	1,408,026
	T ROWE PRICE	NEW AME GROWTH ADV CL	**	2,470,871
	ROYCE	ROYCE PREMIER FUND INVESTMENT CL	**	1,242,621
	AMERICAN FUNDS	WASHINGTON MUTUAL INVESTORS CL A	**	2,367,567
	METROPOLITAN LIFE	METLIFE GAC SERIES 25157 CLASS II	**	4,864,743
	CHARLES A SCHWAB	SELF DIRECTED BROKERAGE ACCOUNT	**	241,149
	FIDELITY	FIDELITY CASH RESERVES	**	6,873
*	PARTICIPANT LOANS	MATURITY 2013-2019 3.25%--7.75%		974,300
	Grand Totals			**23,878,497**

* Indicates party - in- interest
** Cost information is not required for participant directed investments