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
REEL FX 401(K) AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2004

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

REEL FX, INC.

301 N CROWDUS ST
DALLAS, TX 75226

301 N CROWDUS ST
DALLAS, TX 75226

2b Employer Identification Number (EIN)
75-2509932

2c Sponsor's telephone number
214-979-0961

2d Business code (see instructions)
541400

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.	09/30/2013	COLLEEN CARTMILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2013	COLLEEN CARTMILL
	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

REEL FX, INC.

301 N CROWDUS ST
DALLAS, TX 75226

3b Administrator's EIN
75-2509932

3c Administrator's telephone number
214-979-0961

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**	370
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**	407
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	51
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	458
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	458
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	207
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	23
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**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
REEL FX 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2509932

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).. . . . . [X] 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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	9713	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VL ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT INTL DISC IV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL MID CP VAL OP K - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL/ACORN INTL Z - COLUMBIA MGT INV P.O. BOX 8081 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EV PS EMERGING MKT A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS ENTERPRISE S - JANUS SERVICES 43-1804048	0.50%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS S - JANUS SERVICES L 43-1804048	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SM CAP VAL R - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL T - JANUS SERVIC 43-1804048	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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
REEL FX 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2509932

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	234270	264671
(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)	37213	59034
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3466985	4515196
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(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	3738468	4838901
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3738468	4838901

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)	202270	
	(B) Participants	2a(1)(B)	946156	
	(C) Others (including rollovers)	2a(1)(C)	108989	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1257415
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25	
	(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)	2013	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2038
	(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)	117300	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		117300
	(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)		
	(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		410873
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1787626
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	677422	
(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)		677422
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9771	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9771
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		687193
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1100433
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: MONTGOMERY COSCIA GREILICH LLP **(2)** EIN: 75-2919818

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		X	

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

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

5b(1) Name of plan(s)	**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
REEL FX 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2509932

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): 04-6568107

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):

REEL FX 401(k) AND PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 and 2011

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants

REEL FX 401(k) AND PROFIT SHARING PLAN

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Supplemental Schedule:

Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
as of December 31, 2012 ……14-15

Note: All other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted as they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants
972.748.0300 p
972.748.0700 f

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
Reel FX 401(k) and Profit Sharing Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, (the "Trustee" of the Plan), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Montgomery Coscia Greilich LLP

MONTGOMERY COSCIA GREILICH LLP
Plano, Texas
September 17, 2013

REEL FX 401(k) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 and 2011

	2012	2011
Assets		
Investments:		
Money market fund	$ 264,671	$ 234,270
Mutual funds of registered investment companies	4,515,195	3,466,983
Total cash and investments, at fair value	4,779,866	3,701,253
Receivables:		
Employer contributions	61,732	54,648
Notes receivable from participants	59,034	37,213
Net assets available for benefits	$ 4,900,632	$ 3,793,114

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

REEL FX 401(k) AND PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Contributions:		
Participants	$	946,156
Employer		209,354
Rollover		108,989
Total contributions		1,264,499
Investment income:		
Interest and dividends		119,338
Net appreciation in assets		410,875
Total additions to net assets		1,794,712
Deductions from net assets attributed to:		
Benefit payments		677,422
Administrative fees		9,772
Total deductions from net assets		687,194
Net increase in net assets available for benefits		1,107,518
Net assets available for benefits		
Beginning of year		3,793,114
End of year	$	4,900,632

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

1 - DESCRIPTION OF PLAN

The following description of the Reel FX 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

GENERAL

The Plan is sponsored by Reel FX, Inc. (the "Company" or the "Plan Sponsor"). The Company's corporate offices are located in Dallas, Texas. The Plan is a voluntary defined contribution plan covering substantially all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Company established the Plan, effective January 1, 2004. The Company acts as the Plan Administrator. Fidelity Management Trust Company, acting as the trustee ("Trustee" or "Fidelity"), holds the Plan's investment assets. Fidelity Investments Institutional Operations Company, Inc., acting as the recordkeeper ("Recordkeeper"), executes investment transactions for the Plan.

ELIGIBILITY

The Plan, as amended, allows employees to become eligible to participate in the Plan on the first day of employment with no minimum age or service requirement.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's voluntary contributions and allocations of: (a) the Company's discretionary contributions; (b) forfeitures; and (c) Plan earnings. Allocations are based on participant earnings on account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

INVESTMENT OPTIONS

The Employee Retirement Income Security Act of 1974 (ERISA) imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest Plan assets in a prudent manner. However, an exception exists for plans that comply with ERISA Section 404(c) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of registered investment company alternatives. This plan is intended to be a Section 404(c) plan. The participant is responsible for their investment of assets under the Plan and the Plan fiduciaries are not responsible for any losses resulting from the participant's investment instructions.

Participants allocate their investment into various investment options offered by the Plan. Participants can change their investment options online or by calling the Fidelity Retirement Benefits Line.

1 - DESCRIPTION OF PLAN (Continued)

VESTING

As defined by the Plan, participants voluntary contributions to the Plan, plus actual earnings or losses thereon, are fully vested at all times. The participants' share of the Company's matching and profit sharing contributions and earnings or losses thereon vest in accordance with the following schedule:

Vesting Schedule

Years (or Periods) of Service	Percentage
less than 1	0%
1	25%
2	50%
3	75%
4	100%

Vesting under the Plan is based upon the elapsed time method. Hours of service are not counted and instead periods of service are computed. A period of service starts with the participant's hire date of employment and, generally, ends on the date of the participant's termination. Only whole years of service with the Company will be counted to compute years of service with the Company. A participant will automatically become fully vested in Company-matching contributions in the event of retirement, at age 65, permanent disability or death.

CONTRIBUTIONS

The Plan is funded through employee elective deferrals, roth deferrals and Company contributions. Participants may elect to contribute 1% to 85% of their annual compensation, as defined, to the Plan on a tax deferred basis up to the maximum amount established by the Internal Revenue Service (IRS). For pre-tax contributions being withheld from the participant's compensation, the percentage the participant defers is subject to an annual statutory limit of $17,000 as permitted by the Internal Revenue Code of 1986 ("IRC"), as amended. The Plan also allows for after-tax, Roth contributions subject to the same IRC limitations. Participants who are 50 years old or older by the last day of the plan year can make additional annual catch-up contributions of $5,500 over the base statutory limit in accordance with the Economic Growth and Tax Relief Reconciliation Act of 2001.

Participants may rollover amounts representing distributions from other qualified defined benefit or contributions plans, as defined in the Plan agreement. All rollover contributions are always fully vested and are subject to investment gains and losses.

Company matching contributions are determined at the discretion of the employer. The Company matches 50% of the participant's eligible contributions up to 3%. Matching contributions of $209,354 were made during the year ended December 31, 2012.

1 - DESCRIPTION OF PLAN (Continued)

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their account balance a minimum of $1,000 up to a maximum 50% of his or her vested account balance or $50,000. Note terms range from one to five years or, in the case of a note to acquire or construct the primary residence of a participant, a period not to exceed ten years. All notes will provide for a fixed rate of interest as determined by the Plan Administrator based on the prevailing interest rates charged by persons in the business of lending money for notes under similar circumstances. Notes receivable from participants as of December 31, 2012, have interest rates ranging from 4.25% to 5.00% with maturities from December 2013 through September 2017. Notes receivable from participants as of December 31, 2011, have interest rates ranging from 4.25% to 5.00% with maturities from December 2012 through December 2016. Repayments are made through payroll deductions and are reinvested in the individual funds according to the current investment allocations of the participant.

PAYMENT OF BENEFIT AND HARDSHIP WITHDRAWALS

Participants withdrawing during the year for reasons of termination of service or disability, retirement, or death are entitled to their vested account balance. Benefits are distributed in the form of lump sum, single distributions, installment payments, or direct rollover into another qualified plan or individual retirement account (IRA). If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited. Forfeited balances of participants' non-vested employer matching accounts shall be used to restore the account balances of former Plan participants who are rehired within five years, used for plan related expenses for which the Company is responsible, or to reduce Company contributions. Forfeited balances of participants' non-vested profit sharing accounts are used to reduce the Company's profit sharing contributions or used for plan related expenses for which the Company is responsible. Remaining forfeitures applicable to the Company's profit sharing contributions are allocated based on the employee's percent of eligible wages for the Plan year.

A participant may receive a hardship distribution of their salary reduction contributions if the distribution is on account of uninsured medical expenses incurred by the participant or their spouse or dependents, to purchase (excluding mortgage payments) a principal residence of the participant, to prevent eviction from or foreclosure on a participant's principal residence, for the payment of post-secondary tuition expenses, to make payments for burial or funeral expenses of the participant's deceased parent, spouse, child, or dependent, or to pay expenses for the repair of damage to their principal residence that would qualify for the casualty deduction under Section 165 of the Internal Revenue Code.

Participants may elect to withdraw their vested account balance after they reach the Plan's normal retirement age, 65, or delay it until the participant retires. Notwithstanding to the above, by law certain contributions including employee deferral, qualified matching, safe harbor matching, qualified non-elective, and safe harbor non-elective contributions cannot be withdrawn prior to age 59 ½ .

1 - DESCRIPTION OF PLAN (Continued)

FORFEITURES

As of December 31, 2012 and 2011, unallocated forfeited non-vested accounts totaled $22,261 and $20,947, respectively. In 2012, $9,237.50 of forfeitures were utilized to reduce administrative fees.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

USE OF ESTIMATES

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the changes in net assets available for benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ significantly from those estimates.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon terms of the plan document or loan policy of the Plan.

RISKS AND UNCERTAINTIES

Plan investments 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 statements of net assets available for benefits.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are held by the Trustee and consist of investments in various mutual funds and a money market account. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the Plan's gains and losses on investments bought and sold as well as held during the year.

BENEFITS

Benefits are recorded when paid.

ADMINISTRATIVE EXPENSES

Expenses incurred in connection with the administration of the investments of the Plan and participant account balances are primarily paid by the Company. The Company absorbs certain professional fees and payroll costs associated with Plan administration. Such costs paid by the Company are not reflected in the financial statements of the Plan. Administrative expenses related to loans are paid out of the assets of the Plan, from the loan-taking participant's account.

3 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Observable inputs, such as quoted market prices in active markets, for substantially identical assets and liabilities.

Level 2 – Observable inputs other than quoted prices within *Level 1* for similar assets and liabilities. These include quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data. If the asset or liability has a specified or contractual term, the input must be observable for substantially the full term of the asset or liability.

Level 3 – Unobservable inputs that are supported by little or no market activity, generally requiring development of fair value assumptions by management.

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.

3 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value:

Money market fund: Valued using amortized cost, which approximates fair value.

Mutual funds: Valued at quoted market prices which represent the net asset value ("NAV") of shares held by the plan at year end.

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. The Plan believes its valuation methods are appropriate and consistent with other market participants; even so, 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.

In May 2011, the FASB issued ASU No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 will require reporting entities to disclose quantitative information about the unobservable inputs used in the fair value measurements categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for all transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the financial statements.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Money market fund	$ 264,671	$ -	$ -	$ 264,671
Mutual funds of registered companies:				
Balanced funds	1,620,324	-	-	1,620,324
Bond funds	589,347	-	-	589,347
Domestic equity value funds	570,822	-	-	570,822
Domestic equity blend funds	469,235	-	-	469,235
Domestic equity growth funds	795,560	-	-	795,560
International funds	469,907	-	-	469,907
Total mutual funds of registered companies	4,515,195	-	-	4,515,195
Total assets at fair value	$ 4,779,866	$ -	$ -	$ 4,779,866

3 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

	Level 1	Level 2	Level 3	Total
Money market fund	$ 234,270	$ -	$ -	$ 234,270
Mutual funds of registered companies:				
Balanced funds	1,106,497	-	-	1,106,497
Bond funds	429,921	-	-	429,921
Domestic equity value funds	616,787	-	-	616,787
Domestic equity blend funds	358,187	-	-	358,187
Domestic equity growth funds	571,153	-	-	571,153
International funds	384,438	-	-	384,438
Total mutual funds of registered companies	3,466,983	-	-	3,466,983
Total assets at fair value	$ 3,701,253	$ -	$ -	$ 3,701,253

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (UNAUDITED)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2012, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012, as certified by the Trustee of the Plan, except for comparing such information certified by the Trustee to the information included in the Plan's 2012 and 2011 financial statements and schedule of assets (held at end of year).

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (UNAUDITED) (CONTINUED)

The fair values of the individual investments that represent 5% or more of the Plan's assets at December 31, 2012 and 2011 are as follows:

	2012		2011	
Allianz NFJ Dividend Value Admin Fund	$ 267,828		$ 385,861	
Fidelity Freedom 2035 Fund	510,023		377,759	
Vanguard PrimeCap Investment Fund	366,159		344,779	
PIMCO Total Return Admin Fund	409,720		321,238	
Fidelity Retirement Money Market	264,671		234,270	
Janus Overseas Fund	209,643	*	193,584	
Vanguard Dividend Growth Investment Fund	266,726		171,155	*
Vanguard Small-Cap Growth Investment Fund	274,205		154,574	
Fidelity Freedom 2040 Fund	258,774		155,752	*
Loomis Sayles Small Cap Value Retail CL Fund	202,509	*	187,032	

* Investment does not represent 5% or more of the Plan's net assets in the year presented.

During 2012, the Plan's investments in mutual funds of registered investment companies (including investments bought, sold and held during the year) appreciated in value by $410,875.

During 2012, the Plan's interest and dividend income was as follows:

Interest and dividends	$ 117,325
Interest on participant loans	2,013
	$ 119,338

5 – TAX STATUS

The Plan is based on a prototype plan developed by Fidelity, which received a favorable opinion letter dated March 31, 2008 from the IRS stating that the prototype plan constitutes a qualified plan under Section 401 of the IRC. The Company believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2008.

6 – 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% vested in their accounts and the Plan assets will be distributed in accordance with the provisions of the Plan.

7 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Net assets available for benefits per the financial statements	$ 4,900,632
Less: Employer contributions receivable	(61,732)
Net assets available for benefits per the Form 5500	$ 4,838,900

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the year ended December 31, 2012:

Employer contributions per the financial statements	$ 209,354
Plus: Prior year employer contributions receivable	54,648
Less: Current year employer contributions receivable	(61,732)
Employer contributions per the Form 5500	$ 202,270

8 – RELATED PARTY TRANSACTIONS

Plan investments include mutual funds of registered investment companies and a money market investment managed by an affiliate of the Trustee. Therefore, these investments qualify as party-in-interest transactions.

9 – SUBSEQUENT EVENTS

In accordance with FASB ASC 855, "Subsequent Events," the Company has evaluated events or transactions occurring after December 31, 2012, the Statement of Net Assets Available for Benefits date, through September 17, 2013, the date the financial statements were ready to be issued, and determined no such events or transactions which would impact the financial statements for the year ended December 31, 2012.

SUPPLEMENTAL SCHEDULE

REEL FX 401(k) AND PROFIT SHARING PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
DECEMBER 31, 2012 and 2011
Plan # 001
Employer ID # 75-2509932

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
	Interest Bearing Cash			
*	Fidelity Management Trust Company	Fidelity Retirement Money Market		$ 264,671
	Mutual Funds of Registered Investment Companies			
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund		21,345
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund		11,239
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund		23,435
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund		126,594
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund		147,692
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund		258,774
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund		46,178
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund		108,555
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund		510,023
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund		173,661
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund		181,217
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund		11,611
	Total balanced funds			1,620,324
	Pacific Investment Management Company LLC	PIMCO Total Return Admin Fund		409,720
*	Fidelity Management Trust Company	Fidelity Capital & Income Fund		179,627
	Total bond funds			589,347
	Allianz Global Investors Fund Management LLC	Allianz NFJ Dividend Value Admin Fund		267,828
	Janus Capital Group Inc.	Perkins Mid Cap Value Fund		201,112
	Columbia Management Investment Advisers, LLC	Columbia Mid Cap Value Opportunity R4		101,882
	Total domestic equity value funds			570,822
	Loomis Sayles Trust Company, LLC	Loomis Sayles Small Cap Value Retail CL Fund		202,509
	The Vanguard Group Inc.	Vanguard Dividend Growth Investment Fund		266,726
	Total domestic equity blend funds			469,235
	The Vanguard Group Inc.	Vanguard PrimeCap Investment Fund		366,159
	The Vanguard Group Inc.	Vanguard Small Growth Index Investment Fund		274,205
	Janus Capital Group Inc.	Janus Enterprise Fund		101,718
*	Fidelity Management Trust Company	Fidelity Contrafund		53,478
	Total domestic equity growth funds			795,560
	Columbia Wanger Asset Management, LLC	Columbia Acorn International Z		4,566
	Janus Capital Group Inc.	Janus Overseas Fund		209,643
	The Vanguard Group Inc.	Vanguard International Growth Fund		172,337
*	Fidelity Management Trust Company	Fidelity Emerging Markets Fund		83,361
	Total international funds			469,907
	Total mutual funds of registered investment companies			4,515,195
	Notes receivable from participants			
*	Participants	Notes receivable from participants with interest rates from 4.25% to 5.00% with maturity dates of December 2013 through September 2017, collateralized by participant accounts.		59,034
	Total Assets Held			$ 4,838,900

This information is certified as complete and accurate by the Trustee, and therefore, no auditing procedures were performed by the Plan's independent auditor.

* Indicates party-in-interest to the Plan

** Cost information is not required for participant-directed investments.

See independent auditor's report on supplemental schedule.

REEL FX 401(k) AND PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 and 2011

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants

REEL FX 401(k) AND PROFIT SHARING PLAN

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Supplemental Schedule:

Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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Note: All other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted as they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants
972.748.0300 p
972.748.0700 f

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
Reel FX 401(k) and Profit Sharing Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, (the "Trustee" of the Plan), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Montgomery Coscia Greilich LLP

MONTGOMERY COSCIA GREILICH LLP
Plano, Texas
September 17, 2013

REEL FX 401(k) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 and 2011

	2012	2011
Assets		
Investments:		
Money market fund	$ 264,671	$ 234,270
Mutual funds of registered investment companies	4,515,195	3,466,983
Total cash and investments, at fair value	4,779,866	3,701,253
Receivables:		
Employer contributions	61,732	54,648
Notes receivable from participants	59,034	37,213
Net assets available for benefits	$ 4,900,632	$ 3,793,114

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

REEL FX 401(k) AND PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Contributions:		
Participants	$	946,156
Employer		209,354
Rollover		108,989
Total contributions		1,264,499
Investment income:		
Interest and dividends		119,338
Net appreciation in assets		410,875
Total additions to net assets		1,794,712
Deductions from net assets attributed to:		
Benefit payments		677,422
Administrative fees		9,772
Total deductions from net assets		687,194
Net increase in net assets available for benefits		1,107,518
Net assets available for benefits		
Beginning of year		3,793,114
End of year	$	4,900,632

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

1 - DESCRIPTION OF PLAN

The following description of the Reel FX 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

GENERAL

The Plan is sponsored by Reel FX, Inc. (the "Company" or the "Plan Sponsor"). The Company's corporate offices are located in Dallas, Texas. The Plan is a voluntary defined contribution plan covering substantially all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Company established the Plan, effective January 1, 2004. The Company acts as the Plan Administrator. Fidelity Management Trust Company, acting as the trustee ("Trustee" or "Fidelity"), holds the Plan's investment assets. Fidelity Investments Institutional Operations Company, Inc., acting as the recordkeeper ("Recordkeeper"), executes investment transactions for the Plan.

ELIGIBILITY

The Plan, as amended, allows employees to become eligible to participate in the Plan on the first day of employment with no minimum age or service requirement.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's voluntary contributions and allocations of: (a) the Company's discretionary contributions; (b) forfeitures; and (c) Plan earnings. Allocations are based on participant earnings on account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

INVESTMENT OPTIONS

The Employee Retirement Income Security Act of 1974 (ERISA) imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest Plan assets in a prudent manner. However, an exception exists for plans that comply with ERISA Section 404(c) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of registered investment company alternatives. This plan is intended to be a Section 404(c) plan. The participant is responsible for their investment of assets under the Plan and the Plan fiduciaries are not responsible for any losses resulting from the participant's investment instructions.

Participants allocate their investment into various investment options offered by the Plan. Participants can change their investment options online or by calling the Fidelity Retirement Benefits Line.

1 - DESCRIPTION OF PLAN (Continued)

VESTING

As defined by the Plan, participants voluntary contributions to the Plan, plus actual earnings or losses thereon, are fully vested at all times. The participants' share of the Company's matching and profit sharing contributions and earnings or losses thereon vest in accordance with the following schedule:

Vesting Schedule

Years (or Periods) of Service	Percentage
less than 1	0%
1	25%
2	50%
3	75%
4	100%

Vesting under the Plan is based upon the elapsed time method. Hours of service are not counted and instead periods of service are computed. A period of service starts with the participant's hire date of employment and, generally, ends on the date of the participant's termination. Only whole years of service with the Company will be counted to compute years of service with the Company. A participant will automatically become fully vested in Company-matching contributions in the event of retirement, at age 65, permanent disability or death.

CONTRIBUTIONS

The Plan is funded through employee elective deferrals, roth deferrals and Company contributions. Participants may elect to contribute 1% to 85% of their annual compensation, as defined, to the Plan on a tax deferred basis up to the maximum amount established by the Internal Revenue Service (IRS). For pre-tax contributions being withheld from the participant's compensation, the percentage the participant defers is subject to an annual statutory limit of $17,000 as permitted by the Internal Revenue Code of 1986 ("IRC"), as amended. The Plan also allows for after-tax, Roth contributions subject to the same IRC limitations. Participants who are 50 years old or older by the last day of the plan year can make additional annual catch-up contributions of $5,500 over the base statutory limit in accordance with the Economic Growth and Tax Relief Reconciliation Act of 2001.

Participants may rollover amounts representing distributions from other qualified defined benefit or contributions plans, as defined in the Plan agreement. All rollover contributions are always fully vested and are subject to investment gains and losses.

Company matching contributions are determined at the discretion of the employer. The Company matches 50% of the participant's eligible contributions up to 3%. Matching contributions of $209,354 were made during the year ended December 31, 2012.

1 - DESCRIPTION OF PLAN (Continued)

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their account balance a minimum of $1,000 up to a maximum 50% of his or her vested account balance or $50,000. Note terms range from one to five years or, in the case of a note to acquire or construct the primary residence of a participant, a period not to exceed ten years. All notes will provide for a fixed rate of interest as determined by the Plan Administrator based on the prevailing interest rates charged by persons in the business of lending money for notes under similar circumstances. Notes receivable from participants as of December 31, 2012, have interest rates ranging from 4.25% to 5.00% with maturities from December 2013 through September 2017. Notes receivable from participants as of December 31, 2011, have interest rates ranging from 4.25% to 5.00% with maturities from December 2012 through December 2016. Repayments are made through payroll deductions and are reinvested in the individual funds according to the current investment allocations of the participant.

PAYMENT OF BENEFIT AND HARDSHIP WITHDRAWALS

Participants withdrawing during the year for reasons of termination of service or disability, retirement, or death are entitled to their vested account balance. Benefits are distributed in the form of lump sum, single distributions, installment payments, or direct rollover into another qualified plan or individual retirement account (IRA). If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited. Forfeited balances of participants' non-vested employer matching accounts shall be used to restore the account balances of former Plan participants who are rehired within five years, used for plan related expenses for which the Company is responsible, or to reduce Company contributions. Forfeited balances of participants' non-vested profit sharing accounts are used to reduce the Company's profit sharing contributions or used for plan related expenses for which the Company is responsible. Remaining forfeitures applicable to the Company's profit sharing contributions are allocated based on the employee's percent of eligible wages for the Plan year.

A participant may receive a hardship distribution of their salary reduction contributions if the distribution is on account of uninsured medical expenses incurred by the participant or their spouse or dependents, to purchase (excluding mortgage payments) a principal residence of the participant, to prevent eviction from or foreclosure on a participant's principal residence, for the payment of post-secondary tuition expenses, to make payments for burial or funeral expenses of the participant's deceased parent, spouse, child, or dependent, or to pay expenses for the repair of damage to their principal residence that would qualify for the casualty deduction under Section 165 of the Internal Revenue Code.

Participants may elect to withdraw their vested account balance after they reach the Plan's normal retirement age, 65, or delay it until the participant retires. Notwithstanding to the above, by law certain contributions including employee deferral, qualified matching, safe harbor matching, qualified non-elective, and safe harbor non-elective contributions cannot be withdrawn prior to age 59 ½ .

1 - DESCRIPTION OF PLAN (Continued)

FORFEITURES

As of December 31, 2012 and 2011, unallocated forfeited non-vested accounts totaled $22,261 and $20,947, respectively. In 2012, $9,237.50 of forfeitures were utilized to reduce administrative fees.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

USE OF ESTIMATES

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the changes in net assets available for benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ significantly from those estimates.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon terms of the plan document or loan policy of the Plan.

RISKS AND UNCERTAINTIES

Plan investments 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 statements of net assets available for benefits.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are held by the Trustee and consist of investments in various mutual funds and a money market account. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the Plan's gains and losses on investments bought and sold as well as held during the year.

BENEFITS

Benefits are recorded when paid.

ADMINISTRATIVE EXPENSES

Expenses incurred in connection with the administration of the investments of the Plan and participant account balances are primarily paid by the Company. The Company absorbs certain professional fees and payroll costs associated with Plan administration. Such costs paid by the Company are not reflected in the financial statements of the Plan. Administrative expenses related to loans are paid out of the assets of the Plan, from the loan-taking participant's account.

3 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Observable inputs, such as quoted market prices in active markets, for substantially identical assets and liabilities.

Level 2 – Observable inputs other than quoted prices within *Level 1* for similar assets and liabilities. These include quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data. If the asset or liability has a specified or contractual term, the input must be observable for substantially the full term of the asset or liability.

Level 3 – Unobservable inputs that are supported by little or no market activity, generally requiring development of fair value assumptions by management.

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.

3 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value:

Money market fund: Valued using amortized cost, which approximates fair value.

Mutual funds: Valued at quoted market prices which represent the net asset value ("NAV") of shares held by the plan at year end.

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. The Plan believes its valuation methods are appropriate and consistent with other market participants; even so, 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.

In May 2011, the FASB issued ASU No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 will require reporting entities to disclose quantitative information about the unobservable inputs used in the fair value measurements categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for all transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the financial statements.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Money market fund	$ 264,671	$ -	$ -	$ 264,671
Mutual funds of registered companies:				
Balanced funds	1,620,324	-	-	1,620,324
Bond funds	589,347	-	-	589,347
Domestic equity value funds	570,822	-	-	570,822
Domestic equity blend funds	469,235	-	-	469,235
Domestic equity growth funds	795,560	-	-	795,560
International funds	469,907	-	-	469,907
Total mutual funds of registered companies	4,515,195	-	-	4,515,195
Total assets at fair value	$ 4,779,866	$ -	$ -	$ 4,779,866

3 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

	Level 1	Level 2	Level 3	Total
Money market fund	$ 234,270	$ -	$ -	$ 234,270
Mutual funds of registered companies:				
Balanced funds	1,106,497	-	-	1,106,497
Bond funds	429,921	-	-	429,921
Domestic equity value funds	616,787	-	-	616,787
Domestic equity blend funds	358,187	-	-	358,187
Domestic equity growth funds	571,153	-	-	571,153
International funds	384,438	-	-	384,438
Total mutual funds of registered companies	3,466,983	-	-	3,466,983
Total assets at fair value	$ 3,701,253	$ -	$ -	$ 3,701,253

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (UNAUDITED)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2012, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012, as certified by the Trustee of the Plan, except for comparing such information certified by the Trustee to the information included in the Plan's 2012 and 2011 financial statements and schedule of assets (held at end of year).

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (UNAUDITED) (CONTINUED)

The fair values of the individual investments that represent 5% or more of the Plan's assets at December 31, 2012 and 2011 are as follows:

	2012		2011	
Allianz NFJ Dividend Value Admin Fund	$ 267,828		$ 385,861	
Fidelity Freedom 2035 Fund	510,023		377,759	
Vanguard PrimeCap Investment Fund	366,159		344,779	
PIMCO Total Return Admin Fund	409,720		321,238	
Fidelity Retirement Money Market	264,671		234,270	
Janus Overseas Fund	209,643	*	193,584	
Vanguard Dividend Growth Investment Fund	266,726		171,155	*
Vanguard Small-Cap Growth Investment Fund	274,205		154,574	
Fidelity Freedom 2040 Fund	258,774		155,752	*
Loomis Sayles Small Cap Value Retail CL Fund	202,509	*	187,032	

* Investment does not represent 5% or more of the Plan's net assets in the year presented.

During 2012, the Plan's investments in mutual funds of registered investment companies (including investments bought, sold and held during the year) appreciated in value by $410,875.

During 2012, the Plan's interest and dividend income was as follows:

Interest and dividends	$ 117,325
Interest on participant loans	2,013
	$ 119,338

5 – TAX STATUS

The Plan is based on a prototype plan developed by Fidelity, which received a favorable opinion letter dated March 31, 2008 from the IRS stating that the prototype plan constitutes a qualified plan under Section 401 of the IRC. The Company believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2008.

6 – 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% vested in their accounts and the Plan assets will be distributed in accordance with the provisions of the Plan.

7 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Net assets available for benefits per the financial statements	$ 4,900,632
Less: Employer contributions receivable	(61,732)
Net assets available for benefits per the Form 5500	$ 4,838,900

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the year ended December 31, 2012:

Employer contributions per the financial statements	$ 209,354
Plus: Prior year employer contributions receivable	54,648
Less: Current year employer contributions receivable	(61,732)
Employer contributions per the Form 5500	$ 202,270

8 – RELATED PARTY TRANSACTIONS

Plan investments include mutual funds of registered investment companies and a money market investment managed by an affiliate of the Trustee. Therefore, these investments qualify as party-in-interest transactions.

9 – SUBSEQUENT EVENTS

In accordance with FASB ASC 855, "Subsequent Events," the Company has evaluated events or transactions occurring after December 31, 2012, the Statement of Net Assets Available for Benefits date, through September 17, 2013, the date the financial statements were ready to be issued, and determined no such events or transactions which would impact the financial statements for the year ended December 31, 2012.

SUPPLEMENTAL SCHEDULE

REEL FX 401(k) AND PROFIT SHARING PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
DECEMBER 31, 2012 and 2011
Plan # 001
Employer ID # 75-2509932

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
	Interest Bearing Cash			
*	Fidelity Management Trust Company	Fidelity Retirement Money Market		$ 264,671
	Mutual Funds of Registered Investment Companies			
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund		21,345
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund		11,239
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund		23,435
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund		126,594
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund		147,692
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund		258,774
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund		46,178
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund		108,555
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund		510,023
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund		173,661
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund		181,217
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund		11,611
	Total balanced funds			1,620,324
	Pacific Investment Management Company LLC	PIMCO Total Return Admin Fund		409,720
*	Fidelity Management Trust Company	Fidelity Capital & Income Fund		179,627
	Total bond funds			589,347
	Allianz Global Investors Fund Management LLC	Allianz NFJ Dividend Value Admin Fund		267,828
	Janus Capital Group Inc.	Perkins Mid Cap Value Fund		201,112
	Columbia Management Investment Advisers, LLC	Columbia Mid Cap Value Opportunity R4		101,882
	Total domestic equity value funds			570,822
	Loomis Sayles Trust Company, LLC	Loomis Sayles Small Cap Value Retail CL Fund		202,509
	The Vanguard Group Inc.	Vanguard Dividend Growth Investment Fund		266,726
	Total domestic equity blend funds			469,235
	The Vanguard Group Inc.	Vanguard PrimeCap Investment Fund		366,159
	The Vanguard Group Inc.	Vanguard Small Growth Index Investment Fund		274,205
	Janus Capital Group Inc.	Janus Enterprise Fund		101,718
*	Fidelity Management Trust Company	Fidelity Contrafund		53,478
	Total domestic equity growth funds			795,560
	Columbia Wanger Asset Management, LLC	Columbia Acorn International Z		4,566
	Janus Capital Group Inc.	Janus Overseas Fund		209,643
	The Vanguard Group Inc.	Vanguard International Growth Fund		172,337
*	Fidelity Management Trust Company	Fidelity Emerging Markets Fund		83,361
	Total international funds			469,907
	Total mutual funds of registered investment companies			4,515,195
	Notes receivable from participants			
*	Participants	Notes receivable from participants with interest rates from 4.25% to 5.00% with maturity dates of December 2013 through September 2017, collateralized by participant accounts.		59,034
	Total Assets Held			$ 4,838,900

This information is certified as complete and accurate by the Trustee, and therefore, no auditing procedures were performed by the Plan's independent auditor.

* Indicates party-in-interest to the Plan

** Cost information is not required for participant-directed investments.

See independent auditor's report on supplemental schedule.