

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a multiple-employer plan; or<br><input type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                              | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>DOHERTY EMPLOYMENT GROUP, INC. 401(K) PLAN</u>                                                                                                                                                 | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1993</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>333</u>                                                  | <b>1c</b> Effective date of plan<br><u>01/01/1993</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                    | <u>333</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1993</u>                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>DOHERTY EMPLOYMENT GROUP, INC.</u><br><br><u>7625 PARKLAWN AVENUE</u><br><u>EDINA, MN 55435</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>41-1373641</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>952-832-8389</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>541990</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>41-1373641</u> | <b>2c</b> Sponsor's telephone number<br><u>952-832-8389</u> | <b>2d</b> Business code (see instructions)<br><u>541990</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>41-1373641</u>                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>952-832-8389</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>541990</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

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

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

|                                                                                                            |                                                                                                 |                        |                                                                             |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------|-----------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature.<br><br><b>Signature of plan administrator</b> | 10/02/2013<br><br>Date | GREG THURSTON<br><br>Enter name of individual signing as plan administrator |
| <b>SIGN HERE</b>                                                                                           | <b>Signature of employer/plan sponsor</b>                                                       | Date                   | Enter name of individual signing as employer or plan sponsor                |
| <b>SIGN HERE</b>                                                                                           | <b>Signature of DFE</b>                                                                         | Date                   | Enter name of individual signing as DFE                                     |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                                                                 |                        | Preparer's telephone number (optional)                                      |

|                                                                                                                                                                                                                                                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                |           | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                    |           | <b>3c</b> Administrator's telephone number                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                  |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                            |           | <b>5</b> 6924                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                  | <b>6a</b> | 5042                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                 | <b>6b</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                  | <b>6c</b> | 1593                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                           | <b>6d</b> | 6635                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                          | <b>6e</b> | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                            | <b>6f</b> | 6640                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                     | <b>6g</b> | 4711                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                         | <b>6h</b> | 51                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                               |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T 3F 3H                                                                                                                                                                                                                            |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                      |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

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

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

|                                                                                                 |                                                             |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>DOHERTY EMPLOYMENT GROUP, INC. 401(K) PLAN                             | <b>B</b> Three-digit plan number (PN) ▶ 333                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>DOHERTY EMPLOYMENT GROUP, INC. | <b>D</b> Employer Identification Number (EIN)<br>41-1373641 |

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

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

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

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| AMERICAN FUNDS                                                                                                    |
| 95-1411037                                                                                                        |

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
| COHEN & STEERS                                                                                                   |
| 13-3353336                                                                                                       |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| DAVIS FUNDS                                                                                                       |
| 52-1346931                                                                                                        |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| DELAWARE INVESTMENTS                                                                                              |
| 23-2693113                                                                                                        |

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

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DODGE &amp; COX

94-1441976

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

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FIDELITY INVESTMENTS

06-1194217

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

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GOLDMAN SACHS

13-5108880

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

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HARTFORD MUTUAL FUNDS

13-3317783

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

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INVESCO AIM

76-0528004

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

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JANUS

43-1804048

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

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JPMORGAN

13-2624428

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

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LORD ABBETT

13-5620131

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

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METROPOLITAN WEST FUNDS

95-4597302

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

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MFS

04-2747644

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

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MORGAN STANLEY

36-3145972

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

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OPPENHEIMER FUNDS

13-2527171

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

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T ROWE PRICE

52-2264646

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

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

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

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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)

WELLS FARGO BANK, N.A.

94-1347393

| (b)<br>Service Code(s)           | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 37 49 50<br>52 60 62 63<br>64 | SERVICE PROVIDER                                                                                  | 51524                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

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

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

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

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

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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<br>(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<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:



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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>▶ File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2012 or fiscal plan year beginning <b>01/01/2012</b> and ending <b>12/31/2012</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><b>DOHERTY EMPLOYMENT GROUP, INC. 401(K) PLAN</b>                                                                                                                                                                                               |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <b>▶</b> <b>333</b>                                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>DOHERTY EMPLOYMENT GROUP, INC.</b>                                                                                                                                                                   |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br><b>41-1373641</b>                    |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                              |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                                                                                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                              |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                       | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                           | <b>1b(1)</b>    | 66330                 | 205965          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                        | <b>1b(2)</b>    |                       | 242109          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other.....                                                                             | <b>1b(3)</b>    |                       | 25655           |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                       |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                | <b>1c(8)</b>    | 3914903               | 4613551         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 17103032              | 18153018        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 100523185             | 150263093       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 121607450             | 173503391       |

**Liabilities**

|                                                                           |           |       |        |
|---------------------------------------------------------------------------|-----------|-------|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |        |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |       |        |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 72856 | 125293 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 72856 | 125293 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 121534594 | 173378098 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 6953540    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 17985862   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 2819995    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 27759397  |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 207062     |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 207062    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 2207147    |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 2207147   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |               | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|---------------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | <b>2b(6)</b>  |            | 302315    |
| (7) Net investment gain (loss) from pooled separate accounts .....                             | <b>2b(7)</b>  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                     | <b>2b(8)</b>  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                           | <b>2b(9)</b>  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | <b>2b(10)</b> |            | 14432362  |
| <b>c</b> Other income.....                                                                     | <b>2c</b>     |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....        | <b>2d</b>     |            | 44908283  |

**Expenses**

|                                                                                            |              |          |          |
|--------------------------------------------------------------------------------------------|--------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 19940170 |          |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |          |          |
| (3) Other .....                                                                            | <b>2e(3)</b> |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |          | 19940170 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |          |          |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |          |          |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |          |          |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |          |          |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |          |          |
| (4) Other .....                                                                            | <b>2i(4)</b> | 374920   |          |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |          | 374920   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |          | 20315090 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 24593193 |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 27895940 |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  | 645629   |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: BOECKERMANN GRAFSTROM & MAYER

(2) EIN: 20-0472826

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|           | Yes | No | Amount |
|-----------|-----|----|--------|
| <b>4a</b> |     | X  |        |
| <b>4b</b> |     | X  |        |

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

|                                                            | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> PN(s) |
|------------------------------------------------------------|---------------------|--------------------|
| INSPIRITY 401(K) PLAN                                      | 76-0178498          | 001                |
| MARATHON MANAGEMENT 401(K) PLAN                            | 41-1459563          | 002                |
| CAREER PARTNERS INTERNATIONAL, TWIN CITIES RETIREMENT PLAN | 41-1967876          | 001                |
|                                                            |                     |                    |

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                        |                                                                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>DOHERTY EMPLOYMENT GROUP, INC. 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>333</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>DOHERTY EMPLOYMENT GROUP, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>41-1373641</u> |

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

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>41-6257133</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

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

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Doherty Employment Group, Inc.  
401(k) Plan**

**FINANCIAL STATEMENTS**

**As of December 31, 2012 and 2011 and  
for the Year Ended December 31, 2012**

# **Doherty Employment Group, Inc. 401(k) Plan**

## **Table of Contents**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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|                                                                            |      |
|----------------------------------------------------------------------------|------|
| INDEPENDENT AUDITOR'S REPORT .....                                         | 1-2  |
| STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS .....                      | 3    |
| STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS.....             | 4    |
| NOTES TO THE FINANCIAL STATEMENTS.....                                     | 5-13 |
| SCHEDULE H LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES ..... | 14   |



BOECKERMANN GRAFSTROM MAYER  
CPAs

## Independent Auditor's Report

To the Sponsor and Participants of  
Doherty Employment Group, Inc. 401(k) Plan  
Bloomington, Minnesota

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Doherty Employment Group, Inc. 401(k) Plan (the 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; 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 or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan administrator has obtained certifications 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**

The supplemental schedule of assets held for investment purposes as of or for the year ended December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**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 or provided 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.



BOECKERMANN GRAFSTROM & MAYER, LLC  
Certified Public Accountants

Minneapolis, Minnesota  
September 18, 2013

**Doherty Employment Group, Inc. 401(k) Plan**  
**Statements of Net Assets Available for Benefits**  
December 31, 2012 and 2011

---

|                                                                                                   | <u>2012</u>           | <u>2011</u>           |
|---------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <u>ASSETS</u>                                                                                     |                       |                       |
| Investments, At Fair Value                                                                        | \$ 168,942,549        | \$ 118,070,895        |
| Receivables                                                                                       |                       |                       |
| Employer Contributions                                                                            | \$ 205,965            | \$ 66,330             |
| Employee Contributions                                                                            | 242,109               | 0                     |
| Accrued Participant Loan Interest                                                                 | 25,655                | 0                     |
| Notes from Participants                                                                           | <u>4,613,551</u>      | <u>3,914,903</u>      |
| Total Receivables                                                                                 | <u>\$ 5,087,280</u>   | <u>\$ 3,981,233</u>   |
| TOTAL ASSETS                                                                                      | <u>\$ 174,029,829</u> | <u>\$ 122,052,128</u> |
| <u>LIABILITIES</u>                                                                                |                       |                       |
| Accounts Payable                                                                                  | <u>\$ 125,293</u>     | <u>\$ 72,856</u>      |
| Net Assets Available for Benefits at Fair Value                                                   | \$ 173,904,536        | \$ 121,979,272        |
| Adjustment from Fair Value to Contract Value for<br>Fully Benefit-Responsive Investment Contracts | <u>(526,438)</u>      | <u>(444,679)</u>      |
| Net Assets Available for Benefits                                                                 | <u>\$ 173,378,098</u> | <u>\$ 121,534,593</u> |

See Accompanying Notes to the Financial Statements

---

**Doherty Employment Group, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
For the Year Ended December 31, 2012

---

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment Income

|                                               |                   |
|-----------------------------------------------|-------------------|
| Interest and Dividends                        | \$ 2,207,147      |
| Other Income                                  | 311,631           |
| Net Appreciation in Fair Value of Investments | <u>14,423,047</u> |

|                       |                      |
|-----------------------|----------------------|
| Net Investment Income | <u>\$ 16,941,825</u> |
|-----------------------|----------------------|

|                                            |                   |
|--------------------------------------------|-------------------|
| Interest Income on Notes from Participants | <u>\$ 207,062</u> |
|--------------------------------------------|-------------------|

Contributions

|              |                  |
|--------------|------------------|
| Employers    | \$ 6,953,540     |
| Participants | 17,985,862       |
| Rollovers    | <u>2,819,995</u> |

|                     |                      |
|---------------------|----------------------|
| Total Contributions | <u>\$ 27,759,397</u> |
|---------------------|----------------------|

|                 |                      |
|-----------------|----------------------|
| Total Additions | <u>\$ 44,908,284</u> |
|-----------------|----------------------|

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

|                               |                |
|-------------------------------|----------------|
| Benefits Paid to Participants | \$ 19,940,170  |
| Administrative Fees           | <u>374,920</u> |

|                  |                      |
|------------------|----------------------|
| Total Deductions | <u>\$ 20,315,090</u> |
|------------------|----------------------|

|              |               |
|--------------|---------------|
| NET INCREASE | \$ 24,593,194 |
|--------------|---------------|

NET ASSETS AVAILABLE FOR BENEFITS

|                            |                       |
|----------------------------|-----------------------|
| Beginning of Year          | 121,534,593           |
| Transfers from Other Plans | 27,895,940            |
| Transfers to Other Plans   | <u>(645,629)</u>      |
| End of Year                | <u>\$ 173,378,098</u> |

See Accompanying Notes to the Financial Statements

---

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

---

**NOTE 1: DESCRIPTION OF THE PLAN**

The following description of the Doherty Employment Group, Inc. 401(k) 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 a multiple employer defined contribution plan covering all eligible employees of Doherty Employment Group, Inc. (the Company) and Adopting Employers who met the eligibility requirements defined in the Employer's Adoption Agreement. It is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

**Contributions**

Each year, participants may contribute up to 100 percent of pre-tax and/or after-tax annual recognized compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. Each Adopting Employer may (but is not required to) determine a matching contribution for their participants. The matching contributions are invested at the direction of the participant into the investment options offered by the Plan. Discretionary profit sharing contributions may be contributed at the option of each Adopting Employer. The profit sharing contributions are invested at the direction of the participant into the investment options offered by the Plan. Investment changes may be made on a daily basis. Contributions are subject to certain limitations.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of the Adopting Employer's contribution and Plan earnings. Employer contribution allocations are based on participant compensation and/or contributions as defined in the Plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are vested immediately in their contributions plus actual earnings thereon. Adopting Employers may choose the vesting option for contributions the Adopting Employer makes on a participant's behalf. Vesting credit is given for a year of service. A year of service is a Plan year in which a participant is credited with 1,000 hours of service. A participant will be fully vested in all of his accounts under the Plan (including those accounts attributable to the Adopting Employer's contributions) upon reaching the Plan's normal retirement age (age 65), his disability, or death.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

---

**NOTE 1: DESCRIPTION OF THE PLAN (Continued)**

**Notes Receivable from Participants**

Participants may borrow from their fund accounts at a minimum of \$500 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%. Interest rates range from 4.25% to 9.75%. Principal and interest is paid ratably through payroll deductions.

**Payment of Benefits**

On termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account.

**Forfeited Accounts**

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$18,845 and \$18,735, respectively. These accounts will be used to reduce employer contributions. Also in 2012, employer contributions were reduced by \$83,247 from forfeited nonvested accounts.

**Excess Contributions**

Excess contributions of \$125,293 and \$72,856 are recorded in accounts payable as of December 31, 2012 and 2011, respectively. These payables will be made to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan for the years ended December 31, 2012 and 2011.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements are presented on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

**Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

---

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

**Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investment bought and sold as well as held during the year.

**Notes Receivable from Participants**

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

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Administrative fees, if any, incurred by the Plan are generally paid by the Employer. Participant loan fees are paid by the individual participant.

**Subsequent Events**

The Plan has evaluated subsequent events through September 18, 2013, the date the financial statements were available to be issued.

**NOTE 3: FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *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 FASB ASC 820 are described below:

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Common/collective trusts:* Valued at net asset value (NAV) of units of the common/collective trust which is based on the fair value of the underlying assets less account level expenses as reported in the audited financials of the trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (issuance and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 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, 2012:

|                            | Level 1               | Level 2              | Level 3     | Total                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 18,679,450        | \$ 0        | \$ 18,679,450         |
| Managed Income Portfolio   | 0                     | 90,391               | 0           | 90,391                |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 47,633,193            | 0                    | 0           | 47,633,193            |
| Mid Cap Funds              | 13,837,530            | 0                    | 0           | 13,837,530            |
| Small Cap Funds            | 16,964,329            | 0                    | 0           | 16,964,329            |
| International Funds        | 18,477,335            | 0                    | 0           | 18,477,335            |
| Bond Funds                 | 13,014,680            | 0                    | 0           | 13,014,680            |
| Target Date Funds          | 40,245,641            | 0                    | 0           | 40,245,641            |
| Total Assets at Fair Value | <u>\$ 150,172,708</u> | <u>\$ 18,769,841</u> | <u>\$ 0</u> | <u>\$ 168,942,549</u> |

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                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 17,547,711        | \$ 0        | \$ 17,547,711         |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 31,800,730            | 0                    | 0           | 31,800,730            |
| Mid Cap Funds              | 10,551,690            | 0                    | 0           | 10,551,690            |
| Small Cap Funds            | 13,908,873            | 0                    | 0           | 13,908,873            |
| International Funds        | 12,878,265            | 0                    | 0           | 12,878,265            |
| Bond Funds                 | 8,707,052             | 0                    | 0           | 8,707,052             |
| Target Date Funds          | 22,676,574            | 0                    | 0           | 22,676,574            |
| Total Assets at Fair Value | <u>\$ 100,523,184</u> | <u>\$ 17,547,711</u> | <u>\$ 0</u> | <u>\$ 118,070,895</u> |

There were no significant transfers between Level 1 and Level 2 investments during the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

**Fair Value of Investments in Entities That Use NAV**

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

| <u>December 31, 2012</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
|--------------------------|-------------------|---------------------------------|-----------------------------------------------------------------|-------------------------------------|
| Stable Return Fund       | \$ 18,679,450     | N/A                             | Daily                                                           | None                                |
| Managed Income Portfolio | \$ 90,391         | N/A                             | Daily                                                           | None                                |
| <u>December 31, 2011</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
| Stable Return Fund       | \$ 17,547,711     | N/A                             | Daily                                                           | None                                |

**NOTE 4: INFORMATION CERTIFIED AND PROVIDED BY WELLS  
FARGO BANK, N.A.**

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

|                                            | <u>2012</u>           | <u>2011</u>           |
|--------------------------------------------|-----------------------|-----------------------|
| Common/Collective Trust, at Contract Value | \$ 18,243,402         | \$ 17,103,032         |
| Mutual Funds, at Fair Value                | <u>150,172,680</u>    | <u>100,523,184</u>    |
|                                            | <u>\$ 168,416,082</u> | <u>\$ 117,626,216</u> |

Wells Fargo Bank, N.A. also certified to the completeness and accuracy of \$14,423,047 of net appreciation in fair value of investments, \$311,631 of other income and \$2,207,147 of interest and dividends related to the aforementioned plan assets for the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 5: INVESTMENTS**

The following table presents the individual investment securities that exceeded 5% of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

|                                                   | 2012          | 2011          |
|---------------------------------------------------|---------------|---------------|
| Wells Fargo Stable Return Fund, at Contract Value | \$ 18,153,011 | \$ 17,103,032 |
| Dodge and Cox Stock Fund                          | \$ 12,800,922 | \$ 8,291,965  |
| Met West Total Bond Fund                          | \$ 12,206,187 | \$ 8,394,204  |
| Wells Fargo Index Fund                            | \$ 9,632,112  | \$ 7,038,937  |
| Growth Fund of America                            | \$ 13,963,913 | \$ 11,055,129 |
| Morgan Stanley Mid Cap Growth                     | \$ 11,129,931 | \$ 10,101,823 |
| Lord Abbett Small Cap Value                       | \$ 13,947,466 | \$ 13,588,795 |
| American Funds EuroPacific Growth                 | \$ 15,234,096 | \$ 12,052,803 |
| Wells Fargo Advantage Dow Jones Tgt 2030          | \$ 13,283,533 | \$ 8,016,835  |
| Wells Fargo Advantage Dow Jones Tgt 2040          | \$ 10,273,200 | *             |
| Wells Fargo Advantage Dow Jones Tgt 2020          | \$ 9,026,049  | *             |

\* Less than 5% of the Plan's net assets available for benefits.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$14,423,047 as follows:

|                         |                      |
|-------------------------|----------------------|
| Common/Collective Trust | \$ 290,475           |
| Mutual Funds            | 14,132,572           |
|                         | <u>\$ 14,423,047</u> |

**NOTE 6: ASSET TRANSFERS**

During the year, eighteen Adopting Employers merged their retirement plans into the Plan with assets totaling \$27,895,940.

During the year, three employers transferred out of the Plan with assets totaling \$645,629.

**NOTE 7: PLAN TERMINATION**

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 8: TAX STATUS**

The Plan received a determination letter from the Internal Revenue service dated January 7, 2009, stating that the Plan is qualified under of the Internal Revenue Code (the Code) and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would be sustained upon examination by the U.S. federal, state, or local tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no active audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

**NOTE 9: RISKS AND UNCERTAINTIES**

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

**NOTE 10: AMENDMENTS**

In 2011, the Plan was amended to add eligible automatic contribution arrangement provisions. The new provisions are effective January 1, 2012.

The Plan was restated effective January 1, 2013 to comply with the IRS requirements. The restatement combines all previous amendments and current law changes.

***NOTE 11: PARTIES-IN-INTEREST TRANSACTIONS***

Wells Fargo Bank, N.A, the trustee of the Plan, manages certain Plan investments. Therefore, these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental schedule of assets held for investment purposes.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Schedule H Line 4i - Schedule of Assets Held for**  
**Investment Purposes**  
**EIN #91-1116624 Plan #001**  
December 31, 2012

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| Identity of Issuer, Borrower,<br>Lessor or Similar Party    | Description of Investment,<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par, or Maturity Value | Cost | Current<br>Value      |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| * Wells Fargo Investment Services<br>Stable Return Fund N35 | Common/Collective Trust                                                                                           | **   | \$ 18,153,011         |
| Fidelity Group<br>Managed Income Portfolio I                | Common/Collective Trust                                                                                           | **   | 90,391                |
| * WF Advantage Index                                        | Registered Investment Companies                                                                                   | **   | 9,632,112             |
| * WF Advantage Dow Jones Tgt - Today                        | Registered Investment Companies                                                                                   | **   | 878,622               |
| * WF Advantage Dow Jones Tgt - 2010                         | Registered Investment Companies                                                                                   | **   | 2,274,280             |
| * WF Advantage Dow Jones Tgt - 2020                         | Registered Investment Companies                                                                                   | **   | 9,026,049             |
| * WF Advantage Dow Jones Tgt - 2030                         | Registered Investment Companies                                                                                   | **   | 13,283,533            |
| * WF Advantage Dow Jones Tgt - 2040                         | Registered Investment Companies                                                                                   | **   | 10,273,200            |
| * WF Advantage Dow Jones Tgt - 2050                         | Registered Investment Companies                                                                                   | **   | 4,509,951             |
| American Funds EuroPacific Growth                           | Registered Investment Companies                                                                                   | **   | 15,234,096            |
| American Funds Growth Fund of America                       | Registered Investment Companies                                                                                   | **   | 13,963,913            |
| Davis NY Venture                                            | Registered Investment Companies                                                                                   | **   | 5,099,646             |
| Dodge & Cox Stock Fund                                      | Registered Investment Companies                                                                                   | **   | 12,800,922            |
| Morgan Stanley Mid Cap Growth                               | Registered Investment Companies                                                                                   | **   | 11,129,931            |
| Met West Total Return Bond Fund                             | Registered Investment Companies                                                                                   | **   | 12,206,187            |
| Lord Abbett Small-Cap Value                                 | Registered Investment Companies                                                                                   | **   | 13,947,466            |
| Oppenheimer International Bond                              | Registered Investment Companies                                                                                   | **   | 808,493               |
| Janus Balanced Fund Class I                                 | Registered Investment Companies                                                                                   | **   | 2,836,314             |
| Fidelity Adv New Insights                                   | Registered Investment Companies                                                                                   | **   | 2,779,204             |
| Goldman Sachs Mid Cap Value                                 | Registered Investment Companies                                                                                   | **   | 1,651,185             |
| Hartford Capital Appreciation                               | Registered Investment Companies                                                                                   | **   | 521,061               |
| JP Morgan Mid Cap Equity                                    | Registered Investment Companies                                                                                   | **   | 1,056,407             |
| Oppenheimer Discovery                                       | Registered Investment Companies                                                                                   | **   | 1,762,181             |
| T Rowe Price Small Cap                                      | Registered Investment Companies                                                                                   | **   | 1,254,676             |
| Delaware Emerging Market                                    | Registered Investment Companies                                                                                   | **   | 961,825               |
| Ivesco International Growth                                 | Registered Investment Companies                                                                                   | **   | 707,240               |
| MFS International Value                                     | Registered Investment Companies                                                                                   | **   | 832,216               |
| Cohen & Steers Global Realty                                | Registered Investment Companies                                                                                   | **   | 741,955               |
| * Participant Loans                                         | Interest 4.25% to 9.75%                                                                                           | \$ - | 4,613,551             |
|                                                             |                                                                                                                   |      | <u>\$ 173,029,618</u> |

\* Party-in-interest

\*\* Cost information has been omitted for participant directed investments.

**Doherty Employment Group, Inc.  
401(k) Plan**

**FINANCIAL STATEMENTS**

**As of December 31, 2012 and 2011 and  
for the Year Ended December 31, 2012**

# **Doherty Employment Group, Inc. 401(k) Plan**

## **Table of Contents**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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|                                                                            |      |
|----------------------------------------------------------------------------|------|
| INDEPENDENT AUDITOR'S REPORT .....                                         | 1-2  |
| STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS .....                      | 3    |
| STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS.....             | 4    |
| NOTES TO THE FINANCIAL STATEMENTS.....                                     | 5-13 |
| SCHEDULE H LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES ..... | 14   |



BOECKERMANN GRAFSTROM MAYER  
CPAs

## **Independent Auditor's Report**

To the Sponsor and Participants of  
Doherty Employment Group, Inc. 401(k) Plan  
Bloomington, Minnesota

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

We were engaged to audit the accompanying financial statements of Doherty Employment Group, Inc. 401(k) Plan (the 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; 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 or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan administrator has obtained certifications 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**

The supplemental schedule of assets held for investment purposes as of or for the year ended December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**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 or provided 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.



BOECKERMANN GRAFSTROM & MAYER, LLC  
Certified Public Accountants

Minneapolis, Minnesota  
September 18, 2013

**Doherty Employment Group, Inc. 401(k) Plan**  
**Statements of Net Assets Available for Benefits**  
December 31, 2012 and 2011

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|                                                                                                   | <u>2012</u>           | <u>2011</u>           |
|---------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <u>ASSETS</u>                                                                                     |                       |                       |
| Investments, At Fair Value                                                                        | \$ 168,942,549        | \$ 118,070,895        |
| Receivables                                                                                       |                       |                       |
| Employer Contributions                                                                            | \$ 205,965            | \$ 66,330             |
| Employee Contributions                                                                            | 242,109               | 0                     |
| Accrued Participant Loan Interest                                                                 | 25,655                | 0                     |
| Notes from Participants                                                                           | <u>4,613,551</u>      | <u>3,914,903</u>      |
| Total Receivables                                                                                 | <u>\$ 5,087,280</u>   | <u>\$ 3,981,233</u>   |
| TOTAL ASSETS                                                                                      | <u>\$ 174,029,829</u> | <u>\$ 122,052,128</u> |
| <u>LIABILITIES</u>                                                                                |                       |                       |
| Accounts Payable                                                                                  | <u>\$ 125,293</u>     | <u>\$ 72,856</u>      |
| Net Assets Available for Benefits at Fair Value                                                   | \$ 173,904,536        | \$ 121,979,272        |
| Adjustment from Fair Value to Contract Value for<br>Fully Benefit-Responsive Investment Contracts | <u>(526,438)</u>      | <u>(444,679)</u>      |
| Net Assets Available for Benefits                                                                 | <u>\$ 173,378,098</u> | <u>\$ 121,534,593</u> |

See Accompanying Notes to the Financial Statements

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**Doherty Employment Group, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
For the Year Ended December 31, 2012

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ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment Income

|                                               |                   |
|-----------------------------------------------|-------------------|
| Interest and Dividends                        | \$ 2,207,147      |
| Other Income                                  | 311,631           |
| Net Appreciation in Fair Value of Investments | <u>14,423,047</u> |

|                       |                      |
|-----------------------|----------------------|
| Net Investment Income | <u>\$ 16,941,825</u> |
|-----------------------|----------------------|

|                                            |                   |
|--------------------------------------------|-------------------|
| Interest Income on Notes from Participants | <u>\$ 207,062</u> |
|--------------------------------------------|-------------------|

Contributions

|              |                  |
|--------------|------------------|
| Employers    | \$ 6,953,540     |
| Participants | 17,985,862       |
| Rollovers    | <u>2,819,995</u> |

|                     |                      |
|---------------------|----------------------|
| Total Contributions | <u>\$ 27,759,397</u> |
|---------------------|----------------------|

|                 |                      |
|-----------------|----------------------|
| Total Additions | <u>\$ 44,908,284</u> |
|-----------------|----------------------|

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

|                               |                |
|-------------------------------|----------------|
| Benefits Paid to Participants | \$ 19,940,170  |
| Administrative Fees           | <u>374,920</u> |

|                  |                      |
|------------------|----------------------|
| Total Deductions | <u>\$ 20,315,090</u> |
|------------------|----------------------|

|              |               |
|--------------|---------------|
| NET INCREASE | \$ 24,593,194 |
|--------------|---------------|

NET ASSETS AVAILABLE FOR BENEFITS

|                            |                       |
|----------------------------|-----------------------|
| Beginning of Year          | 121,534,593           |
| Transfers from Other Plans | 27,895,940            |
| Transfers to Other Plans   | <u>(645,629)</u>      |
| End of Year                | <u>\$ 173,378,098</u> |

See Accompanying Notes to the Financial Statements

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**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 1: DESCRIPTION OF THE PLAN**

The following description of the Doherty Employment Group, Inc. 401(k) 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 a multiple employer defined contribution plan covering all eligible employees of Doherty Employment Group, Inc. (the Company) and Adopting Employers who met the eligibility requirements defined in the Employer's Adoption Agreement. It is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

**Contributions**

Each year, participants may contribute up to 100 percent of pre-tax and/or after-tax annual recognized compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. Each Adopting Employer may (but is not required to) determine a matching contribution for their participants. The matching contributions are invested at the direction of the participant into the investment options offered by the Plan. Discretionary profit sharing contributions may be contributed at the option of each Adopting Employer. The profit sharing contributions are invested at the direction of the participant into the investment options offered by the Plan. Investment changes may be made on a daily basis. Contributions are subject to certain limitations.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of the Adopting Employer's contribution and Plan earnings. Employer contribution allocations are based on participant compensation and/or contributions as defined in the Plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are vested immediately in their contributions plus actual earnings thereon. Adopting Employers may choose the vesting option for contributions the Adopting Employer makes on a participant's behalf. Vesting credit is given for a year of service. A year of service is a Plan year in which a participant is credited with 1,000 hours of service. A participant will be fully vested in all of his accounts under the Plan (including those accounts attributable to the Adopting Employer's contributions) upon reaching the Plan's normal retirement age (age 65), his disability, or death.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 1: DESCRIPTION OF THE PLAN (Continued)**

**Notes Receivable from Participants**

Participants may borrow from their fund accounts at a minimum of \$500 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%. Interest rates range from 4.25% to 9.75%. Principal and interest is paid ratably through payroll deductions.

**Payment of Benefits**

On termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account.

**Forfeited Accounts**

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$18,845 and \$18,735, respectively. These accounts will be used to reduce employer contributions. Also in 2012, employer contributions were reduced by \$83,247 from forfeited nonvested accounts.

**Excess Contributions**

Excess contributions of \$125,293 and \$72,856 are recorded in accounts payable as of December 31, 2012 and 2011, respectively. These payables will be made to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan for the years ended December 31, 2012 and 2011.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements are presented on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

**Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

**Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investment bought and sold as well as held during the year.

**Notes Receivable from Participants**

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

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Administrative fees, if any, incurred by the Plan are generally paid by the Employer. Participant loan fees are paid by the individual participant.

**Subsequent Events**

The Plan has evaluated subsequent events through September 18, 2013, the date the financial statements were available to be issued.

**NOTE 3: FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *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 FASB ASC 820 are described below:

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Common/collective trusts:* Valued at net asset value (NAV) of units of the common/collective trust which is based on the fair value of the underlying assets less account level expenses as reported in the audited financials of the trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (issuance and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 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, 2012:

|                            | Level 1               | Level 2              | Level 3     | Total                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 18,679,450        | \$ 0        | \$ 18,679,450         |
| Managed Income Portfolio   | 0                     | 90,391               | 0           | 90,391                |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 47,633,193            | 0                    | 0           | 47,633,193            |
| Mid Cap Funds              | 13,837,530            | 0                    | 0           | 13,837,530            |
| Small Cap Funds            | 16,964,329            | 0                    | 0           | 16,964,329            |
| International Funds        | 18,477,335            | 0                    | 0           | 18,477,335            |
| Bond Funds                 | 13,014,680            | 0                    | 0           | 13,014,680            |
| Target Date Funds          | 40,245,641            | 0                    | 0           | 40,245,641            |
| Total Assets at Fair Value | <u>\$ 150,172,708</u> | <u>\$ 18,769,841</u> | <u>\$ 0</u> | <u>\$ 168,942,549</u> |

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                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 17,547,711        | \$ 0        | \$ 17,547,711         |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 31,800,730            | 0                    | 0           | 31,800,730            |
| Mid Cap Funds              | 10,551,690            | 0                    | 0           | 10,551,690            |
| Small Cap Funds            | 13,908,873            | 0                    | 0           | 13,908,873            |
| International Funds        | 12,878,265            | 0                    | 0           | 12,878,265            |
| Bond Funds                 | 8,707,052             | 0                    | 0           | 8,707,052             |
| Target Date Funds          | 22,676,574            | 0                    | 0           | 22,676,574            |
| Total Assets at Fair Value | <u>\$ 100,523,184</u> | <u>\$ 17,547,711</u> | <u>\$ 0</u> | <u>\$ 118,070,895</u> |

There were no significant transfers between Level 1 and Level 2 investments during the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

**Fair Value of Investments in Entities That Use NAV**

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

| <u>December 31, 2012</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
|--------------------------|-------------------|---------------------------------|-----------------------------------------------------------------|-------------------------------------|
| Stable Return Fund       | \$ 18,679,450     | N/A                             | Daily                                                           | None                                |
| Managed Income Portfolio | \$ 90,391         | N/A                             | Daily                                                           | None                                |
| <u>December 31, 2011</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
| Stable Return Fund       | \$ 17,547,711     | N/A                             | Daily                                                           | None                                |

**NOTE 4: INFORMATION CERTIFIED AND PROVIDED BY WELLS  
FARGO BANK, N.A.**

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

|                                            | <u>2012</u>           | <u>2011</u>           |
|--------------------------------------------|-----------------------|-----------------------|
| Common/Collective Trust, at Contract Value | \$ 18,243,402         | \$ 17,103,032         |
| Mutual Funds, at Fair Value                | <u>150,172,680</u>    | <u>100,523,184</u>    |
|                                            | <u>\$ 168,416,082</u> | <u>\$ 117,626,216</u> |

Wells Fargo Bank, N.A. also certified to the completeness and accuracy of \$14,423,047 of net appreciation in fair value of investments, \$311,631 of other income and \$2,207,147 of interest and dividends related to the aforementioned plan assets for the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 5: INVESTMENTS**

The following table presents the individual investment securities that exceeded 5% of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

|                                                   | 2012          | 2011          |
|---------------------------------------------------|---------------|---------------|
| Wells Fargo Stable Return Fund, at Contract Value | \$ 18,153,011 | \$ 17,103,032 |
| Dodge and Cox Stock Fund                          | \$ 12,800,922 | \$ 8,291,965  |
| Met West Total Bond Fund                          | \$ 12,206,187 | \$ 8,394,204  |
| Wells Fargo Index Fund                            | \$ 9,632,112  | \$ 7,038,937  |
| Growth Fund of America                            | \$ 13,963,913 | \$ 11,055,129 |
| Morgan Stanley Mid Cap Growth                     | \$ 11,129,931 | \$ 10,101,823 |
| Lord Abbett Small Cap Value                       | \$ 13,947,466 | \$ 13,588,795 |
| American Funds EuroPacific Growth                 | \$ 15,234,096 | \$ 12,052,803 |
| Wells Fargo Advantage Dow Jones Tgt 2030          | \$ 13,283,533 | \$ 8,016,835  |
| Wells Fargo Advantage Dow Jones Tgt 2040          | \$ 10,273,200 | *             |
| Wells Fargo Advantage Dow Jones Tgt 2020          | \$ 9,026,049  | *             |

\* Less than 5% of the Plan's net assets available for benefits.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$14,423,047 as follows:

|                         |                      |
|-------------------------|----------------------|
| Common/Collective Trust | \$ 290,475           |
| Mutual Funds            | 14,132,572           |
|                         | <u>\$ 14,423,047</u> |

**NOTE 6: ASSET TRANSFERS**

During the year, eighteen Adopting Employers merged their retirement plans into the Plan with assets totaling \$27,895,940.

During the year, three employers transferred out of the Plan with assets totaling \$645,629.

**NOTE 7: PLAN TERMINATION**

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 8: TAX STATUS**

The Plan received a determination letter from the Internal Revenue service dated January 7, 2009, stating that the Plan is qualified under of the Internal Revenue Code (the Code) and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would be sustained upon examination by the U.S. federal, state, or local tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no active audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

**NOTE 9: RISKS AND UNCERTAINTIES**

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

**NOTE 10: AMENDMENTS**

In 2011, the Plan was amended to add eligible automatic contribution arrangement provisions. The new provisions are effective January 1, 2012.

The Plan was restated effective January 1, 2013 to comply with the IRS requirements. The restatement combines all previous amendments and current law changes.

***NOTE 11: PARTIES-IN-INTEREST TRANSACTIONS***

Wells Fargo Bank, N.A, the trustee of the Plan, manages certain Plan investments. Therefore, these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental schedule of assets held for investment purposes.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Schedule H Line 4i - Schedule of Assets Held for**  
**Investment Purposes**  
**EIN #91-1116624 Plan #001**  
December 31, 2012

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| Identity of Issuer, Borrower,<br>Lessor or Similar Party    | Description of Investment,<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par, or Maturity Value | Cost | Current<br>Value      |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| * Wells Fargo Investment Services<br>Stable Return Fund N35 | Common/Collective Trust                                                                                           | **   | \$ 18,153,011         |
| Fidelity Group<br>Managed Income Portfolio I                | Common/Collective Trust                                                                                           | **   | 90,391                |
| * WF Advantage Index                                        | Registered Investment Companies                                                                                   | **   | 9,632,112             |
| * WF Advantage Dow Jones Tgt - Today                        | Registered Investment Companies                                                                                   | **   | 878,622               |
| * WF Advantage Dow Jones Tgt - 2010                         | Registered Investment Companies                                                                                   | **   | 2,274,280             |
| * WF Advantage Dow Jones Tgt - 2020                         | Registered Investment Companies                                                                                   | **   | 9,026,049             |
| * WF Advantage Dow Jones Tgt - 2030                         | Registered Investment Companies                                                                                   | **   | 13,283,533            |
| * WF Advantage Dow Jones Tgt - 2040                         | Registered Investment Companies                                                                                   | **   | 10,273,200            |
| * WF Advantage Dow Jones Tgt - 2050                         | Registered Investment Companies                                                                                   | **   | 4,509,951             |
| American Funds EuroPacific Growth                           | Registered Investment Companies                                                                                   | **   | 15,234,096            |
| American Funds Growth Fund of America                       | Registered Investment Companies                                                                                   | **   | 13,963,913            |
| Davis NY Venture                                            | Registered Investment Companies                                                                                   | **   | 5,099,646             |
| Dodge & Cox Stock Fund                                      | Registered Investment Companies                                                                                   | **   | 12,800,922            |
| Morgan Stanley Mid Cap Growth                               | Registered Investment Companies                                                                                   | **   | 11,129,931            |
| Met West Total Return Bond Fund                             | Registered Investment Companies                                                                                   | **   | 12,206,187            |
| Lord Abbett Small-Cap Value                                 | Registered Investment Companies                                                                                   | **   | 13,947,466            |
| Oppenheimer International Bond                              | Registered Investment Companies                                                                                   | **   | 808,493               |
| Janus Balanced Fund Class I                                 | Registered Investment Companies                                                                                   | **   | 2,836,314             |
| Fidelity Adv New Insights                                   | Registered Investment Companies                                                                                   | **   | 2,779,204             |
| Goldman Sachs Mid Cap Value                                 | Registered Investment Companies                                                                                   | **   | 1,651,185             |
| Hartford Capital Appreciation                               | Registered Investment Companies                                                                                   | **   | 521,061               |
| JP Morgan Mid Cap Equity                                    | Registered Investment Companies                                                                                   | **   | 1,056,407             |
| Oppenheimer Discovery                                       | Registered Investment Companies                                                                                   | **   | 1,762,181             |
| T Rowe Price Small Cap                                      | Registered Investment Companies                                                                                   | **   | 1,254,676             |
| Delaware Emerging Market                                    | Registered Investment Companies                                                                                   | **   | 961,825               |
| Ivesco International Growth                                 | Registered Investment Companies                                                                                   | **   | 707,240               |
| MFS International Value                                     | Registered Investment Companies                                                                                   | **   | 832,216               |
| Cohen & Steers Global Realty                                | Registered Investment Companies                                                                                   | **   | 741,955               |
| * Participant Loans                                         | Interest 4.25% to 9.75%                                                                                           | \$ - | 4,613,551             |
|                                                             |                                                                                                                   |      | <u>\$ 173,029,618</u> |

\* Party-in-interest

\*\* Cost information has been omitted for participant directed investments.

**Doherty Employment Group, Inc.  
401(k) Plan**

**FINANCIAL STATEMENTS**

**As of December 31, 2012 and 2011 and  
for the Year Ended December 31, 2012**

# **Doherty Employment Group, Inc. 401(k) Plan**

## **Table of Contents**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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|                                                                            |      |
|----------------------------------------------------------------------------|------|
| INDEPENDENT AUDITOR'S REPORT .....                                         | 1-2  |
| STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS .....                      | 3    |
| STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS.....             | 4    |
| NOTES TO THE FINANCIAL STATEMENTS.....                                     | 5-13 |
| SCHEDULE H LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES ..... | 14   |



BOECKERMANN GRAFSTROM MAYER  
CPAs

## **Independent Auditor's Report**

To the Sponsor and Participants of  
Doherty Employment Group, Inc. 401(k) Plan  
Bloomington, Minnesota

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

We were engaged to audit the accompanying financial statements of Doherty Employment Group, Inc. 401(k) Plan (the 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; 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 or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan administrator has obtained certifications 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**

The supplemental schedule of assets held for investment purposes as of or for the year ended December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**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 or provided 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.



BOECKERMANN GRAFSTROM & MAYER, LLC  
Certified Public Accountants

Minneapolis, Minnesota  
September 18, 2013

**Doherty Employment Group, Inc. 401(k) Plan**  
**Statements of Net Assets Available for Benefits**  
December 31, 2012 and 2011

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|                                                                                                   | <u>2012</u>           | <u>2011</u>           |
|---------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <u>ASSETS</u>                                                                                     |                       |                       |
| Investments, At Fair Value                                                                        | \$ 168,942,549        | \$ 118,070,895        |
| Receivables                                                                                       |                       |                       |
| Employer Contributions                                                                            | \$ 205,965            | \$ 66,330             |
| Employee Contributions                                                                            | 242,109               | 0                     |
| Accrued Participant Loan Interest                                                                 | 25,655                | 0                     |
| Notes from Participants                                                                           | <u>4,613,551</u>      | <u>3,914,903</u>      |
| Total Receivables                                                                                 | <u>\$ 5,087,280</u>   | <u>\$ 3,981,233</u>   |
| TOTAL ASSETS                                                                                      | <u>\$ 174,029,829</u> | <u>\$ 122,052,128</u> |
| <u>LIABILITIES</u>                                                                                |                       |                       |
| Accounts Payable                                                                                  | <u>\$ 125,293</u>     | <u>\$ 72,856</u>      |
| Net Assets Available for Benefits at Fair Value                                                   | \$ 173,904,536        | \$ 121,979,272        |
| Adjustment from Fair Value to Contract Value for<br>Fully Benefit-Responsive Investment Contracts | <u>(526,438)</u>      | <u>(444,679)</u>      |
| Net Assets Available for Benefits                                                                 | <u>\$ 173,378,098</u> | <u>\$ 121,534,593</u> |

See Accompanying Notes to the Financial Statements

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**Doherty Employment Group, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
For the Year Ended December 31, 2012

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ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment Income

|                                               |                   |
|-----------------------------------------------|-------------------|
| Interest and Dividends                        | \$ 2,207,147      |
| Other Income                                  | 311,631           |
| Net Appreciation in Fair Value of Investments | <u>14,423,047</u> |

|                       |                      |
|-----------------------|----------------------|
| Net Investment Income | <u>\$ 16,941,825</u> |
|-----------------------|----------------------|

|                                            |                   |
|--------------------------------------------|-------------------|
| Interest Income on Notes from Participants | <u>\$ 207,062</u> |
|--------------------------------------------|-------------------|

Contributions

|              |                  |
|--------------|------------------|
| Employers    | \$ 6,953,540     |
| Participants | 17,985,862       |
| Rollovers    | <u>2,819,995</u> |

|                     |                      |
|---------------------|----------------------|
| Total Contributions | <u>\$ 27,759,397</u> |
|---------------------|----------------------|

|                 |                      |
|-----------------|----------------------|
| Total Additions | <u>\$ 44,908,284</u> |
|-----------------|----------------------|

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

|                               |                |
|-------------------------------|----------------|
| Benefits Paid to Participants | \$ 19,940,170  |
| Administrative Fees           | <u>374,920</u> |

|                  |                      |
|------------------|----------------------|
| Total Deductions | <u>\$ 20,315,090</u> |
|------------------|----------------------|

|              |               |
|--------------|---------------|
| NET INCREASE | \$ 24,593,194 |
|--------------|---------------|

NET ASSETS AVAILABLE FOR BENEFITS

|                            |                       |
|----------------------------|-----------------------|
| Beginning of Year          | 121,534,593           |
| Transfers from Other Plans | 27,895,940            |
| Transfers to Other Plans   | <u>(645,629)</u>      |
| End of Year                | <u>\$ 173,378,098</u> |

See Accompanying Notes to the Financial Statements

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**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 1: DESCRIPTION OF THE PLAN**

The following description of the Doherty Employment Group, Inc. 401(k) 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 a multiple employer defined contribution plan covering all eligible employees of Doherty Employment Group, Inc. (the Company) and Adopting Employers who met the eligibility requirements defined in the Employer's Adoption Agreement. It is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

**Contributions**

Each year, participants may contribute up to 100 percent of pre-tax and/or after-tax annual recognized compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. Each Adopting Employer may (but is not required to) determine a matching contribution for their participants. The matching contributions are invested at the direction of the participant into the investment options offered by the Plan. Discretionary profit sharing contributions may be contributed at the option of each Adopting Employer. The profit sharing contributions are invested at the direction of the participant into the investment options offered by the Plan. Investment changes may be made on a daily basis. Contributions are subject to certain limitations.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of the Adopting Employer's contribution and Plan earnings. Employer contribution allocations are based on participant compensation and/or contributions as defined in the Plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are vested immediately in their contributions plus actual earnings thereon. Adopting Employers may choose the vesting option for contributions the Adopting Employer makes on a participant's behalf. Vesting credit is given for a year of service. A year of service is a Plan year in which a participant is credited with 1,000 hours of service. A participant will be fully vested in all of his accounts under the Plan (including those accounts attributable to the Adopting Employer's contributions) upon reaching the Plan's normal retirement age (age 65), his disability, or death.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 1: DESCRIPTION OF THE PLAN (Continued)**

**Notes Receivable from Participants**

Participants may borrow from their fund accounts at a minimum of \$500 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%. Interest rates range from 4.25% to 9.75%. Principal and interest is paid ratably through payroll deductions.

**Payment of Benefits**

On termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account.

**Forfeited Accounts**

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$18,845 and \$18,735, respectively. These accounts will be used to reduce employer contributions. Also in 2012, employer contributions were reduced by \$83,247 from forfeited nonvested accounts.

**Excess Contributions**

Excess contributions of \$125,293 and \$72,856 are recorded in accounts payable as of December 31, 2012 and 2011, respectively. These payables will be made to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan for the years ended December 31, 2012 and 2011.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements are presented on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

**Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

**Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investment bought and sold as well as held during the year.

**Notes Receivable from Participants**

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

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Administrative fees, if any, incurred by the Plan are generally paid by the Employer. Participant loan fees are paid by the individual participant.

**Subsequent Events**

The Plan has evaluated subsequent events through September 18, 2013, the date the financial statements were available to be issued.

**NOTE 3: FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *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 FASB ASC 820 are described below:

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Common/collective trusts:* Valued at net asset value (NAV) of units of the common/collective trust which is based on the fair value of the underlying assets less account level expenses as reported in the audited financials of the trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (issuance and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 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, 2012:

|                            | Level 1               | Level 2              | Level 3     | Total                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 18,679,450        | \$ 0        | \$ 18,679,450         |
| Managed Income Portfolio   | 0                     | 90,391               | 0           | 90,391                |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 47,633,193            | 0                    | 0           | 47,633,193            |
| Mid Cap Funds              | 13,837,530            | 0                    | 0           | 13,837,530            |
| Small Cap Funds            | 16,964,329            | 0                    | 0           | 16,964,329            |
| International Funds        | 18,477,335            | 0                    | 0           | 18,477,335            |
| Bond Funds                 | 13,014,680            | 0                    | 0           | 13,014,680            |
| Target Date Funds          | 40,245,641            | 0                    | 0           | 40,245,641            |
| Total Assets at Fair Value | <u>\$ 150,172,708</u> | <u>\$ 18,769,841</u> | <u>\$ 0</u> | <u>\$ 168,942,549</u> |

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                 |
|----------------------------|-----------------------|----------------------|-------------|-----------------------|
| Common/Collective Trust    |                       |                      |             |                       |
| Stable Return Fund         | \$ 0                  | \$ 17,547,711        | \$ 0        | \$ 17,547,711         |
| Mutual Funds               |                       |                      |             |                       |
| Large Cap Funds            | 31,800,730            | 0                    | 0           | 31,800,730            |
| Mid Cap Funds              | 10,551,690            | 0                    | 0           | 10,551,690            |
| Small Cap Funds            | 13,908,873            | 0                    | 0           | 13,908,873            |
| International Funds        | 12,878,265            | 0                    | 0           | 12,878,265            |
| Bond Funds                 | 8,707,052             | 0                    | 0           | 8,707,052             |
| Target Date Funds          | 22,676,574            | 0                    | 0           | 22,676,574            |
| Total Assets at Fair Value | <u>\$ 100,523,184</u> | <u>\$ 17,547,711</u> | <u>\$ 0</u> | <u>\$ 118,070,895</u> |

There were no significant transfers between Level 1 and Level 2 investments during the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 3: FAIR VALUE MEASUREMENTS (Continued)**

**Fair Value of Investments in Entities That Use NAV**

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

| <u>December 31, 2012</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
|--------------------------|-------------------|---------------------------------|-----------------------------------------------------------------|-------------------------------------|
| Stable Return Fund       | \$ 18,679,450     | N/A                             | Daily                                                           | None                                |
| Managed Income Portfolio | \$ 90,391         | N/A                             | Daily                                                           | None                                |
| <u>December 31, 2011</u> | <u>Fair Value</u> | <u>Unfunded<br/>Commitments</u> | <u>Redemption<br/>Frequency (If<br/>Currently<br/>Eligible)</u> | <u>Redemption<br/>Notice Period</u> |
| Stable Return Fund       | \$ 17,547,711     | N/A                             | Daily                                                           | None                                |

**NOTE 4: INFORMATION CERTIFIED AND PROVIDED BY WELLS  
FARGO BANK, N.A.**

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

|                                            | <u>2012</u>           | <u>2011</u>           |
|--------------------------------------------|-----------------------|-----------------------|
| Common/Collective Trust, at Contract Value | \$ 18,243,402         | \$ 17,103,032         |
| Mutual Funds, at Fair Value                | <u>150,172,680</u>    | <u>100,523,184</u>    |
|                                            | <u>\$ 168,416,082</u> | <u>\$ 117,626,216</u> |

Wells Fargo Bank, N.A. also certified to the completeness and accuracy of \$14,423,047 of net appreciation in fair value of investments, \$311,631 of other income and \$2,207,147 of interest and dividends related to the aforementioned plan assets for the year ended December 31, 2012.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 5: INVESTMENTS**

The following table presents the individual investment securities that exceeded 5% of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

|                                                   | 2012          | 2011          |
|---------------------------------------------------|---------------|---------------|
| Wells Fargo Stable Return Fund, at Contract Value | \$ 18,153,011 | \$ 17,103,032 |
| Dodge and Cox Stock Fund                          | \$ 12,800,922 | \$ 8,291,965  |
| Met West Total Bond Fund                          | \$ 12,206,187 | \$ 8,394,204  |
| Wells Fargo Index Fund                            | \$ 9,632,112  | \$ 7,038,937  |
| Growth Fund of America                            | \$ 13,963,913 | \$ 11,055,129 |
| Morgan Stanley Mid Cap Growth                     | \$ 11,129,931 | \$ 10,101,823 |
| Lord Abbett Small Cap Value                       | \$ 13,947,466 | \$ 13,588,795 |
| American Funds EuroPacific Growth                 | \$ 15,234,096 | \$ 12,052,803 |
| Wells Fargo Advantage Dow Jones Tgt 2030          | \$ 13,283,533 | \$ 8,016,835  |
| Wells Fargo Advantage Dow Jones Tgt 2040          | \$ 10,273,200 | *             |
| Wells Fargo Advantage Dow Jones Tgt 2020          | \$ 9,026,049  | *             |

\* Less than 5% of the Plan's net assets available for benefits.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$14,423,047 as follows:

|                         |                      |
|-------------------------|----------------------|
| Common/Collective Trust | \$ 290,475           |
| Mutual Funds            | 14,132,572           |
|                         | <u>\$ 14,423,047</u> |

**NOTE 6: ASSET TRANSFERS**

During the year, eighteen Adopting Employers merged their retirement plans into the Plan with assets totaling \$27,895,940.

During the year, three employers transferred out of the Plan with assets totaling \$645,629.

**NOTE 7: PLAN TERMINATION**

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

**Doherty Employment Group, Inc. 401(k) Plan**  
**Notes to the Financial Statements**  
December 31, 2012 and 2011

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**NOTE 8: TAX STATUS**

The Plan received a determination letter from the Internal Revenue service dated January 7, 2009, stating that the Plan is qualified under of the Internal Revenue Code (the Code) and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would be sustained upon examination by the U.S. federal, state, or local tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no active audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

**NOTE 9: RISKS AND UNCERTAINTIES**

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

**NOTE 10: AMENDMENTS**

In 2011, the Plan was amended to add eligible automatic contribution arrangement provisions. The new provisions are effective January 1, 2012.

The Plan was restated effective January 1, 2013 to comply with the IRS requirements. The restatement combines all previous amendments and current law changes.

***NOTE 11: PARTIES-IN-INTEREST TRANSACTIONS***

Wells Fargo Bank, N.A, the trustee of the Plan, manages certain Plan investments. Therefore, these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental schedule of assets held for investment purposes.

**Doherty Employment Group, Inc. 401(k) Plan**  
**Schedule H Line 4i - Schedule of Assets Held for**  
**Investment Purposes**  
**EIN #91-1116624 Plan #001**  
December 31, 2012

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| Identity of Issuer, Borrower,<br>Lessor or Similar Party    | Description of Investment,<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par, or Maturity Value | Cost | Current<br>Value      |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| * Wells Fargo Investment Services<br>Stable Return Fund N35 | Common/Collective Trust                                                                                           | **   | \$ 18,153,011         |
| Fidelity Group<br>Managed Income Portfolio I                | Common/Collective Trust                                                                                           | **   | 90,391                |
| * WF Advantage Index                                        | Registered Investment Companies                                                                                   | **   | 9,632,112             |
| * WF Advantage Dow Jones Tgt - Today                        | Registered Investment Companies                                                                                   | **   | 878,622               |
| * WF Advantage Dow Jones Tgt - 2010                         | Registered Investment Companies                                                                                   | **   | 2,274,280             |
| * WF Advantage Dow Jones Tgt - 2020                         | Registered Investment Companies                                                                                   | **   | 9,026,049             |
| * WF Advantage Dow Jones Tgt - 2030                         | Registered Investment Companies                                                                                   | **   | 13,283,533            |
| * WF Advantage Dow Jones Tgt - 2040                         | Registered Investment Companies                                                                                   | **   | 10,273,200            |
| * WF Advantage Dow Jones Tgt - 2050                         | Registered Investment Companies                                                                                   | **   | 4,509,951             |
| American Funds EuroPacific Growth                           | Registered Investment Companies                                                                                   | **   | 15,234,096            |
| American Funds Growth Fund of America                       | Registered Investment Companies                                                                                   | **   | 13,963,913            |
| Davis NY Venture                                            | Registered Investment Companies                                                                                   | **   | 5,099,646             |
| Dodge & Cox Stock Fund                                      | Registered Investment Companies                                                                                   | **   | 12,800,922            |
| Morgan Stanley Mid Cap Growth                               | Registered Investment Companies                                                                                   | **   | 11,129,931            |
| Met West Total Return Bond Fund                             | Registered Investment Companies                                                                                   | **   | 12,206,187            |
| Lord Abbett Small-Cap Value                                 | Registered Investment Companies                                                                                   | **   | 13,947,466            |
| Oppenheimer International Bond                              | Registered Investment Companies                                                                                   | **   | 808,493               |
| Janus Balanced Fund Class I                                 | Registered Investment Companies                                                                                   | **   | 2,836,314             |
| Fidelity Adv New Insights                                   | Registered Investment Companies                                                                                   | **   | 2,779,204             |
| Goldman Sachs Mid Cap Value                                 | Registered Investment Companies                                                                                   | **   | 1,651,185             |
| Hartford Capital Appreciation                               | Registered Investment Companies                                                                                   | **   | 521,061               |
| JP Morgan Mid Cap Equity                                    | Registered Investment Companies                                                                                   | **   | 1,056,407             |
| Oppenheimer Discovery                                       | Registered Investment Companies                                                                                   | **   | 1,762,181             |
| T Rowe Price Small Cap                                      | Registered Investment Companies                                                                                   | **   | 1,254,676             |
| Delaware Emerging Market                                    | Registered Investment Companies                                                                                   | **   | 961,825               |
| Ivesco International Growth                                 | Registered Investment Companies                                                                                   | **   | 707,240               |
| MFS International Value                                     | Registered Investment Companies                                                                                   | **   | 832,216               |
| Cohen & Steers Global Realty                                | Registered Investment Companies                                                                                   | **   | 741,955               |
| * Participant Loans                                         | Interest 4.25% to 9.75%                                                                                           | \$ - | 4,613,551             |
|                                                             |                                                                                                                   |      | <u>\$ 173,029,618</u> |

\* Party-in-interest

\*\* Cost information has been omitted for participant directed investments.