Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1992

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

IMAGING HEALTHCARE SPECIALISTS, LLC

6256 GREENWICH DRIVE, SUITE 150
SAN DIEGO, CA 92122-5941

2b Employer Identification Number (EIN) 20-3872122

2c Sponsor's telephone number 866-558-4320

2d Business code (see instructions) 621111

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	LISA DAINES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	304
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	228
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	64
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	292
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	292
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	277
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

CITY NATIONAL BANK

95-1780067

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 37 38 59 60 62 63 64 65 71	TRUSTEE/RECORD KEEPER		Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

SNYDER CAPITAL MANAGEMENT LP

04-3370184

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

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

STOLPER & COMPANY

95-2954186

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CITY NATIONAL BANK	62	

(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.
CITY NATIONAL BANK 95-1780067	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	62	

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
US BANK	62	

(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.
US BANK 41-0255900	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	

(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.
INVESCO 11 GREENWAY PLAZA,SUITE 100 SUB-ACCOUNTING GROUP - ELSIE VERA HOUSTON, TX 77046	

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	32108	1273
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	893924	1159059
(2) Participant contributions	1b(2)		29379
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3758703	3772132
(2) U.S. Government securities	1c(2)	1976731	1046305
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	377537	190142
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	36678	37553
(B) Common	1c(4)(B)	5948711	6732401
(5) Partnership/joint venture interests	1c(5)	81469	127899
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	344059	416671
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	21860495	26656019
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	34611	10550

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	35345026	40179383
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	35345026	40179383

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1159059	
(B) Participants	2a(1)(B)	1065312	
(C) Others (including rollovers)	2a(1)(C)	18456	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2242827
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	775	
(B) U.S. Government securities	2b(1)(B)	24258	
(C) Corporate debt instruments	2b(1)(C)	26269	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15171	
(F) Other	2b(1)(F)	201	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66674
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	3061	
(B) Common stock	2b(2)(B)	147236	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1046090	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1196387
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	13119269	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	13034725	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		84544
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	591342	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		591342

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1996495
c Other income	2c		6099
d Total income. Add all **income** amounts in column (b) and enter total	2d		6184368
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1219468	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1219468
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	55152	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	74525	
(4) Other	2i(4)	866	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		130543
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1350011
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4834357
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CONSIDINE & CONSIDINE **(2)** EIN: 95-2694444

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Distributions

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

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

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

EIN(s): 95-1780067

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

IMAGING HEALTHCARE SPECIALISTS, LLC
401(K) SALARY SAVINGS PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

		Pages
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II.	Independent Auditor's Report	2 - 3
III.	Statements of Net Assets Available for Plan Benefits	4
IV.	Statements of Changes in Net Assets Available for Plan Benefits	5
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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Retirement Administrative Committee of
the Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan which comprise the statement of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by City National Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Department of Labor Rules and Regulations and generally accepted accounting principles require plan investments to be valued at fair value as of the end of the Plan year. As described in Note 5, investments totaling $9,070 and $7,366 (0.02% and 0.02% of net assets available for benefits, respectively) as of December 31, 2012 and 2011, have been valued at estimated fair value as determined by the Retirement Administrative Committee. Plan management does not have adequate procedures to properly value certain investments as of year end and therefore these investments may not be presented in compliance with Department of Labor Rules and Regulations or in conformity with generally accepted accounting principles. The effects on the financial statements and supplemental schedules of not applying adequate procedures to determine the fair value of these investments has not been determined.

Disclaimer of Opinion

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

Other Matter

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

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

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

Considine & Considine

CONSIDINE & CONSIDINE
An Accountancy Corporation

July 19, 2013

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS AT FAIR VALUE		
Nonsegregated (Notes 4 and 6)	$ 28,929,545	$ 24,331,355
Segregated (Notes 4 and 6)	9,516,830	9,694,219
Segregated - Partnerships and Other Assets (Notes 5 and 6)	127,899	81,469
	38,574,274	34,107,043
RECEIVABLES		
Employer's Contributions	1,159,059	893,924
Employees' Contributions	29,379	-
Notes Receivable from Participants (Note 4)	416,671	344,059
	1,605,109	1,237,983
TOTAL ASSETS	40,179,383	35,345,026
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 40,179,383	$ 35,345,026

See Accompanying Notes

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME/(LOSS)		
Net Change in Fair Value of Investments (Notes 4 and 5)	$ 2,672,381	$ (1,423,646)
Interest and Dividends	1,247,890	680,901
Interest from Loans	15,171	14,357
Other Income	6,099	6,119
	3,941,541	(722,269)
CONTRIBUTIONS		
Employee Contributions	1,083,768	1,412,058
Employer Contributions	1,159,059	893,924
	2,242,827	2,305,982
TOTAL ADDITIONS	6,184,368	1,583,713
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	1,219,468	2,612,042
Administration Fees	130,543	142,645
TOTAL DEDUCTIONS	1,350,011	2,754,687
NET INCREASE/(DECREASE)	4,834,357	(1,170,974)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
BEGINNING OF YEAR	35,345,026	36,516,000
END OF YEAR	$ 40,179,383	$ 35,345,026

See Accompanying Notes

NOTE 1 DESCRIPTION OF PLAN

The following description of the Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan established and sponsored by Imaging Healthcare Specialists, LLC ("the Company"). The Plan was established on January 1, 1992 to enable eligible employees to share in the Company's earnings and permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement. The Plan Trustee has the authority and responsibility for the management and investment of plan assets. The Plan is administered by the Plan's Retirement Administrative Committee.

ELIGIBILITY

An employee is eligible to participate in the profit sharing portion of the Plan on the earliest of either January 1 or July 1, following the completion of twelve consecutive months of service with not less than 1,000 hours of service.

An employee is eligible to participate in the employee elective deferral portion of the Plan on the first January 1, April 1, July 1, or October 1, following the completion of three consecutive months of service with not less than 250 hours of service.

An employee is not eligible to participate in the Plan if the employee is a member of a collective bargaining agreement with the Company or is a nonshareholder employee of Physician Radiology Medical Group, Inc.

CONTRIBUTIONS

Contributions to the Plan are as follows:

1) Participants may elect to contribute up to 100% of compensation received from the Company for the portion of the Plan year in which the employee was a participant, subject to an annual limitation imposed by Internal Revenue Service regulations.

NOTE 1 DESCRIPTION OF PLAN (Continued)

2) Each year, as of the last day of the Plan year, discretionary contributions made by the Company will be allocated, as defined in the Plan, to eligible participants. A participant must complete a minimum of 1,000 hours of service during the Plan year and be employed as of the last day of the Plan year in order to share in any discretionary contributions, unless termination was due to death, disability, or retirement.

The Company contribution is determined annually by the Company's Retirement Administrative Committee. The Company made a discretionary contribution of $1,159,059 and $893,924 net of forfeitures for 2012 and 2011, respectively.

PARTICIPANT ACCOUNTS

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

VESTING

Participants are 100% vested in their deferral contributions and rollover contributions. A participant also attains 100% vesting due to death, permanent disability, or reaching normal retirement age. Employer contributions, including earnings, vest at the following rates:

2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

PARTICIPANT LOANS

A participant may borrow from his/her 401(k) account. The loan is available only from the elective employee contributions. The amount of the loan may not exceed the lesser of $50,000 or one half of the participant's vested account balance.

NOTE 1 DESCRIPTION OF PLAN (Continued)

PAYMENT OF BENEFITS

The Plan provides for benefits to be distributed in periodic installments, in a lump sum, or a combination thereof, or may be deferred to a later time. Participants are entitled to receive the full value of their vested benefits when they retire, die, or become permanently disabled. Participants who terminate employment for any other reason are entitled to the value of their vested interest.

Participants may withdraw any or all of their salary deferred account balances at any time during the Plan year provided certain hardship conditions, as defined in the Plan, have been met.

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

ADMINISTRATIVE EXPENSES

Direct fees and expenses related to the operation of the Plan may be paid with forfeitures. Expenses not covered by forfeitures are paid from plan assets. Substantially all of the administrative expenses of the Plan were paid by the Plan for the years ended December 31, 2012 and 2011. Amounts totaling $130,543 and $142,645 were paid directly by the plan for fees and expenses relating to the operation of the Plan.

FORFEITED ACCOUNTS

The Plan provides that forfeited amounts in participants' Company contribution accounts are used to reduce future contributions of the Company or pay administrative expenses at the discretion of the Retirement Administrative Committee. During 2012 and 2011, there were $55,233 and $53,553 of forfeitures used to reduce employer discretionary contributions. As of December 31, 2012 and 2011 there were $0 of unallocated forfeitures.

NOTE 1 DESCRIPTION OF PLAN (Continued)

INVESTMENT OPTIONS

All participants may segregate their funds or choose from the investment alternatives in the trust established by the Retirement Administrative Committee. There are no non-participant directed investments.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investments - Investments are valued at current market value or estimated fair value as certified by the institution that holds the Plan's assets as an investment manager and are under the custody of the Plan's trustee. The limited partnership interests are valued using fair value and are not certified by the Plan's trustee.

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Benefits - Benefits are recorded when paid.

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

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan follows accounting standards for uncertainty in income taxes recognized in the Plan's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or to be taken in a tax return. As of December 31, 2012 and 2011, the Plan has not accrued interest or penalties related to uncertain tax positions. The Plan files tax returns in the U.S. Federal jurisdiction and is not subject to examination by U.S. tax authorities for the tax years prior to 2007.

NOTE 3 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, the rights of all employees to account balances accrued to the date of the termination are fully vested and non-forfeitable.

NOTE 4 INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

The Plan's investments are held by an independent administered trust fund. All the Plan's investments are held in self-directed accounts. The following is a summary of the fair value of investments that were certified by the trustees of the Plan.

	2012	2011
Notes Receivable from Participants	$ 416,671	$ 344,059
Investments at Fair Value:		
Mutual Funds	26,656,019	21,860,496
Equities	6,769,954	5,985,388
Cash and Cash Equivalents	3,773,405	3,790,811
Government and Agencies	1,046,305	1,976,731
Corporate Obligations	190,142	377,537
Partnerships	118,829	74,103
Other Assets	10,550	34,611
	$ 38,981,875	$ 34,443,736

	2012	2011
Investment Income/(Loss):		
Net realized and unrealized gain/(loss) on investments	$ 2,668,816	$ (1,422,128)
Interest and dividends on investments	1,247,890	680,901
Interest on Notes Receivable from Participants	15,171	14,357
	$ 3,931,877	$ (726,870)

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the years) appreciated/(depreciated) in value by as follows:

	2012	2011
Mutual Funds	$ 1,991,075	$ (1,338,936)
Equities	680,929	(90,052)
Partnerships	2,407	(3,353)
Corporate Obligations	5,734	(12,284)
Other Assets	1,314	(3,160)
Government and Agencies	(12,643)	25,657
	$ 2,668,816	$ (1,422,128)

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

	2012	2011
CNI Charter Prime Money Market	$ 3,772,132	$ 3,758,703
Vanguard Intermediate	2,307,711	2,135,671
	$ 6,079,843	$ 5,894,374

NOTE 5 INVESTMENTS PREPARED AND UNCERTIFIED BY THE TRUSTEE

City National Bank attempts to determine the fair market value of certain segregated funds based on the tax basis of the interest. The following is a summary of the value of investments:

	Cost	Fair Value
Investments at Estimated Fair Value at December 31, 2012:		
Prime Steaks III, LLC	$ 50,000	$ 9,070

	Cost	Fair Value
Investments at Estimated Fair Value at December 31, 2011:		
Prime Steaks III, LLC	$ 50,000	$ 5,620
KKR Financial Holdings LLC LP	1,856	1,746
	$ 51,856	$ 7,366

During the years ended December 31, 2012 and 2011, the Plan's uncertified investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value as follows:

	2012	2011
Prime Steaks III, LLC	$ 3,450	$ (1,408)
KKR Financial Holdings LLC LP	115	(110)
	$ 3,565	$ (1,518)

NOTE 6 FAIR VALUE MEASUREMENT

The Plan adopted the methods of fair value measurement to value its financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels has been established, which are described below:

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

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

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

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

Mutual Funds, Equities, Publicly Traded Partnerships and Cash and Cash Equivalents: The shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Government and Agencies, Corporate Bonds and Other Assets: These are valued using a bid-evaluation method which compares the corroborated indicative quotes and other observable market-based data and are classified as Level 2 investments.

Non Publicaly Traded Partnerships: These partnership investments are valued at estimated fair market value by the Plan's retirement administrative committee on an annual basis and are classified as Level 3 investments.

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.

The following table presents the Plan's investments on the statement of net assets available for benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2012.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 26,656,019	$ -	$ -	$ 26,656,019
Equities	6,769,954	-	-	6,769,954
Cash and Cash Equivalents	3,773,405	-	-	3,773,405
Government and Agencies	-	1,046,305	-	1,046,305
Corporate Obligations	-	190,142	-	190,142
Partnerships	118,829	-	9,070	127,899
Other Assets	-	10,550	-	10,550
	$ 37,318,207	$ 1,246,997	$ 9,070	$ 38,574,274

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

The following sets forth a summary of changes in the fair value of the Plan's partnership investments classified within Level 3 for the year ended December 31, 2012:

	Partnerships
Balance at December 31, 2011	$ 7,366
Gains or Losses (Realized/Unrealized) Included in Earnings	3,565
Purchases	-
Issuances	-
Settlements	(1,861)
Transfers In/Out of Level 3	-
Balance at December 31, 2012	$ 9,070

The following table presents the Plan's investments on the statement of net assets available for benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2011.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 21,860,496	$ -	$ -	$ 21,860,496
Equities	5,985,388	-	-	5,985,388
Cash and Cash Equivalents	3,790,811	-	-	3,790,811
Government and Agencies	-	1,976,731	-	1,976,731
Corporate Obligations	-	377,537	-	377,537
Partnerships	74,103	-	7,366	81,469
Other Assets	-	34,611	-	34,611
	$ 31,710,798	$ 2,388,879	$ 7,366	$ 34,107,043

The following sets forth a summary of changes in the fair value of the Plan's partnership investments classified within Level 3 for the year ended December 31, 2011:

	Partnerships
Balance at December 31, 2010	$ 27,840
Gains or Losses (Realized/Unrealized) Included in Earnings	(1,518)
Purchases	1,856
Issuances	-
Settlements	-
Transfers In/Out of Level 3	(20,812)
Balance at December 31, 2011	$ 7,366

In the year ended December 31, 2011, there were transfers out of Level 3 investments into Level 1 investments based on new information about certain partnerships being publicly traded. There was no change in basis for valuing the assets between Level 3 and Level 1.

NOTE 7 RISKS AND UNCERTAINTIES

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

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the trustee, City National Bank, which qualifies these transactions as party-in-interest transactions. Administrative fees incurred by the Plan to the Custodian totaled $55,152 and $48,002 for the years ended December 31, 2012 and 2011, respectively. The Company also pays certain administrative fees of the Plan, which are not reimbursed. In addition the Company provides administrative services to the Plan at no cost to the Plan.

NOTE 9 SUBSEQUENT EVENTS

The Company has evaluated subsequent events through July 19, 2013, the date which the financial statements were available to be issued. There were no material subsequent events which affected the amounts or disclosures in the financial statements.

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(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	CNI Charter Prime Money Market	Money Market	**	3,772,132
	Vanguard Intrm-Term Invt Gr-Adm 0571	Mutual Funds	**	2,307,711
	Artisan Value Fund- Class Iv	Mutual Funds	**	1,664,826
	Pimco Total Return Cl A #4005	Mutual Funds	**	1,571,523
	William Blair Sm-Mid Cap Fd Cl I	Mutual Funds	**	1,512,122
	Jordan Opportunity Fund	Mutual Funds	**	1,398,004
	Dreyfus S & P 500 Index Fd #078	Mutual Funds	**	1,185,654
	Meridian Growth Fund# 075	Mutual Funds	**	1,099,830
	Vanguard Intrm-Term Invt Gr-Adm 0571	Mutual Funds	**	1,044,516
	Janus Overseas Fund Cl I	Mutual Funds	**	1,017,477
	William Blair Growth Fund-N	Mutual Funds	**	1,011,166
	John Hancock Fds Iii Discpln V-A	Mutual Funds	**	869,360
	American Europacific Growth -R4	Mutual Funds	**	843,480
	Eagle Small Cap Growth Fd-A	Mutual Funds	**	809,237
	American Balanced Fund Cl R-4	Mutual Funds	**	776,703
	Fidelity Adv High Inc Adva Fd A #258	Mutual Funds	**	644,230
	Columbia Acorn Intl Fund Cl Z 493	Mutual Funds	**	611,195
	Harbor International Growth # 17	Mutual Funds	**	585,799
	Columbia Acorn Fund Cl Z #492	Mutual Funds	**	543,052
	Delaware Small Cap Value -A	Mutual Funds	**	500,985
*	CNI Charter Govt Bd Fd Serv Cl #256	Mutual Funds	**	496,301

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	Templeton Global Bond-A 406	Mutual Funds	**	384,206
	Fidelity Adv Freedom 2015-A	Mutual Funds	**	358,425
	US Treasury Notes	Government Securities, 4.625% interest, matures 11/15/16	**	347,157
	Fidelity Adv Freedom 2025-A	Mutual Funds	**	343,044
	American/New World Fd-R4 # 2436	Mutual Funds	**	330,830
	US Treasury Strips	Government Securities, 1.375% interest, matures 02/15/13	**	319,485
	Columbia Value & Restructuring Fd Z	Mutual Funds	**	290,853
	Columbia Midcap Value Fd Cl Z #983	Mutual Funds	**	272,579
	Vanguard Intrm-Term Invt Gr-Adm 0571	Mutual Funds	**	222,834
	Fidelity Adv Freedom 2045-A	Mutual Funds	**	222,532
	Dreyfus Small Cap Stock Index Fd #77	Mutual Funds	**	216,580
	Fidelity Adv Freedom 2040-A	Mutual Funds	**	200,215
	US Treasury Strips	Government Securities, 0.000% interest, matures 11/15/14	**	193,968
	Dreyfus Midcap Index Fund# 113	Mutual Funds	**	186,254
	US Treasury Notes	Government Securities, 0.000% interest, matures 11/15/13	**	185,695
	Dws Rreef Real Estate Sec Fd-A	Mutual Funds	**	174,512
	T Rowe Price Blue Chip Grwth Adv 293	Mutual Funds	**	160,526
	Jpmorgan Chase & Co Com New	Common Stock	**	136,084
	Clean Harbors Inc Com	Common Stock	**	133,674
	Fidelity Adv Freedom 2030-A	Mutual Funds	**	129,029
	Jpmorgan Large Cap Growth -C	Mutual Funds	**	127,919

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	Fidelity Adv Techology Cl A 187	Mutual Funds	**	126,463
	Citigroup Inc Com	Common Stock	**	125,366
	Fidelity Adv Freedom 2010-A	Mutual Funds	**	125,137
	Davis Ny Venture Fd -A	Mutual Funds	**	121,567
	Ingredion Inc Com	Common Stock	**	121,128
	Goldman Sachs L/C Value Fund-C	Mutual Funds	**	119,508
	Waste Connections Inc Com	Common Stock	**	118,603
	Fidelity Adv Freedom 2020-A	Mutual Funds	**	115,352
	Cullen High Div Equity Fd -C	Mutual Funds	**	114,670
	American/Income Fund Of America #6	Mutual Funds	**	112,521
	Copart Inc Com	Common Stock	**	110,035
	American Capital Inc Bldr Cl A # 12	Mutual Funds	**	108,323
	Kar Auction Svcs Inc Com	Common Stock	**	102,010
	Calpacific Equity Fund Ll	Partnerships	**	100,000
	Cvs/Caremark Corp Com	Common Stock	**	98,634
	Qualcomm Inc Com	Common Stock	**	97,429
	American Washington Mutual Invest#1	Mutual Funds	**	95,531
	Simpson Mfg Inc Com	Common Stock	**	94,435
	Intel Corp Com	Common Stock	**	92,790
	News Corp Cl A	Common Stock	**	92,219
	Apple Inc.	Common Stock	**	92,066

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	Idex Corp Com	Common Stock	**	91,664
	Gilead Sciences Inc Com	Common Stock	**	91,078
	Ascena Retail Group Inc Com	Common Stock	**	91,057
	Covanta Holding Corp Com	Common Stock	**	87,127
	Pfizer Inc Com	Common Stock	**	86,774
	American Europacific Growth #016	Mutual Funds	**	84,237
	Google Inc Cl A	Common Stock	**	83,471
	Rbc Bearings Inc "Rest" Com	Common Stock	**	82,866
	Walt Disney Company Com	Common Stock	**	82,651
	Ugi Corp New Com	Common Stock	**	82,429
	General Motors Co Com	Common Stock	**	81,156
	Home Depot Inc Com	Common Stock	**	79,477
	Heico Corp Cl A Com	Common Stock	**	76,272
	Esterline Technologies Corp Com	Common Stock	**	76,014
	Graco Inc Com	Common Stock	**	75,536
	Ebay Inc Com	Common Stock	**	74,712
	Semtech Corp Com	Common Stock	**	73,388
	Capital One Financial Corp Com	Common Stock	**	72,123
	Biogen Idec Inc Com	Common Stock	**	71,721
	Haemonetics Corp Mass Com	Common Stock	**	71,470
	Woodward Inc	Common Stock	**	71,303

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	Yamana Gold Inc Com	Common Stock	**	68,840
	Entegris Inc Com	Common Stock	**	66,555
	Cabot Corp Com	Common Stock	**	66,449
	Kennametal Inc Com	Common Stock	**	64,600
	Teledyne Technologies Inc Com New	Common Stock	**	62,793
	Atlas Air Worldwide Hldgs Inc Com	Common Stock	**	62,270
	Express Scripts Hldg Com	Common Stock	**	62,100
	Curtiss Wright Corp Com	Common Stock	**	59,915
	United Stationers Inc Com	Common Stock	**	58,261
	Halliburton Company Com	Common Stock	**	58,106
	Schlumberger Ltd N A Adr	Common Stock	**	57,518
	Union Pacific Corp Com	Common Stock	**	55,317
	Exxon Mobil Corp Com	Common Stock	**	54,959
	General Electric Co Com	Common Stock	**	54,574
	Power Integrations Inc Com	Common Stock	**	54,112
	American Express Co	Common Stock	**	53,456
	Orthofix Intl N V Com	Common Stock	**	53,292
	Comcast Corp New Cl A	Common Stock	**	52,864
	Emc Corp Mass Com	Common Stock	**	52,245
	Freeport Mcmoran Copper & Gld Inc	Common Stock	**	51,984
	Ishares Msci Eafe Index Fd Sbi	Mutual Funds	**	51,458

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	Amazon.com Inc.	Common Stock	**	51,428
	United Technologies Corp Com	Common Stock	**	51,256
	Kaman Corp Com	Common Stock	**	51,152
	American Tower Corp (New)	Common Stock	**	50,226
	Fti Consulting Inc Com	Common Stock	**	50,160
	Mastercard Inc Cl A Com	Common Stock	**	49,619
	Cabot Microelectronics Corp Com	Common Stock	**	48,826
	Spdr S&P 500 Etf Trust	Mutual Funds	**	48,419
	Warnaco Group Inc/The Com New	Common Stock	**	47,594
	Ishares S&P 500 Growth Index Fd Sbi	Mutual Funds	**	47,489
	Fidelity Adv Freedom 2050-A	Mutual Funds	**	46,931
	Intl Business Machines Corp Com	Common Stock	**	45,014
	Goldman Sachs Group Inc Com	Common Stock	**	44,391
	Time Warner Cable Inc Com	Common Stock	**	44,221
	Crosstex Energy Inc Com	Common Stock	**	43,020
	Boeing Company Com	Common Stock	**	42,202
	Consumer Staples Select Sector Spdr	Mutual Funds	**	41,880
	Sector Spdr Amex Energy Select Sbi	Mutual Funds	**	41,067
	Cognex Corp Com	Common Stock	**	40,653
	Intrepid Potash Inc Com	Common Stock	**	40,238
	Target Corp Com	Common Stock	**	39,052

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	Pepsico Inc Com	Common Stock	**	39,005
	Ann Inc.	Common Stock	**	38,070
	Vanguard Hi Yld Corp Fd Admiral 529	Mutual Funds	**	36,937
	Principal Preferred Securities Instl	Mutual Funds	**	36,862
	Bristol Myers Squibb Co Com	Common Stock	**	36,664
	Spdr Barclays Short Term High Yld Bn	Mutual Funds	**	36,660
	Doubleline Total Return Bond Fd-I	Mutual Funds	**	36,064
	Precision Castparts Corp Com	Common Stock	**	35,990
	Ishares S&P 500 Value Index Fd Sbi	Mutual Funds	**	35,187
	Itc Holdings Corp Com	Common Stock	**	34,610
	Fidelity Adv Freedom 2035-A	Mutual Funds	**	34,369
	Innophos Holdings Inc Com	Common Stock	**	33,480
	Rli Corp Com	Common Stock	**	32,977
	Apple Inc.	Common Stock	**	31,930
	First Tr Value Line Dvd Indx Fd Etf	Mutual Funds	**	31,140
	Davis Financial Fd Cl A	Mutual Funds	**	30,927
	Ensco Plc Com	Common Stock	**	30,826
	Philip Morris Intl Inc Com	Common Stock	**	30,529
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	30,353
	Blackrock Inc Com	Common Stock	**	29,973
	Vanguard Intermediate-Term B Etf	Mutual Funds	**	29,387

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	Rio Tinto Plc Spons Adr	Common Stock	**	29,335
	Chevron Corp Com	Common Stock	**	29,198
	American Tower Corp (New)	Common Stock	**	28,976
	Capital One Financial Corp Com	Common Stock	**	28,965
	Amex Tech Select Sect Indx Spdr Sbi	Mutual Funds	**	28,850
	American Intl Group Inc Com	Common Stock	**	28,593
	Marsh & Mclennan Cos Inc Com	Common Stock	**	28,438
	Lowes Cos Inc Com	Common Stock	**	28,416
	Netapp Inc Com	Common Stock	**	28,350
	Enbridge Energy Mgmt Llc Com	Common Stock	**	28,226
	Schwab Charles Corp Com	Common Stock	**	28,217
	Gen Elec Cap Corp	Corporate Obligations, 4.650% 8/15/15	**	26,847
	Vanguard Dividend Apprec Index Etf	Mutual Funds	**	26,807
	Titan Intl Inc Com	Common Stock	**	26,281
	Ishares Dow Jones U S Real Est Index	Mutual Funds	**	25,868
	Blackrock Inc Com	Common Stock	**	25,839
	Ritchie Bros Auctioneers Inc Com	Common Stock	**	25,590
	Blackrock Core Bond Port Fd -C	Mutual Funds	**	25,154
	Kansas City Southern Com	Common Stock	**	25,044
	Merrill Lynch Cap 6.45% Tr II	Preferred Stock	**	24,880
	Boeing Company Com	Common Stock	**	24,492

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	Blackrock Core Bond Port Cl-A	Mutual Funds	**	24,314
	United Parcel Service Cl B	Common Stock	**	23,962
	Spdr Db Intl Gov Infl-Protected Etf	Mutual Funds	**	23,828
	Fidelity Adv Freedom Inc-A	Mutual Funds	**	23,499
	Ishares Core S & P Mid-Cap Etf	Mutual Funds	**	23,391
	Eaton Vance Tax-Managed Glob Sbi	Mutual Funds	**	22,906
	Caplease Inc	Common Stock	**	22,837
	Industrial Select Sector Spdr Sbi	Mutual Funds	**	22,740
	Visa Inc-Class A Com	Common Stock	**	22,737
	Drew Industries Inc Com	Common Stock	**	22,575
	Spdr Barclays High Yeild Bond Etf	Mutual Funds	**	22,391
	Mondelez International Inc-A Com	Common Stock	**	21,635
	American Fds Global Balanced Fd-A	Mutual Funds	**	21,065
	Starwood Ppty Tr Inc Com	Common Stock	**	20,664
	Ebay Inc Com	Common Stock	**	20,399
	Mid-Amer Apt Cmntys Inc Reit	Common Stock	**	20,396
	Ivy High Income Fund Class-I	Mutual Funds	**	19,953
	Kinder Morgan Management Llc Com	Common Stock	**	19,921
	Utilities Select Sector Spdr Fd Sbi	Mutual Funds	**	19,730
	Biomed Realty Trust Inc Reit	Common Stock	**	19,330
	Praxair Inc Com	Common Stock	**	19,154

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	Calpine Corp Com	Common Stock	**	18,130
	Berkshire Hathaway Inc Cl B	Common Stock	**	17,940
	Bill Barrett Corp Com	Common Stock	**	17,790
	Pimco High Yield Cl C #4206	Mutual Funds	**	17,787
	Ishares Msci Emerging Mkts Index Sbi	Mutual Funds	**	17,740
	Lord Abbet Sht Term Dur Inc Fd Cl C	Mutual Funds	**	17,575
	Nextera Energy Inc Com	Common Stock	**	17,298
	Pimco High Yield Fd Cl-A #4006	Mutual Funds	**	17,235
	Lord Abbet Inv Tr Sh Dur Inc A 249	Mutual Funds	**	17,204
	Ishares Russell 2000 Index	Mutual Funds	**	16,864
	Consumer Discr Select Sect Spdr Sbi	Mutual Funds	**	16,604
	Bank of America Corp	Common Stock	**	16,544
	Denbury Res, Inc.	Corporate Obligations, 6.375% 08/15/21	**	16,500
	Alexco Resource Corp	Common Stock	**	16,065
	Teekay Corp Marshall Is Adr	Common Stock	**	16,050
	Targa Res Corp Com	Common Stock	**	15,852
	General Electric Co Com	Common Stock	**	15,743
	Cit Group, Inc.	Corporate Obligations, 4.250% 08/15/17	**	15,446
	Citigroup Inc.	Corporate Obligations, 2.250% 08/15/21	**	15,362
	Touchstone Small Cap Core Fund-Y	Mutual Funds	**	15,225
	Pall Corp Com	Common Stock	**	15,065

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	Eaton Vance Floating Rate Cl I 924	Mutual Funds	**	15,016
	Pimco Dynamic Inco Com Usd0.00001	Mutual Funds	**	14,620
	Borg Warner Automotive Inc Com	Common Stock	**	14,324
	Las Vegas Sands Corp Com	Common Stock	**	14,310
	Sprott Physical Gold Trust	Mutual Funds	**	14,210
	Google Inc Cl A	Common Stock	**	14,148
	American Intl Group Inc Com	Common Stock	**	14,120
	Deckers Outdoor Corp Com	Common Stock	**	14,095
	Peabody Energy Corp Com	Common Stock	**	13,704
	Eaton Vance Floating Rate-C #224	Mutual Funds	**	13,590
	Eaton Vance Floating Rate Fd A #612	Mutual Funds	**	13,336
	Jpmorgan Chase & Co Com New	Common Stock	**	12,971
	Kraft Foods Group Inc Com	Common Stock	**	12,868
	Seadrill Partners LLC Unit	Corporate Obligations	**	12,825
	Seaspan Corp 9.500%	Preferred Stock	**	12,673
	Ishares Msci Emerging Mkts Index Sbi	Mutual Funds	**	12,640
	Exxon Mobil Corp Com	Common Stock	**	12,550
	Motorola Solutions Inc Com	Common Stock	**	12,528
	Ishares Russell 2000 Value Index	Mutual Funds	**	12,459
	Qualcomm Inc Com	Common Stock	**	12,372
	Fidelity Balanced Fund #304	Mutual Funds	**	12,362

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	Ishares S&P Midcap 400 Value Idx Sbi	Mutual Funds	**	12,340
	Ishares Barclays 3-7 Yr Treas Fd Etf	Mutual Funds	**	12,322
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	12,141
	Golub Cap Bdc Inc Com	Common Stock	**	11,985
	Iron Mountain, Inc.	Corporate Obligations, 7.750% 10/01/19	**	11,275
	New Mountain Finance Corp Com	Common Stock	**	11,175
	Wisdomtree Emerging Mkts Debt-Etf	Mutual Funds	**	11,173
	Franklin Templeton Global Bd C 506	Mutual Funds	**	11,154
	Ford Motor Credit Co.	Corporate Obligations, 7.000% 4/15/15	**	11,150
	Templeton Global Bond-A 406	Mutual Funds	**	11,123
	Regal Cinemas Corp	Corporate Obligations, 8.625% 7/15/19	**	11,050
	New Gold Inc Com	Common Stock	**	11,030
	Fidelity Cap & Income Fd #38	Mutual Funds	**	10,929
	Regency Energy Partn	Corporate Obligations, 6.875% 12/01/18	**	10,900
	Capital One Finl	Corporate Obligations, 7.375% 5/23/14	**	10,878
	Fidelity Pacific Basin Fd #302	Mutual Funds	**	10,819
	Verisk Analytics	Corporate Obligations, 4.875% 1/15/19	**	10,716
	Genesis Energy LP	Corporate Obligations, 7.875% 12/15/18	**	10,675
	American Tower Corp	Corporate Obligations, 4.625% 4/01/15	**	10,630
	Teekay Corporation	Other Assets, 8.500% 1/15/20		10,550
	Ishares Barclays 1-3 Yr Cr Bd Fd Etf	Mutual Funds	**	10,548

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
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DECEMBER 31, 2012

Plan Sponsor's EIN: 20-3872122
Plan Number: 003

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	General Electric Co Com	Common Stock	**	10,495
	Bank of America Corp	Common Stock	**	10,449
	Teekay Offshore Partners	Partnerships	**	10,404
	Windstream Corp.	Corporate Obligations, 8.125% 8/01/13	**	10,375
	Ishares Jp Morgan Em Bond Fd Etf	Mutual Funds	**	10,069
	Wells Fargo & Co New Com	Common Stock	**	9,741
	Intl Business Machines Corp Com	Common Stock	**	9,578
	Oracle Corp Com	Common Stock	**	9,163
	Prime Steaks III, LLC	Partnerships	**	9,070
	Spdr Gold Trust Etf	Mutual Funds	**	8,911
	Exxon Mobil Corp Com	Common Stock	**	8,655
	Amgen Inc.	Common Stock	**	8,620
	Mylan Inc	Common Stock	**	8,510
	Ferrellgas Partners L P I	Partnerships	**	8,425
	American Reprographics Co Com	Common Stock	**	8,320
	Aurico Gold Inc Com	Common Stock	**	8,180
	Fidelity Total Bond Fund 820	Mutual Funds	**	8,097
	Home Depot Inc Com	Common Stock	**	8,041
	Microsoft Corp Com	Common Stock	**	8,013
	Buckeye Technologies Inc Com	Common Stock	**	7,752
	Siemens A G Spons Adr	Common Stock	**	7,663

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	Thermo Fisher Corp Com	Common Stock	**	7,654
	Precision Castparts Corp Com	Common Stock	**	7,577
	Merck & Co Inc New Com	Common Stock	**	7,574
	Chevron Corp Com	Common Stock	**	7,570
	Kinder Morgan Inc Com	Common Stock	**	7,384
	Companhia De Bebidas Spons Adr	Common Stock	**	7,348
	Gilead Sciences Inc Com	Common Stock	**	7,345
	Unitedhealth Group Inc Com	Common Stock	**	7,322
	Colgate Palmolive Co Com	Common Stock	**	7,318
	Fidelity Contrafund #22	Mutual Funds	**	7,278
	Pioneer Drilling Co Com	Common Stock	**	7,260
	Emc Corp Mass Com	Common Stock	**	7,084
	Halliburton Company Com	Common Stock	**	6,938
	Ares Capital Corp Com	Common Stock	**	6,825
	Ace Limited Com	Common Stock	**	6,783
	Cvs/Caremark Corp Com	Common Stock	**	6,769
	Vodafone Group Plc Spons Adr	Common Stock	**	6,675
	Prudential Financial Inc Com	Common Stock	**	6,666
	General Electric Co Com	Common Stock	**	6,507
	Conagra Foods Inc Com	Common Stock	**	6,490
	Primero Mining Corp Com	Common Stock	**	6,470

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	Goldman Sachs Group Inc Com	Common Stock	**	6,378
	United Rentals Inc Com	Common Stock	**	6,373
	Amazon.com Inc.	Common Stock	**	6,272
	Wisdomtree Em Small Cap Etf	Mutual Funds	**	6,081
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	6,071
	Richmont Mines Inc Com	Common Stock	**	6,020
	Walt Disney Company Com	Common Stock	**	5,975
	Dr Pepper Snapple Group Inc Com	Common Stock	**	5,964
	The Adt Corporation Com	Common Stock	**	5,811
	Comcast Corp New Cl A	Common Stock	**	5,791
	Fidelity Str Dvd & Inc	Mutual Funds	**	5,758
	American Wtr Wks Co Inc New Com	Common Stock	**	5,755
	Microsoft Corp Com	Common Stock	**	5,609
	Cytori Therapeutics Inc Com	Common Stock	**	5,600
	Equinix Inc.	Corporate Obligations, 8.125% 3/01/18	**	5,513
	Fidelity Select It Services Port	Mutual Funds	**	5,482
	Pepsico Inc Com	Common Stock	**	5,474
	Target Corp Com	Common Stock	**	5,325
	Fidelity Select Gold Portf 41	Mutual Funds	**	5,303
	Bank Of Montreal Com	Common Stock	**	5,211
	Fidelity New Markets Income Fd#331	Mutual Funds	**	5,207

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	Fidelity Otc Portfolio Fund #93	Mutual Funds	**	5,128
	Union Pacific Corp Com	Common Stock	**	5,029
	Fidelity Blue Chip Growth Fund312	Mutual Funds	**	5,011
	Qualcomm Inc Com	Common Stock	**	4,949
	Schlumberger Ltd N A Adr	Common Stock	**	4,851
	Verizon Communications Com	Common Stock	**	4,760
	Danaher Corp Com	Common Stock	**	4,752
	Du Pont E I De Nemours & Co Com	Common Stock	**	4,723
	Ball Corp Com	Common Stock	**	4,699
	American Electric Power Co Inc Com	Common Stock	**	4,695
	Conocophillips Com	Common Stock	**	4,639
	Health Care Property Invts Reit	Common Stock	**	4,516
	Broadcom Corp Cl A	Common Stock	**	4,483
	F5 Networks Inc Com	Common Stock	**	4,372
	Glaxosmithkline Plc Spons Adr	Common Stock	**	4,347
	Ebay Inc Com	Common Stock	**	4,335
	Bhp Billiton Ltd Adr	Common Stock	**	4,313
	Apache Corp Com	Common Stock	**	3,925
	National Oilwell Varco Inc Com	Common Stock	**	3,759
	Republic Services Inc Com	Common Stock	**	3,666
	Fidelity Global Balanced Fund	Mutual Funds	**	3,495

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	Fidelity Dvd Growth Fd #330	Mutual Funds	**	3,363
	Companhia Energetica De Minas Adr	Common Stock	**	3,258
	Fidelity Sch Str Strat Inc 368	Mutual Funds	**	3,247
	Ishares Msci So Korea Capped Ind Fd	Mutual Funds	**	3,168
	Fidelity Puritan Fund #4	Mutual Funds	**	3,155
	Fidelity Focused Stock Fund	Mutual Funds	**	3,139
	Fidelity Stock Sel Small Cap Fd	Mutual Funds	**	3,114
	Blackrock Munihldngs Qlty Ii	Mutual Funds	**	3,016
	Fidelity Select Tech Port #64	Mutual Funds	**	2,992
	Ishares Silver Tr Sbi	Mutual Funds	**	2,937
	Fidelity Advisor Freedom 2055 Fund-A	Mutual Funds	**	2,780
	Ishares Inc Msci Singapore Index	Mutual Funds	**	2,670
	Fidelity Select Materials Portfolio	Mutual Funds	**	2,615
	Invesco Gold & Precious Mtls -Iv	Mutual Funds	**	2,534
	Ultrapar Participacoes Spon Adr	Common Stock	**	2,228
	Cubist Pharmaceuticals Inc Com	Common Stock	**	2,103
	Fidelity High Income Fund #455	Mutual Funds	**	2,039
	Templeton Emerging Markets Fund	Mutual Funds	**	2,000
	Fidelity Equity Income Fund #23	Mutual Funds	**	1,906
	Principal Cash	Cash		1,273
	Bank of America Corp	Common Stock	**	975

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	Crocs Inc Com	Common Stock	**	389
	Pacific Coast Natl Bancorp Com	Common Stock	**	38
	Fidelity Adv Freedom 2005-A	Mutual Funds	**	1
				$ 38,574,274

* Indicates an identified person known to be a party-in-interest to the Plan.
** Cost has been omitted as investment is participant directed.

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
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DECEMBER 31, 2012

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*	Participant Loans	Various Maturity Dates Interest rates 4.25% to 11.00%	$ -	$ 416,671

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

SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR) *
DECEMBER 31, 2012

* See attached financial statements with auditor's report.