Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
AVAILITY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

AVAILITY, L.L.C.

10752 DEERWOOD PARK BLVD S STE 110
JACKSONVILLE, FL 32256

2b Employer Identification Number (EIN)
59-3715944

2c Sponsor's telephone number
904-470-4900

2d Business code (see instructions)
519100

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.	10/09/2013	KELLY PARSONS
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	631
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**	564
b Retired or separated participants receiving benefits	**6b**	43
c Other retired or separated participants entitled to future benefits	**6c**	64
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	671
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	672
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	534
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[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)	[ ]	0	**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	**B** Three-digit plan number (PN) ▶	
AVAILITY 401(K) PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
AVAILITY, L.L.C.	59-3715944	

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)

BLUESTAR RETIREMENT SERVICES

59-3092339

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 19 25 37 38 50	NONE	43270	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BLUESTAR RETIREMENT ADVISERS

20-3000000

(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?
27 50	NONE	15872	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TD AMERITRADE TRUST COMPANY

20-0937408

(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?
19 50	NONE	958	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
TD AMERITRADE TRUST COMPANY	19 50	7556

(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.
TD AMERITRADE TRUST COMPANY 20-0937408	FORMULA: (PE - BF - SA - I) - RS = TDATC MARKETING FEE (PE=PORTFOLIO EARNINGS, BF=TD BANK USA FEE, SA=SPECIAL ASSESSMENTS BY FDIC, I=INTEREST, RS=35 BPS REVENUE SHARING)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
AVAILITY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AVAILITY, L.L.C.

D Employer Identification Number (EIN)
59-3715944

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	1943	18145
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	99746	134489
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1247836	1234319
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	526371	676646
(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)	17241169	21699945
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	19117065	23763544
Liabilities			
g Benefit claims payable	1g	0	150
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	779	931
k Total liabilities (add all amounts in lines 1g through1j)	1k	779	1081
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	19116286	23762463

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)	1680875	
(B) Participants	2a(1)(B)	3072908	
(C) Others (including rollovers)	2a(1)(C)	127569	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4881352
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	118	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	21526	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21644
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	641817	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		641817
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1983085
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		7527898
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2874357	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2874357
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	43243	
(3) Investment advisory and management fees	2i(3)	15872	
(4) Other	2i(4)	187	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		59302
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2933659
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4594239
l Transfers of assets:			
(1) To this plan	2l(1)		51938
(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: BDO USA, LLP **(2)** EIN: 13-5381590

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
AVAILITY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AVAILITY, L.L.C.

D Employer Identification Number (EIN)
59-3715944

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): 20-0937408

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):

Availity 401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Availity 401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

Availity 401(k) Profit Sharing Plan

Contents

Independent Auditor's Report 3

Financial Statements

Statements of Net Assets Available for Benefits - As of December 31, 2012 and 2011 5

Statement of Changes in Net Assets Available for Benefits - For the year ended December 31, 2012 6

Notes to Financial Statements 7

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - As of December 31, 2012 15

BDO

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700 North Pearl, Suite 2000
Dallas, Texas 75201

Independent Auditor's Report

To the Participants and Administrator of
Availity 401(k) Profit Sharing Plan
Plano, Texas 75074

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Availity 401(k) Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then 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 by TD Ameritrade Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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 the December 31, 2012 financial statements.

Other Matter

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

Other Matter - 2011 Financial Statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 10, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

Dallas, Texas
October 2, 2013

Availity 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	2012	2011
Assets		
Noninterest bearing cash	$ 18,145	$ 1,943
Investments, at fair value:		
Money market funds	1,234,319	1,231,481
Equity mutual funds	14,136,847	12,216,134
Fixed income funds	6,871,942	4,335,903
Self directed accounts	691,156	705,487
Total investments, at fair value	22,934,264	18,489,005
Receivables:		
Notes receivable from participants	676,646	526,371
Employer contributions	134,489	99,746
Total receivables	811,135	626,117
Total assets	23,763,544	19,117,065
Liabilities		
Accrued expenses	1,081	779
Total liabilities	1,081	779
Net assets available for benefits	$ 23,762,463	$19,116,286

See accompanying notes to financial statements.

Availity 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2012
Additions	
Investment income:	
Interest and dividends	$ 641,935
Net appreciation in fair value of investments	1,983,085
Total investment income	2,625,020
Interest on participant notes receivable	21,526
Contributions:	
Participant	3,072,908
Employer	1,680,875
Rollover	127,569
Total contributions	4,881,352
Total additions	7,527,898
Deductions	
Benefits paid to participants	2,874,357
Administrative expenses	59,302
Total deductions	2,933,659
Net increase	4,594,239
Transfer of net assets to the Plan	51,938
Net assets available for benefits, beginning of year	19,116,286
Net assets available for benefits, end of year	$ 23,762,463

See accompanying notes to financial statements.

1. Description of Plan

The following description of the Availity 401(k) Profit Sharing 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, established on January 1, 2002, is a defined contribution plan covering all employees of Availity, LLC (the "Sponsor", "Company" or "Employer"), who choose to enroll in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). TD Ameritrade Trust Company (the "Trustee") holds the Plan's assets. BlueStar Retirement Services, Inc. is the Plan's Recordkeeper.

Plan Mergers

In August 2010, Availity acquired 100% of the outstanding shares of RealMed Corporation ("RealMed"), who sponsored a separate profit sharing plan for the benefit of its employees, (the "RealMed Plan"). Effective December 1, 2011 the RealMed Plan merged with and into the Plan, which resulted in net assets being transferred to the Plan in the amount of $5,229,624 based on fair value on the date of transfer. Prior to the transfer, participants entered a blackout period beginning on November 30, 2011, whereby accounts were frozen in accordance with the participants' investment elections as of the date of the blackout. Participants were able to direct their investment allocation beginning the week of December 12, 2011. In addition, participants who were actively employed on December 1, 2011 were fully vested in all matching contributions that were transferred into the Plan from the RealMed Plan. The remaining of the balance of $51,938 in the RealMed Plan was transferred to the Plan in 2012.

Eligibility

An employee may participate in the Plan if such employee is an eligible employee of the Company. Classes of employees excluded from participation in the Plan include: (1) union employees, or (2) nonresident aliens.

Contributions

The Plan allows participating employees to contribute between 1% to 100% of their eligible annual compensation, as defined in the Plan and subject to certain Internal Revenue Code ("IRC") limitations, up to a maximum of $17,000 in 2012. Participants direct the investment of their contributions into various investment options offered by the Plan. As of December 31, 2012, the Plan offered 53 mutual funds as investment options for participants. The Sponsor, in accordance with "safe harbor" provisions, contributes a matching contribution equal to the sum of 100% of the employee's contributions that are not in excess of 3% of the employee's compensation, plus 50% of the employee's contributions that exceed 3% of the employee's compensation but are not in excess of 5% of the employee's compensation. Additional profit sharing and other discretionary amounts may be contributed at the Sponsor's option. The Sponsor contributed $1,680,875 toward

the employer match and no other additional discretionary amounts in the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Sponsor's contributions and allocations of investment earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined in the Plan document. Transfers between funds and changes in contribution allocations are made based on participant instructions, subject to Plan provisions.

Vesting

Participants are immediately vested in all contributions plus actual earnings thereon.

Notes Receivable from Participants

At the discretion of the Sponsor, participants are permitted to borrow from the Plan. If a loan is approved, it must bear a reasonable interest rate that does not exceed the maximum rate allowed by applicable state law, be adequately collateralized, and be repaid within five years by equal payments made at least quarterly, except that a loan used to acquire a principal residence may be repaid over more than five years. The minimum loan permitted under the terms of the Plan is $1,000, and subject to the Plan's rules. The maximum amount of a participant's account balance that can be on loan at any given time is the lesser of $50,000 or 50% of a participant's vested interest. Only one loan per participant is permitted at any time. Principal and interest are paid ratably through payroll deductions. An allowance for uncollectible loans receivable has not been established, based on the collateralized nature of the receivables and historical collectability.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in their account. Benefit payments will be made based on Plan provisions and participant elections.

2. Summary of Accounting Policies

Basis for Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures.* The fair value of a financial instrument is the amount 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 (the exit price). See Note 5 for discussion of fair value measurements.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation in fair value of investments, which consists of the realized gains or losses and the net unrealized appreciation or depreciation on those investments.

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

Payment of Benefits

Benefit payments to participants are recorded when paid.

Risks and Uncertainties

The Plan provides for investment options that are comprised of 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Administrative Expenses

The Company pays a portion of the administrative expenses on behalf of the Plan. The remainder is paid by the Plan. Administrative expenses include recordkeeping service fees, accounting services, trustee services and audit expenses. Fees paid by the Plan for administrative expenses were $59,302 for the year ended December 31, 2012.

New Accounting Pronouncement

In May 2011, the FASB issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning

after December 15, 2011. Adoption of ASU 2011-04 did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Investments

The following table represents the fair value of investments that exceeded 5% or more of the Plan's net assets available for benefits at December 31:

December 31,	2012	2011
Fidelity Contrafund	$ 1,387,753	$ 1,194,041
TD Bank USA Institutional MMDA	1,234,319	*
Vanguard Target Retirement 2035	1,267,219	*
Gabelli Asset I	1,465,128	*
Fidelity Retirement Money Market Fund	*	1,231,481
Gabelli Asset Fund Class AAA	*	1,118,316
Total investments individually above 5%	5,354,419	3,543,838
Total investments below 5%	17,579,845	14,945,167
Total investments	$ 22,934,264	$ 18,489,005

* Investments did not exceed 5% of net assets available for benefits at year-end indicated.

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 $1,983,085.

4. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 as follows:

Year Ended December 31,	2012
Interest and dividend income	641,935
Net appreciation in fair value of investments	1,983,085

- Investment values disclosed in Note 5;
- Investment information disclosed in Note 3; and

- Investments, as reflected in Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan's independent auditors did not perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. Fair Value Measurements

Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last is considered unobservable, that may be used to measure fair value:

Basis of Fair Value Measurement

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the Plan's valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value. The Plan has an established and well-documented process for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon models that primarily use, as inputs, market-based or independently-sourced market parameters, including yield curves, interest rates, volatilities, equity or debt prices and credit curves. In addition to market information, models also incorporate transaction details such as maturity. Valuation adjustments, such as liquidity valuation adjustments, may be necessary when the Plan is unable to observe a recent market price for a financial instrument that trades in inactive (or less active) markets. Liquidity adjustments are not taken for positions classified within Level 1, as defined above in the fair value hierarchy.

Money market funds are valued at amortized cost plus accrued interest, which approximates fair value. Investments in money market funds are classified within Level 1 of the valuation hierarchy.

Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Units of pooled funds are valued at the net asset value of units held by the Plan at year end. Net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Investments in mutual funds are classified within Level 1 of the valuation hierarchy.

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 estimate of fair value at the reporting date.

The following table presents the financial instruments carried at fair value as of December 31, 2012:

	Fair Value	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Money market funds	$ 1,234,319	$ 1,234,319	$ -	$ -
Mutual funds				
Equity funds				
Domestic equity	12,051,490	12,051,490	-	-
International equity	2,085,357	2,085,357	-	-
Fixed income funds	6,871,942	6,871,942	-	-
Self-directed account	691,156	691,156	-	-
	$ 22,934,264	$ 22,934,264	$ -	$ -

The following table presents the financial instruments carried at fair value as of December 31, 2011:

	Fair Value	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Money market funds	$ 1,231,481	$ 1,231,481	$ -	$ -
Mutual funds				
Equity funds				
Domestic equity	10,215,187	10,215,187	-	-
International equity	2,000,947	2,000,947	-	-
Fixed income funds	4,335,903	4,335,903	-	-
Self-directed account	705,487	705,487	-	-
	$ 18,489,005	$ 18,489,005	$ -	$ -

6. Related Party Transactions

At December 31, 2012 and 2011, there were outstanding loans of $676,646 and $526,371, respectively, due from Plan participants. All of these loans were made in accordance with the Plan agreement which permits loans to be made with prescribed terms, amounts and collateral. None of these loans were determined to be a prohibited transaction as defined by ERISA.

Certain Plan investments are managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions.

7. Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions and to terminate the Plan, subject to the provisions set forth in ERISA and the IRC. In the event of Plan termination, participants will become 100% vested in their accounts.

8. Tax Status

The Plan follows a "prototype" plan instrument which is covered by an Internal Revenue Service ("IRS") opinion letter dated March 31, 2008. The IRS opinion letter demonstrates that the plan instrument, as originally written, was subjected to IRS review. The Plan's administrator believes that the Plan continues to be designed and operated in compliance with the applicable requirements of the IRC, and, as such, has not recorded a reserve for uncertain tax positions.

9. Subsequent Events

Management has evaluated the events and transactions that have occurred through October 2, 2013, the date the financial statements were available for issuance. No items came to management's attention that requires adjustment to the financial statements; however, management notes the disclosure items below.

Effective March 1, 2013, the Plan now allows participants to elect Roth contributions and rollover to Roth elective deferral accounts and the Plan also now permits participants to have two loans outstanding at any time.

Supplemental Schedule

Availity 401(k) Profit Sharing Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-3715944
Plan Number: 001

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds				
		TD Bank USA Institutional MMDA	Money Market Fund	a	$ 1,234,319
		Total money market funds			1,234,319
	Mutual funds				
		American Century One Choice Aggressive	Mutual Fund	a	399,963
		American Century One Choice Conservative	Mutual Fund	a	29,331
		American Century One Choice Moderate	Mutual Fund	a	486,941
		American Century One Choice Very Aggressive	Mutual Fund	a	408,631
		American Century One Choice Very Conservative	Mutual Fund	a	61,282
		American Funds Capital World Gr & Inc R6	Mutual Fund	a	1,059,013
		American Funds EuroPacific Growth R6	Mutual Fund	a	863,470
		BlackRock Mid-Cap Value Equity I	Mutual Fund	a	368,204
		Columbia Acorn USA Z	Mutual Fund	a	581,990
		Columbia Acorn Z	Mutual Fund	a	605,827
		Columbia Energy & Natural Resources Z	Mutual Fund	a	702,521
		Columbia Seligman Comms and Info Z	Mutual Fund	a	117,549
		Columbia Small Cap Value I Z	Mutual Fund	a	51,184
		Davis Financial A	Mutual Fund	a	65,768
		Fidelity Contrafund	Mutual Fund	a	1,387,753
		Fidelity Growth Company	Mutual Fund	a	824,524
		Gabelli Asset I	Mutual Fund	a	1,465,128
		Invesco Real Estate A	Mutual Fund	a	268,883
		Invesco Van Kampen Growth and Income I	Mutual Fund	a	403,634
		Lazard Emerging Markets Equity Open	Mutual Fund	a	378,550
		Oppenheimer Gold & Special Minerals Y	Mutual Fund	a	124,431
		Principal MidCap Blend I	Mutual Fund	a	112,772
		Prudential Jennison Utility Z	Mutual Fund	a	40,001
		Royce Pennsylvania Mutual Inv	Mutual Fund	a	118,793
		T. Rowe Price Health Sciences	Mutual Fund	a	973,179
		T. Rowe Price Media & Telecommunications	Mutual Fund	a	193,817
		Vanguard 500 Index Signal Shares	Mutual Fund	a	793,480
		Vanguard GNMA Adm	Mutual Fund	a	240,417
		Vanguard Interm Term Bond Index Sig	Mutual Fund	a	4,294
		Vanguard Mid Cap Index Fund Signal Share	Mutual Fund	a	204,408
		Vanguard Short-Term Federal Adm	Mutual Fund	a	105,929
		Vanguard Short-Term Investment-Grade	Mutual Fund	a	239,380
		Vanguard Small Cap Index Fund Signal	Mutual Fund	a	19,373
		Vanguard Target Retirement 2055	Mutual Fund	a	3,764
*		Vanguard Target Retirement 2060	Mutual Fund	a	90
*		Vanguard Target Retirement Income	Mutual Fund	a	46,456
		Vanguard Total Intrnatl Stock Index Sig	Mutual Fund	a	162,874
		Vanguard Total Stock Market Index Signal	Mutual Fund	a	223,243
		Total mutual funds			$ 14,136,847

Availity 401(k) Profit Sharing Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Number of Shares, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Fixed income funds				
		American Funds Capital World Bond R6	Fixed income fund	a	93,763
		JP Morgan Core Bond R6	Fixed income fund	a	686,255
		Pioneer High Yield Z	Fixed income fund	a	189,552
		Vanguard Target Retirement 2010	Fixed income fund	a	88,897
		Vanguard Target Retirement 2015	Fixed income fund	a	165,841
		Vanguard Target Retirement 2020	Fixed income fund	a	684,111
		Vanguard Target Retirement 2025	Fixed income fund	a	740,541
		Vanguard Target Retirement 2030	Fixed income fund	a	1,045,352
		Vanguard Target Retirement 2035	Fixed income fund	a	1,267,219
		Vanguard Target Retirement 2040	Fixed income fund	a	751,149
		Vanguard Target Retirement 2045	Fixed income fund	a	434,653
		Vanguard Target Retirement 2050	Fixed income fund	a	197,843
		Vanguard Total Bond Market Index Signal	Fixed income fund	a	526,766
		Total fixed income funds			6,871,942
		TD Ameritrade self-directed account	Self-directed	a	691,156
		Total investments			22,934,264
*		**Participant loans**	Maturity dates ranging from 2013 to 2025; interest rates ranging from 4.25% to 7.50%.	a	676,646
		Total investments and participant loans			$ 23,610,910

* - Party-in-interest as defined by ERISA.
a - Cost not required to be disclosed for participant-directed accounts.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
AVAILITY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

10752 DEERWOOD PARK BLVD S STE 110

JACKSONVILLE FL 32256

2b Employer Identification Number (EIN) 59-3715944

2c Sponsor's telephone number 904-470-4900

2d Business code (see instructions) 519100

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	Kelly L. Pars	10/9/2013	KELLY PARSONS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Kelly L. Pars	10/9/2013	Kelly Parsons
	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)

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Availity 401(k) Profit Sharing Plan

►

Employer Identification Number:► 59-3715944
For plan year (beginning/ending):► 1/1/12 - 12/31/12 Plan number:► 1

(a)	(b) Identity of issue, 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
	TD Ameritrade Trust Company	Amer Century One Choice Aggressive		399,964
	TD Ameritrade Trust Company	Amer Century One Choice Conservative		29,331
	TD Ameritrade Trust Company	Amer Century One Choice Moderate		486,941
	TD Ameritrade Trust Company	Amer Century One Choice Very Aggressive		408,631
	TD Ameritrade Trust Company	Amer Century One Choice Very Conserv		61,283
	TD Ameritrade Trust Company	American Funds Capital World Bond R6		93,764
	TD Ameritrade Trust Company	American Funds Capital World Gr & Inc R6		1,059,013
	TD Ameritrade Trust Company	American Funds EuroPacific Growth R6		863,470
	TD Ameritrade Trust Company	BlackRock Mid-Cap Value Equity I		368,204
	TD Ameritrade Trust Company	Columbia Acorn USA Z		581,990
	TD Ameritrade Trust Company	Columbia Acorn Z		605,827
	TD Ameritrade Trust Company	Columbia Energy & Natural Resources Z		702,521
	TD Ameritrade Trust Company	Columbia Seligman Comms and Info Z		117,549
	TD Ameritrade Trust Company	Columbia Small Cap Value I Z		51,184
	TD Ameritrade Trust Company	Davis Financial A		65,768
	TD Ameritrade Trust Company	Fidelity Contrafund		1,387,753
	TD Ameritrade Trust Company	Fidelity Growth Company		824,525
	TD Ameritrade Trust Company	Gabelli Asset I		1,465,128
	TD Ameritrade Trust Company	Invesco Real Estate A		268,883
	TD Ameritrade Trust Company	Invesco Van Kampen Growth and Income I		403,634
	TD Ameritrade Trust Company	JP Morgan Core Bond R6		686,256
	TD Ameritrade Trust Company	Lazard Emerging Markets Equity Open		378,550
	TD Ameritrade Trust Company	Oppenheimer Gold & Special Minerals Y		124,431
	TD Ameritrade Trust Company	Pioneer High Yield Z		189,552
	TD Ameritrade Trust Company	Principal MidCap Blend I		112,772
	TD Ameritrade Trust Company	Prudential Jennison Utility Z		40,001
	TD Ameritrade Trust Company	Royce Pennsylvania Mutual Inv		118,793
	TD Ameritrade Trust Company	T. Rowe Price Health Sciences		973,179
	TD Ameritrade Trust Company	T. Rowe Price Media & Telecommunications		193,817
	TD Ameritrade Trust Company	TD AMERITRADE SELF-DIRECTED		691,156
	TD Ameritrade Trust Company	TD Bank USA Institutional MMDA		1,234,319
	TD Ameritrade Trust Company	TD Bank USA MMDA		18,145
	TD Ameritrade Trust Company	Vanguard 500 Index Signal Shares		793,480
	TD Ameritrade Trust Company	Vanguard GNMA Adm		240,417
	TD Ameritrade Trust Company	Vanguard Interm Term Bond Index Sig		4,294
	TD Ameritrade Trust Company	Vanguard Mid Cap Index Fund Signal Share		204,408
	TD Ameritrade Trust Company	Vanguard Short-Term Federal Adm		105,929
	TD Ameritrade Trust Company	Vanguard Short-Term Investment-Grade		239,380
	TD Ameritrade Trust Company	Vanguard Small Cap Index Fund Signal		19,370
	TD Ameritrade Trust Company	Vanguard Target Retirement 2010		88,897
	TD Ameritrade Trust Company	Vanguard Target Retirement 2015		165,841
	TD Ameritrade Trust Company	Vanguard Target Retirement 2020		684,111
	TD Ameritrade Trust Company	Vanguard Target Retirement 2025		740,541
	TD Ameritrade Trust Company	Vanguard Target Retirement 2030		1,045,352
	TD Ameritrade Trust Company	Vanguard Target Retirement 2035		1,267,219

	TD Ameritrade Trust Company	Vanguard Target Retirement 2040		751,149
	TD Ameritrade Trust Company	Vanguard Target Retirement 2045		434,653
	TD Ameritrade Trust Company	Vanguard Target Retirement 2050		197,841
	TD Ameritrade Trust Company	Vanguard Target Retirement 2055		3,764
	TD Ameritrade Trust Company	Vanguard Target Retirement 2060		90
	TD Ameritrade Trust Company	Vanguard Target Retirement Income		46,456
	TD Ameritrade Trust Company	Vanguard Total Bond Market Index Signal		526,766
	TD Ameritrade Trust Company	Vanguard Total Intrnatl Stock Index Sig		162,874
	TD Ameritrade Trust Company	Vanguard Total Stock Market Index Signal		223,243
	TD Ameritrade Trust Company	Participant Loans Interest 4.25% - 9.25% Maturity 1/4/13 - 9/17/27		676,646

Availity 401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Availity 401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

Availity 401(k) Profit Sharing Plan

Contents

Independent Auditor's Report 3

Financial Statements

Statements of Net Assets Available for Benefits - As of December 31, 2012 and 2011 5

Statement of Changes in Net Assets Available for Benefits - For the year ended December 31, 2012 6

Notes to Financial Statements 7

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - As of December 31, 2012 15

BDO

Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

700 North Pearl, Suite 2000
Dallas, Texas 75201

Independent Auditor's Report

To the Participants and Administrator of
Availity 401(k) Profit Sharing Plan
Plano, Texas 75074

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Availity 401(k) Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then 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 by TD Ameritrade Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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 the December 31, 2012 financial statements.

Other Matter

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

Other Matter - 2011 Financial Statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 10, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

Dallas, Texas
October 2, 2013

Availity 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	2012	2011
Assets		
Noninterest bearing cash	$ 18,145	$ 1,943
Investments, at fair value:		
Money market funds	1,234,319	1,231,481
Equity mutual funds	14,136,847	12,216,134
Fixed income funds	6,871,942	4,335,903
Self directed accounts	691,156	705,487
Total investments, at fair value	22,934,264	18,489,005
Receivables:		
Notes receivable from participants	676,646	526,371
Employer contributions	134,489	99,746
Total receivables	811,135	626,117
Total assets	23,763,544	19,117,065
Liabilities		
Accrued expenses	1,081	779
Total liabilities	1,081	779
Net assets available for benefits	$ 23,762,463	$19,116,286

See accompanying notes to financial statements.

Availity 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2012
Additions	
Investment income:	
Interest and dividends	$ 641,935
Net appreciation in fair value of investments	1,983,085
Total investment income	2,625,020
Interest on participant notes receivable	21,526
Contributions:	
Participant	3,072,908
Employer	1,680,875
Rollover	127,569
Total contributions	4,881,352
Total additions	7,527,898
Deductions	
Benefits paid to participants	2,874,357
Administrative expenses	59,302
Total deductions	2,933,659
Net increase	4,594,239
Transfer of net assets to the Plan	51,938
Net assets available for benefits, beginning of year	19,116,286
Net assets available for benefits, end of year	$ 23,762,463

See accompanying notes to financial statements.

1. Description of Plan

The following description of the Availity 401(k) Profit Sharing 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, established on January 1, 2002, is a defined contribution plan covering all employees of Availity, LLC (the "Sponsor", "Company" or "Employer"), who choose to enroll in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). TD Ameritrade Trust Company (the "Trustee") holds the Plan's assets. BlueStar Retirement Services, Inc. is the Plan's Recordkeeper.

Plan Mergers

In August 2010, Availity acquired 100% of the outstanding shares of RealMed Corporation ("RealMed"), who sponsored a separate profit sharing plan for the benefit of its employees, (the "RealMed Plan"). Effective December 1, 2011 the RealMed Plan merged with and into the Plan, which resulted in net assets being transferred to the Plan in the amount of $5,229,624 based on fair value on the date of transfer. Prior to the transfer, participants entered a blackout period beginning on November 30, 2011, whereby accounts were frozen in accordance with the participants' investment elections as of the date of the blackout. Participants were able to direct their investment allocation beginning the week of December 12, 2011. In addition, participants who were actively employed on December 1, 2011 were fully vested in all matching contributions that were transferred into the Plan from the RealMed Plan. The remaining of the balance of $51,938 in the RealMed Plan was transferred to the Plan in 2012.

Eligibility

An employee may participate in the Plan if such employee is an eligible employee of the Company. Classes of employees excluded from participation in the Plan include: (1) union employees, or (2) nonresident aliens.

Contributions

The Plan allows participating employees to contribute between 1% to 100% of their eligible annual compensation, as defined in the Plan and subject to certain Internal Revenue Code ("IRC") limitations, up to a maximum of $17,000 in 2012. Participants direct the investment of their contributions into various investment options offered by the Plan. As of December 31, 2012, the Plan offered 53 mutual funds as investment options for participants. The Sponsor, in accordance with "safe harbor" provisions, contributes a matching contribution equal to the sum of 100% of the employee's contributions that are not in excess of 3% of the employee's compensation, plus 50% of the employee's contributions that exceed 3% of the employee's compensation but are not in excess of 5% of the employee's compensation. Additional profit sharing and other discretionary amounts may be contributed at the Sponsor's option. The Sponsor contributed $1,680,875 toward

the employer match and no other additional discretionary amounts in the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Sponsor's contributions and allocations of investment earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined in the Plan document. Transfers between funds and changes in contribution allocations are made based on participant instructions, subject to Plan provisions.

Vesting

Participants are immediately vested in all contributions plus actual earnings thereon.

Notes Receivable from Participants

At the discretion of the Sponsor, participants are permitted to borrow from the Plan. If a loan is approved, it must bear a reasonable interest rate that does not exceed the maximum rate allowed by applicable state law, be adequately collateralized, and be repaid within five years by equal payments made at least quarterly, except that a loan used to acquire a principal residence may be repaid over more than five years. The minimum loan permitted under the terms of the Plan is $1,000, and subject to the Plan's rules. The maximum amount of a participant's account balance that can be on loan at any given time is the lesser of $50,000 or 50% of a participant's vested interest. Only one loan per participant is permitted at any time. Principal and interest are paid ratably through payroll deductions. An allowance for uncollectible loans receivable has not been established, based on the collateralized nature of the receivables and historical collectability.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in their account. Benefit payments will be made based on Plan provisions and participant elections.

2. Summary of Accounting Policies

Basis for Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures.* The fair value of a financial instrument is the amount 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 (the exit price). See Note 5 for discussion of fair value measurements.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation in fair value of investments, which consists of the realized gains or losses and the net unrealized appreciation or depreciation on those investments.

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

Payment of Benefits

Benefit payments to participants are recorded when paid.

Risks and Uncertainties

The Plan provides for investment options that are comprised of 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Administrative Expenses

The Company pays a portion of the administrative expenses on behalf of the Plan. The remainder is paid by the Plan. Administrative expenses include recordkeeping service fees, accounting services, trustee services and audit expenses. Fees paid by the Plan for administrative expenses were $59,302 for the year ended December 31, 2012.

New Accounting Pronouncement

In May 2011, the FASB issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning

after December 15, 2011. Adoption of ASU 2011-04 did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Investments

The following table represents the fair value of investments that exceeded 5% or more of the Plan's net assets available for benefits at December 31:

December 31,	2012	2011
Fidelity Contrafund	$ 1,387,753	$ 1,194,041
TD Bank USA Institutional MMDA	1,234,319	*
Vanguard Target Retirement 2035	1,267,219	*
Gabelli Asset I	1,465,128	*
Fidelity Retirement Money Market Fund	*	1,231,481
Gabelli Asset Fund Class AAA	*	1,118,316
Total investments individually above 5%	5,354,419	3,543,838
Total investments below 5%	17,579,845	14,945,167
Total investments	$ 22,934,264	$ 18,489,005

* Investments did not exceed 5% of net assets available for benefits at year-end indicated.

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 $1,983,085.

4. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 as follows:

Year Ended December 31,	2012
Interest and dividend income	641,935
Net appreciation in fair value of investments	1,983,085

- Investment values disclosed in Note 5;
- Investment information disclosed in Note 3; and

- Investments, as reflected in Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan's independent auditors did not perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. Fair Value Measurements

Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last is considered unobservable, that may be used to measure fair value:

Basis of Fair Value Measurement

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the Plan's valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value. The Plan has an established and well-documented process for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon models that primarily use, as inputs, market-based or independently-sourced market parameters, including yield curves, interest rates, volatilities, equity or debt prices and credit curves. In addition to market information, models also incorporate transaction details such as maturity. Valuation adjustments, such as liquidity valuation adjustments, may be necessary when the Plan is unable to observe a recent market price for a financial instrument that trades in inactive (or less active) markets. Liquidity adjustments are not taken for positions classified within Level 1, as defined above in the fair value hierarchy.

Money market funds are valued at amortized cost plus accrued interest, which approximates fair value. Investments in money market funds are classified within Level 1 of the valuation hierarchy.

Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Units of pooled funds are valued at the net asset value of units held by the Plan at year end. Net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Investments in mutual funds are classified within Level 1 of the valuation hierarchy.

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 estimate of fair value at the reporting date.

The following table presents the financial instruments carried at fair value as of December 31, 2012:

	Fair Value	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Money market funds	$ 1,234,319	$ 1,234,319	$ -	$ -
Mutual funds				
Equity funds				
Domestic equity	12,051,490	12,051,490	-	-
International equity	2,085,357	2,085,357	-	-
Fixed income funds	6,871,942	6,871,942	-	-
Self-directed account	691,156	691,156	-	-
	$ 22,934,264	$ 22,934,264	$ -	$ -

The following table presents the financial instruments carried at fair value as of December 31, 2011:

	Fair Value	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Money market funds	$ 1,231,481	$ 1,231,481	$ -	$ -
Mutual funds				
Equity funds				
Domestic equity	10,215,187	10,215,187	-	-
International equity	2,000,947	2,000,947	-	-
Fixed income funds	4,335,903	4,335,903	-	-
Self-directed account	705,487	705,487	-	-
	$ 18,489,005	$ 18,489,005	$ -	$ -

6. Related Party Transactions

At December 31, 2012 and 2011, there were outstanding loans of $676,646 and $526,371, respectively, due from Plan participants. All of these loans were made in accordance with the Plan agreement which permits loans to be made with prescribed terms, amounts and collateral. None of these loans were determined to be a prohibited transaction as defined by ERISA.

Certain Plan investments are managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions.

7. Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions and to terminate the Plan, subject to the provisions set forth in ERISA and the IRC. In the event of Plan termination, participants will become 100% vested in their accounts.

8. Tax Status

The Plan follows a "prototype" plan instrument which is covered by an Internal Revenue Service ("IRS") opinion letter dated March 31, 2008. The IRS opinion letter demonstrates that the plan instrument, as originally written, was subjected to IRS review. The Plan's administrator believes that the Plan continues to be designed and operated in compliance with the applicable requirements of the IRC, and, as such, has not recorded a reserve for uncertain tax positions.

9. Subsequent Events

Management has evaluated the events and transactions that have occurred through October 2, 2013, the date the financial statements were available for issuance. No items came to management's attention that requires adjustment to the financial statements; however, management notes the disclosure items below.

Effective March 1, 2013, the Plan now allows participants to elect Roth contributions and rollover to Roth elective deferral accounts and the Plan also now permits participants to have two loans outstanding at any time.

Supplemental Schedule

Availity 401(k) Profit Sharing Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-3715944
Plan Number: 001

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds				
		TD Bank USA Institutional MMDA	Money Market Fund	a	$ 1,234,319
		Total money market funds			1,234,319
	Mutual funds				
		American Century One Choice Aggressive	Mutual Fund	a	399,963
		American Century One Choice Conservative	Mutual Fund	a	29,331
		American Century One Choice Moderate	Mutual Fund	a	486,941
		American Century One Choice Very Aggressive	Mutual Fund	a	408,631
		American Century One Choice Very Conservative	Mutual Fund	a	61,282
		American Funds Capital World Gr & Inc R6	Mutual Fund	a	1,059,013
		American Funds EuroPacific Growth R6	Mutual Fund	a	863,470
		BlackRock Mid-Cap Value Equity I	Mutual Fund	a	368,204
		Columbia Acorn USA Z	Mutual Fund	a	581,990
		Columbia Acorn Z	Mutual Fund	a	605,827
		Columbia Energy & Natural Resources Z	Mutual Fund	a	702,521
		Columbia Seligman Comms and Info Z	Mutual Fund	a	117,549
		Columbia Small Cap Value I Z	Mutual Fund	a	51,184
		Davis Financial A	Mutual Fund	a	65,768
		Fidelity Contrafund	Mutual Fund	a	1,387,753
		Fidelity Growth Company	Mutual Fund	a	824,524
		Gabelli Asset I	Mutual Fund	a	1,465,128
		Invesco Real Estate A	Mutual Fund	a	268,883
		Invesco Van Kampen Growth and Income I	Mutual Fund	a	403,634
		Lazard Emerging Markets Equity Open	Mutual Fund	a	378,550
		Oppenheimer Gold & Special Minerals Y	Mutual Fund	a	124,431
		Principal MidCap Blend I	Mutual Fund	a	112,772
		Prudential Jennison Utility Z	Mutual Fund	a	40,001
		Royce Pennsylvania Mutual Inv	Mutual Fund	a	118,793
		T. Rowe Price Health Sciences	Mutual Fund	a	973,179
		T. Rowe Price Media & Telecommunications	Mutual Fund	a	193,817
		Vanguard 500 Index Signal Shares	Mutual Fund	a	793,480
		Vanguard GNMA Adm	Mutual Fund	a	240,417
		Vanguard Interm Term Bond Index Sig	Mutual Fund	a	4,294
		Vanguard Mid Cap Index Fund Signal Share	Mutual Fund	a	204,408
		Vanguard Short-Term Federal Adm	Mutual Fund	a	105,929
		Vanguard Short-Term Investment-Grade	Mutual Fund	a	239,380
		Vanguard Small Cap Index Fund Signal	Mutual Fund	a	19,373
		Vanguard Target Retirement 2055	Mutual Fund	a	3,764
*		Vanguard Target Retirement 2060	Mutual Fund	a	90
*		Vanguard Target Retirement Income	Mutual Fund	a	46,456
		Vanguard Total Intrnatl Stock Index Sig	Mutual Fund	a	162,874
		Vanguard Total Stock Market Index Signal	Mutual Fund	a	223,243
		Total mutual funds			$ 14,136,847

Availity 401(k) Profit Sharing Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Number of Shares, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Fixed income funds				
		American Funds Capital World Bond R6	Fixed income fund	a	93,763
		JP Morgan Core Bond R6	Fixed income fund	a	686,255
		Pioneer High Yield Z	Fixed income fund	a	189,552
		Vanguard Target Retirement 2010	Fixed income fund	a	88,897
		Vanguard Target Retirement 2015	Fixed income fund	a	165,841
		Vanguard Target Retirement 2020	Fixed income fund	a	684,111
		Vanguard Target Retirement 2025	Fixed income fund	a	740,541
		Vanguard Target Retirement 2030	Fixed income fund	a	1,045,352
		Vanguard Target Retirement 2035	Fixed income fund	a	1,267,219
		Vanguard Target Retirement 2040	Fixed income fund	a	751,149
		Vanguard Target Retirement 2045	Fixed income fund	a	434,653
		Vanguard Target Retirement 2050	Fixed income fund	a	197,843
		Vanguard Total Bond Market Index Signal	Fixed income fund	a	526,766
		Total fixed income funds			6,871,942
		TD Ameritrade self-directed account	Self-directed	a	691,156
		Total investments			22,934,264
*		**Participant loans**	Maturity dates ranging from 2013 to 2025; interest rates ranging from 4.25% to 7.50%.	a	676,646
		Total investments and participant loans			$ 23,610,910

* - Party-in-interest as defined by ERISA.
a - Cost not required to be disclosed for participant-directed accounts.