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
EQUITY SETTLEMENT SERVICES INC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

EQUITY SETTLEMENT SERVICES INC

444 ROUTE 111
SMITHTOWN, NY 11787

2b Employer Identification Number (EIN)
11-3429460

2c Sponsor's telephone number
631-370-1134

2d Business code (see instructions)
524210

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.	10/10/2013	PAMELA BUCK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	109
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**	123
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	148
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	148
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	112
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EQUITY SETTLEMENT SERVICES INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EQUITY SETTLEMENT SERVICES INC

D Employer Identification Number (EIN)
11-3429460

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

COLUMBIA
ONE FINANCIAL CENTER
MA5-515-14-01
BOSTON, MA 02111

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

GUARDIAN INVESTOR SERVICES, LLC

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

HARTFORD INVESTMENT FINANCIAL SERVI

201 HOPMEADOW STREET
SIMSBURY, CT 06089

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

(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)

ADP

22-1467904

(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?
37 50 15 64	RECORD KEEPER	500	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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?
63 60 59 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

AMERICAN PORTFOLIOS

52 N. COUNTRY ROAD
SMITHTOWN, NY 11787

(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?
49 99	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	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
AMERICAN PORTFOLIOS	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADP BROKER-DEALER 22-3319984	0.0025 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ONE FINANCIAL CENTER MA5-515-14-01 BOSTON, MA 02111	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GUARDIAN INVESTOR SERVICES, LLC 388 MARKET STREET SAN FRANCISCO, CA 94111	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD INVESTMENT FINANCIAL SERVI 201 HOPMEADOW STREET SIMSBURY, CT 06089	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	99 63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM RETAIL MANAGEMENT ONE POST OFFICE SQUARE BOSTON, MA 02109	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EQUITY SETTLEMENT SERVICES INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EQUITY SETTLEMENT SERVICES INC

D Employer Identification Number (EIN)
11-3429460

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-3884161-001	C	352513

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
EQUITY SETTLEMENT SERVICES INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EQUITY SETTLEMENT SERVICES INC

D Employer Identification Number (EIN)
11-3429460

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	50089	35681
(9) Value of interest in common/collective trusts	1c(9)	284965	352513
(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)	1412611	1677050
(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	1747665	2065244
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1747665	2065244

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)		
	(B) Participants	2a(1)(B)	226516	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		226516
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	2205	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2205
	(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)	41555	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		41555
	(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)		2752
(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)		105606
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		378634
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	53656	
(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)		53656
f Corrective distributions (see instructions)	2f		6787
g Certain deemed distributions of participant loans (see instructions)	2g		112
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	500	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		500
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		61055
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		317579
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WITHUMSMITH BROWN **(2)** EIN: 22-2027092

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		175000
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
EQUITY SETTLEMENT SERVICES INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EQUITY SETTLEMENT SERVICES INC

D Employer Identification Number (EIN)
11-3429460

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): 57-1198022

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):



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EQUITY SETTLEMENT SERVICES, INC.
401(k) PLAN

Financial Statements

December 31, 2012

With Independent Auditors' Report

Equity Settlement Services, Inc. 401(k) Plan
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Florida, and Colorado

Independent Auditors' Report

To the Trustees,
Equity Settlement Services, Inc. 401(k) Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Equity Settlement Services, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 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 State Street Bank and Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian 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 custodian is complete and accurate.

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

Other Matter
The supplemental schedule of assets (held 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.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.



October 3, 2013
New Brunswick, New Jersey

Equity Settlement Services, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value		
Mutual funds	$ 1,677,050	$ 1,412,611
Common/collective trust	352,513	284,965
Total investments, at fair value	2,029,563	1,697,576
Notes receivable from participants	35,681	50,089
Liabilities		
Excess contributions payable	16,431	6,787
Net assets available for benefits	$ 2,048,813	$ 1,740,878

The Notes to Financial Statements are an integral part of these statements.

Equity Settlement Services, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions		
Additions to net assets attributed to		
Investment income		
Net appreciation in fair value of investments	$	108,358
Dividends		41,555
		149,913
Interest income on notes receivable from participants		2,205
Participant contributions		210,085
Total additions		362,203
Deductions		
Deductions from net assets attributed to		
Benefits paid		53,768
Administrative expenses		500
Total deductions		54,268
Net change in net assets		307,935
Net assets available for benefits, beginning of year		1,740,878
Net assets available for benefits, end of year	$	2,048,813

The Notes to Financial Statements are an integral part of this statement.

1. Description of Plan

The following description of the Equity Settlement Services, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan qualifying under Section 401(k) of the Internal Revenue Code ("IRC") covering all employees of Equity Settlement Services, Inc. (the "Employer") and its affiliate, Puleo Delisle LLC that are not covered by a collective bargaining agreement, with no service requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

An employee of the Employer becomes an eligible participant in the Plan immediately upon hire. The Plan excludes employees covered by a collective bargaining agreement. Participants' entry dates for the Plan are the first pay period in the month after hiring. Employees are automatically enrolled in the Plan upon hire, with a four percent elective deferral rate unless they choose not to participate.

Participant Contributions

A participant in the Plan may annually contribute through payroll deductions, contributions up to an annual maximum of 86 percent of eligible compensation as defined in the Plan, subject to Internal Revenue Service ("IRS") limitations. Roth elective deferrals are also permitted under the Plan. Participants may also transfer in amounts representing distributions from other qualified plans. Any participant, age 50 or over, may make an additional "catch-up" contribution as determined by the IRS. Participants direct the investment of the contributions into various investment options offered by the Plan. A participant may suspend contributions or increase or decrease their level of participation at any time.

Employer Contributions

Effective April 1, 2010 Employer matching and non-elective contributions are no longer allowed under the Plan.

Participant Accounts

Individual accounts are established for each participant. The Plan offers a variety of mutual funds and a common collective trust as investment options. Each participant's account is credited with the participant's pre-tax contributions and the proportionate share of dividends, interest and investment gains since the preceding valuation date. The participant's account is reduced by withdrawals, losses on investments and any forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All the Employer's matching and non-elective contributions received prior to April 1, 2010 are 100 percent vested after the completion of six years of continuous service based upon the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

A participant's "vested percentage" is based on vesting years of service. A participant earns and accumulates a year of vesting for each Plan year that he or she earns 190 hours of service for each month, as defined in the Plan. A participant is always 100 percent vested in his or her own deferred salary contribution to the Plan, but with respect to the Employer contributions, any unvested portion of his or her account shall be forfeited at termination.

Retirement Benefits
All participants are eligible to retire with their fully vested retirement benefit on the later of the following:

- Attainment of age 65
- Completion of 6 years of participation

There is no early retirement option under the Plan.

Participants may choose to have their benefits distributed to them in one of the following ways:

- In a lump-sum payment of cash
- By the purchase of a non-transferable annuity
- If the participant fails to elect a form of distribution and whose entire vested account balance (excluding outstanding loan balances) is above $1,000, his/her entire vested account balance will be rolled over directly to an E*Trade IRA. If the participant's entire vested account balance (excluding outstanding loan balances) is less than or equal to $1,000, however, the entire vested account balance will be made payable to the participant in the form of a cash lump sum.

Death Benefits
The beneficiary of any participant with vested benefits in the Plan is entitled to 100 percent of such benefits. Death benefits may be distributed in one of the following ways:

- In a lump-sum payment (as defined in the Plan agreement) payable no later than five years after date of the participant's death;
- As an annuity payable over the lifetime of a designated beneficiary with distribution of the death benefit commencing no later than one year after the date of the participant's death; or
- As an annuity payable to the employee's surviving spouse (as a designated beneficiary) over the spouse's lifetime with distribution of the death benefit commencing no later than the date the employee would have attained 70-1/2 years of age.

Withdrawals are also permitted in the instance of disability, in accordance with the Plan document.

Notes Receivable From Participants
The Plan allows for loans to be extended to participants for financial hardship or financial needs. All loans are considered a direct investment of the participant and payments of principal and interest are credited to the participant's account. The minimum a participant may borrow is $1,000 and the maximum, including the outstanding balance of existing Plan loans, is 50 percent of their vested account balance, not to exceed $50,000. All loans shall bear a reasonable rate of interest (as defined in the Plan agreement). Principal and interest are paid ratably through biweekly payroll deductions, generally over periods not exceeding sixty months.

2. Summary of Accounting Policies

Basis of Accounting
The accounting records of the Plan are prepared under the accrual basis of accounting.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are discussed in the Investment note.

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

Investment contracts are required to be reported at fair value.

Administrative Services
The expenses necessary to administer the Plan, including but not limited to, retaining necessary professional assistance from an attorney, an accountant, or an actuary are either paid by the Employer, or incurred by the Plan and allocated to each participant at the Employer's option. All other expenses including but not limited to, investment advisor fees, account maintenance fees, transaction fees and investment fund management fees, have been paid by the Plan. Participants are charged service fees for any loan and distribution transactions they request. Certain fees assessed by investment fund managers have been offset against net investment income. For the year ended December 31, 2012, the Plan paid administrator fees of $500.

Payment of Benefits
Benefits are recorded when paid.

Forfeited Accounts
At December 31, 2012 and 2011, the Plan had $626 and $621, respectively, of forfeited, non-vested accounts. Forfeitures can be used to pay administrative expenses, at the request of the Employer. For the year ended December 31, 2012, no amounts were used from the forfeiture account.

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

Notes Receivable From Participants
Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

3. Investments (Unaudited)

The following investments at December 31, represented 5 percent or more of the Plan's net assets:

		2012		2011	
Mutual Funds					
Jennison Natural Resources - A	$	--	$	211,278	*
Jennison 20/20 Focus - A	$	164,835	$	135,741	
Blackrock Global Allocation - A	$	215,239	$	156,097	
RS Emerging Markets - A	$	137,629	$	99,543	
Hartford Capital Appreciation - R4+	$	124,894	$	94,576	
Blackrock Equity Dividend - A	$	268,642	$	199,947	
Goldman Sachs Small Cap Value Fund - A	$	204,929	$	169,880	
Common/ Collective Trust					
Invesco Stable Assets Fund	$	352,513	$	284,965	

* Provided for comparative purposes only.

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 $108,358 as follows:

Common/ collective trust	$	2,752
Mutual funds		105,606
	$	108,358

Fair Value Measurements

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; 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 financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value. There have been no changes in the methodologies used for periods presented in these financial statements.

Mutual Funds: Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

Common/Collective Trust: The common/collective trust is valued based on the Plan's pro rata share of the fund's values which are determined by the underlying market value of the stable value fund.

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

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

Assets at Fair Value at 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced	$ 215,239	$ --	$ --	$ 215,239
Fixed income	181,529	--	--	181,529
International equity	223,412	--	--	223,412
Large cap equity	615,947	--	--	615,947
Mid cap equity	21,512	--	--	21,512
Risk based lifestyle	88,618	--	--	88,618
Sector	86,262	--	--	86,262
Small cap equity	204,929	--	--	204,929
Target date lifestyle	39,602	--	--	39,602
Invesco stable asset fund	--	352,513	--	352,513
	$ 1,677,050	$ 352,513	$ --	$ 2,029,563

Assets at Fair Value at 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced	$ 156,097	$ --	$ --	$ 156,097
Fixed income	157,425	--	--	157,425
International equity	164,190	--	--	164,190
Large cap equity	445,482	--	--	445,482
Mid cap equity	16,383	--	--	16,383
Risk based lifestyle	68,173	--	--	68,173
Sector	228,358	--	--	228,358
Small cap equity	169,880	--	--	169,880
Target date lifestyle	6,623	--	--	6,623
Invesco stable asset fund	--	284,965	--	284,965
	$ 1,412,611	$ 284,965	$ --	$ 1,697,576

	Fair Value at December 31, 2012	Fair Value at December 31, 2011	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/ collective trust	$ 352,513	$ 284,965	$ --	Daily	None

The Trust's primary investment objectives are to seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity.

4. Information Certified by Custodian (Unaudited)

No auditing procedures were performed by the independent public accountants as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the custodian. Based on information provided and certified by the custodian, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2012 and 2011.

The following information as of and for the year ended December 31 was prepared from reports certified by the custodian:

	2012	2011
Investments at fair value		
Mutual funds	$ 1,677,050	$ 1,412,611
Common collective trust	$ 352,513	$ 284,965
Notes receivable from participants	$ 35,681	$ 50,089
Net appreciation in fair value of investments	$ 108,358	
Dividends	$ 41,555	
Interest income on notes receivable from participants	$ 2,205	

5. Plan Interest in Common/Collective Trusts (Unaudited)

The Plan invests in the Invesco Stable Asset Fund (formerly named the State Street Global Advisors Stable Value Fund), which is a common/collective trust invested in stable value investment contracts. The Plan's investment in the common/collective trust is reported based on the contract value of the underlying stable value fund investment, which approximates fair value, as reported by State Street Global Advisors. Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. A participant's withdrawal or transfer from the common/collective trust would ordinarily be based on the contract value of the underlying investment.

6. Plan Termination

The Employer intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100 percent vested and non-forfeitable. All participants shall receive a total distribution of their accounts as described in the Plan. Any amount in the forfeiture account upon termination shall be allocated on a pro rata basis to the participants' accounts.

7. Income Tax Status

The Plan adopted a prototype non-standardized profit sharing 401(k) plan. By letter dated March 31, 2008, the Internal Revenue Service ("IRS") has determined that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving this opinion letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009. In addition, there are no tax related interest or penalties for periods presented in these financial statements.

8. Related Party Transactions

The Plan has an investment in a common collective trust that is managed by the custodian of the Plan. These transactions qualify as party-in-interest transactions. In addition, the Plan has certain investment related expenses, which have been offset by net investment income.

9. Reconciliation of Financial Statements to Form 5500

The Plan prepares the financial statements on the accrual basis of accounting which includes recording excess contributions as of the end of the year. However, the IRS Form 5500 does not require the use of the accrual basis of accounting, and, as such, the Plan sponsor prepares the IRS Form 5500 on the cash basis of accounting. Accordingly, the IRS Form 5500 does not include the excess contribution liability as of the end of the year nor does it reflect the change in that amount in the current year's Plan operations.

10. Subsequent Events

The Plan has evaluated subsequent events occurring after the statement of net assets available for benefits date through the date of October 3, 2013, the date for which the financial statements were available to be released. Based upon this evaluation, the Plan has determined that no subsequent events have occurred that require disclosure in or adjustment to the financial statements.

SUPPLEMENTARY INFORMATION

Equity Settlement Services, Inc. 401(k) Plan
Schedule H – Line 4i – Schedule of Assets (Held At End of Year)
ID # 11-3429460, Plan #001
December 31, 2012

	(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
		Mutual funds		
*		Invesco	Global Health Care - A	$ 636
		Blackrock	Global Allocation - A	215,239
		DWS	Global High Income - S	57,576
		Fidelity	Advisor Leveraged Company Stock - T	21,512
		Goldman Sachs	Equity Growth Strategy - A	28,131
		Goldman Sachs	Balanced Strategy - A	60,487
		Jennison	Natural Resources - A	45,634
		Pimco	Total Return - A	29,744
		Pimco	Real Return - A	23,143
		T. Rowe Price	Retirement Income	4,999
		T. Rowe Price	Retirement Income - 2010	838
		T. Rowe Price	Retirement Income - 2020	3,662
		T. Rowe Price	Retirement Income - 2030	18,272
		T. Rowe Price	Retirement Income - 2040	6,364
		T. Rowe Price	Retirement Income - 2050	5,467
		Oppenheimer	Global Strategic Income - A	32,788
		Columbia Seligman	Communication and Information - A	1,036
		Thornburg	International Value - A	2,716
		Jennison	20/20 Focus - A	164,835
		Oppenheimer	Gold and Special Minerals - A	38,956
		Putnam	American Government Inc FD-A	1,385
		RS	Emerging Markets - A	137,629
		Hartford	Capital Appreciation - R4+	124,894
		Janus	Overseas - S+	83,067
		Blackrock	Equity Dividend - A	268,642
		Prudential	Short-Term Corporate Bond - A	94,469
		Goldman Sachs	Small Cap Value Fund- A	204,929
		Total mutual funds		1,677,050
		Common collective trust		
*		Invesco	Stable Asset Fund	352,513
*		Notes receivable from participants	Interest rate at 5.25 percent, maturity dates through 2015	35,681
				$ 2,065,244

* Represents a party-in-interest.

See Independent Auditors' Report.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.



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EQUITY SETTLEMENT SERVICES, INC.
401(k) PLAN

Financial Statements

December 31, 2012

With Independent Auditors' Report

Equity Settlement Services, Inc. 401(k) Plan
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Independent Auditors' Report

To the Trustees,
Equity Settlement Services, Inc. 401(k) Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Equity Settlement Services, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 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 State Street Bank and Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian 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 custodian is complete and accurate.

Disclaimer of Opinion
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Other Matter
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Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.



October 3, 2013
New Brunswick, New Jersey

Equity Settlement Services, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

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Total deductions		54,268
Net change in net assets		307,935
Net assets available for benefits, beginning of year		1,740,878
Net assets available for benefits, end of year	$	2,048,813

The Notes to Financial Statements are an integral part of this statement.

1. Description of Plan

The following description of the Equity Settlement Services, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan qualifying under Section 401(k) of the Internal Revenue Code ("IRC") covering all employees of Equity Settlement Services, Inc. (the "Employer") and its affiliate, Puleo Delisle LLC that are not covered by a collective bargaining agreement, with no service requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

An employee of the Employer becomes an eligible participant in the Plan immediately upon hire. The Plan excludes employees covered by a collective bargaining agreement. Participants' entry dates for the Plan are the first pay period in the month after hiring. Employees are automatically enrolled in the Plan upon hire, with a four percent elective deferral rate unless they choose not to participate.

Participant Contributions

A participant in the Plan may annually contribute through payroll deductions, contributions up to an annual maximum of 86 percent of eligible compensation as defined in the Plan, subject to Internal Revenue Service ("IRS") limitations. Roth elective deferrals are also permitted under the Plan. Participants may also transfer in amounts representing distributions from other qualified plans. Any participant, age 50 or over, may make an additional "catch-up" contribution as determined by the IRS. Participants direct the investment of the contributions into various investment options offered by the Plan. A participant may suspend contributions or increase or decrease their level of participation at any time.

Employer Contributions

Effective April 1, 2010 Employer matching and non-elective contributions are no longer allowed under the Plan.

Participant Accounts

Individual accounts are established for each participant. The Plan offers a variety of mutual funds and a common collective trust as investment options. Each participant's account is credited with the participant's pre-tax contributions and the proportionate share of dividends, interest and investment gains since the preceding valuation date. The participant's account is reduced by withdrawals, losses on investments and any forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All the Employer's matching and non-elective contributions received prior to April 1, 2010 are 100 percent vested after the completion of six years of continuous service based upon the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

A participant's "vested percentage" is based on vesting years of service. A participant earns and accumulates a year of vesting for each Plan year that he or she earns 190 hours of service for each month, as defined in the Plan. A participant is always 100 percent vested in his or her own deferred salary contribution to the Plan, but with respect to the Employer contributions, any unvested portion of his or her account shall be forfeited at termination.

Retirement Benefits
All participants are eligible to retire with their fully vested retirement benefit on the later of the following:

- Attainment of age 65
- Completion of 6 years of participation

There is no early retirement option under the Plan.

Participants may choose to have their benefits distributed to them in one of the following ways:

- In a lump-sum payment of cash
- By the purchase of a non-transferable annuity
- If the participant fails to elect a form of distribution and whose entire vested account balance (excluding outstanding loan balances) is above $1,000, his/her entire vested account balance will be rolled over directly to an E*Trade IRA. If the participant's entire vested account balance (excluding outstanding loan balances) is less than or equal to $1,000, however, the entire vested account balance will be made payable to the participant in the form of a cash lump sum.

Death Benefits
The beneficiary of any participant with vested benefits in the Plan is entitled to 100 percent of such benefits. Death benefits may be distributed in one of the following ways:

- In a lump-sum payment (as defined in the Plan agreement) payable no later than five years after date of the participant's death;
- As an annuity payable over the lifetime of a designated beneficiary with distribution of the death benefit commencing no later than one year after the date of the participant's death; or
- As an annuity payable to the employee's surviving spouse (as a designated beneficiary) over the spouse's lifetime with distribution of the death benefit commencing no later than the date the employee would have attained 70-1/2 years of age.

Withdrawals are also permitted in the instance of disability, in accordance with the Plan document.

Notes Receivable From Participants
The Plan allows for loans to be extended to participants for financial hardship or financial needs. All loans are considered a direct investment of the participant and payments of principal and interest are credited to the participant's account. The minimum a participant may borrow is $1,000 and the maximum, including the outstanding balance of existing Plan loans, is 50 percent of their vested account balance, not to exceed $50,000. All loans shall bear a reasonable rate of interest (as defined in the Plan agreement). Principal and interest are paid ratably through biweekly payroll deductions, generally over periods not exceeding sixty months.

2. Summary of Accounting Policies

Basis of Accounting
The accounting records of the Plan are prepared under the accrual basis of accounting.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are discussed in the Investment note.

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

Investment contracts are required to be reported at fair value.

Administrative Services
The expenses necessary to administer the Plan, including but not limited to, retaining necessary professional assistance from an attorney, an accountant, or an actuary are either paid by the Employer, or incurred by the Plan and allocated to each participant at the Employer's option. All other expenses including but not limited to, investment advisor fees, account maintenance fees, transaction fees and investment fund management fees, have been paid by the Plan. Participants are charged service fees for any loan and distribution transactions they request. Certain fees assessed by investment fund managers have been offset against net investment income. For the year ended December 31, 2012, the Plan paid administrator fees of $500.

Payment of Benefits
Benefits are recorded when paid.

Forfeited Accounts
At December 31, 2012 and 2011, the Plan had $626 and $621, respectively, of forfeited, non-vested accounts. Forfeitures can be used to pay administrative expenses, at the request of the Employer. For the year ended December 31, 2012, no amounts were used from the forfeiture account.

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

Notes Receivable From Participants
Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

3. Investments (Unaudited)

The following investments at December 31, represented 5 percent or more of the Plan's net assets:

		2012		2011	
Mutual Funds					
Jennison Natural Resources - A	$	--	$	211,278	*
Jennison 20/20 Focus - A	$	164,835	$	135,741	
Blackrock Global Allocation - A	$	215,239	$	156,097	
RS Emerging Markets - A	$	137,629	$	99,543	
Hartford Capital Appreciation - R4+	$	124,894	$	94,576	
Blackrock Equity Dividend - A	$	268,642	$	199,947	
Goldman Sachs Small Cap Value Fund - A	$	204,929	$	169,880	
Common/ Collective Trust					
Invesco Stable Assets Fund	$	352,513	$	284,965	

* Provided for comparative purposes only.

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 $108,358 as follows:

Common/ collective trust	$	2,752
Mutual funds		105,606
	$	108,358

Fair Value Measurements

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; 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 financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value. There have been no changes in the methodologies used for periods presented in these financial statements.

Mutual Funds: Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

Common/Collective Trust: The common/collective trust is valued based on the Plan's pro rata share of the fund's values which are determined by the underlying market value of the stable value fund.

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

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

Assets at Fair Value at 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced	$ 215,239	$ --	$ --	$ 215,239
Fixed income	181,529	--	--	181,529
International equity	223,412	--	--	223,412
Large cap equity	615,947	--	--	615,947
Mid cap equity	21,512	--	--	21,512
Risk based lifestyle	88,618	--	--	88,618
Sector	86,262	--	--	86,262
Small cap equity	204,929	--	--	204,929
Target date lifestyle	39,602	--	--	39,602
Invesco stable asset fund	--	352,513	--	352,513
	$ 1,677,050	$ 352,513	$ --	$ 2,029,563

Assets at Fair Value at 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced	$ 156,097	$ --	$ --	$ 156,097
Fixed income	157,425	--	--	157,425
International equity	164,190	--	--	164,190
Large cap equity	445,482	--	--	445,482
Mid cap equity	16,383	--	--	16,383
Risk based lifestyle	68,173	--	--	68,173
Sector	228,358	--	--	228,358
Small cap equity	169,880	--	--	169,880
Target date lifestyle	6,623	--	--	6,623
Invesco stable asset fund	--	284,965	--	284,965
	$ 1,412,611	$ 284,965	$ --	$ 1,697,576

	Fair Value at December 31, 2012	Fair Value at December 31, 2011	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/ collective trust	$ 352,513	$ 284,965	$ --	Daily	None

The Trust's primary investment objectives are to seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity.

4. Information Certified by Custodian (Unaudited)

No auditing procedures were performed by the independent public accountants as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the custodian. Based on information provided and certified by the custodian, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2012 and 2011.

The following information as of and for the year ended December 31 was prepared from reports certified by the custodian:

	2012	2011
Investments at fair value		
Mutual funds	$ 1,677,050	$ 1,412,611
Common collective trust	$ 352,513	$ 284,965
Notes receivable from participants	$ 35,681	$ 50,089
Net appreciation in fair value of investments	$ 108,358	
Dividends	$ 41,555	
Interest income on notes receivable from participants	$ 2,205	

5. Plan Interest in Common/Collective Trusts (Unaudited)

The Plan invests in the Invesco Stable Asset Fund (formerly named the State Street Global Advisors Stable Value Fund), which is a common/collective trust invested in stable value investment contracts. The Plan's investment in the common/collective trust is reported based on the contract value of the underlying stable value fund investment, which approximates fair value, as reported by State Street Global Advisors. Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. A participant's withdrawal or transfer from the common/collective trust would ordinarily be based on the contract value of the underlying investment.

6. Plan Termination

The Employer intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100 percent vested and non-forfeitable. All participants shall receive a total distribution of their accounts as described in the Plan. Any amount in the forfeiture account upon termination shall be allocated on a pro rata basis to the participants' accounts.

7. Income Tax Status

The Plan adopted a prototype non-standardized profit sharing 401(k) plan. By letter dated March 31, 2008, the Internal Revenue Service ("IRS") has determined that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving this opinion letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009. In addition, there are no tax related interest or penalties for periods presented in these financial statements.

8. Related Party Transactions

The Plan has an investment in a common collective trust that is managed by the custodian of the Plan. These transactions qualify as party-in-interest transactions. In addition, the Plan has certain investment related expenses, which have been offset by net investment income.

9. Reconciliation of Financial Statements to Form 5500

The Plan prepares the financial statements on the accrual basis of accounting which includes recording excess contributions as of the end of the year. However, the IRS Form 5500 does not require the use of the accrual basis of accounting, and, as such, the Plan sponsor prepares the IRS Form 5500 on the cash basis of accounting. Accordingly, the IRS Form 5500 does not include the excess contribution liability as of the end of the year nor does it reflect the change in that amount in the current year's Plan operations.

10. Subsequent Events

The Plan has evaluated subsequent events occurring after the statement of net assets available for benefits date through the date of October 3, 2013, the date for which the financial statements were available to be released. Based upon this evaluation, the Plan has determined that no subsequent events have occurred that require disclosure in or adjustment to the financial statements.

SUPPLEMENTARY INFORMATION

Equity Settlement Services, Inc. 401(k) Plan
Schedule H – Line 4i – Schedule of Assets (Held At End of Year)
ID # 11-3429460, Plan #001
December 31, 2012

	(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
		Mutual funds		
*		Invesco	Global Health Care - A	$ 636
		Blackrock	Global Allocation - A	215,239
		DWS	Global High Income - S	57,576
		Fidelity	Advisor Leveraged Company Stock - T	21,512
		Goldman Sachs	Equity Growth Strategy - A	28,131
		Goldman Sachs	Balanced Strategy - A	60,487
		Jennison	Natural Resources - A	45,634
		Pimco	Total Return - A	29,744
		Pimco	Real Return - A	23,143
		T. Rowe Price	Retirement Income	4,999
		T. Rowe Price	Retirement Income - 2010	838
		T. Rowe Price	Retirement Income - 2020	3,662
		T. Rowe Price	Retirement Income - 2030	18,272
		T. Rowe Price	Retirement Income - 2040	6,364
		T. Rowe Price	Retirement Income - 2050	5,467
		Oppenheimer	Global Strategic Income - A	32,788
		Columbia Seligman	Communication and Information - A	1,036
		Thornburg	International Value - A	2,716
		Jennison	20/20 Focus - A	164,835
		Oppenheimer	Gold and Special Minerals - A	38,956
		Putnam	American Government Inc FD-A	1,385
		RS	Emerging Markets - A	137,629
		Hartford	Capital Appreciation - R4+	124,894
		Janus	Overseas - S+	83,067
		Blackrock	Equity Dividend - A	268,642
		Prudential	Short-Term Corporate Bond - A	94,469
		Goldman Sachs	Small Cap Value Fund- A	204,929
		Total mutual funds		1,677,050
		Common collective trust		
*		Invesco	Stable Asset Fund	352,513
*		Notes receivable from participants	Interest rate at 5.25 percent, maturity dates through 2015	35,681
				$ 2,065,244

* Represents a party-in-interest.

See Independent Auditors' Report.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name EQUITY SETTLEMENT SERVICES INC 401(K) PLAN **EIN:** 11-3429460
Plan Sponsor's Name EQUITY SETTLEMENT SERVICES INC **PN:** 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
	INVESCO GLOBAL HEALTH CARE - A	REGISTERED INVESTMENT COMPANY		636
	BLACKROCK GLOBAL ALLOCATION A	REGISTERED INVESTMENT COMPANY		215,239
	DWS GLOBAL HIGH INCOME S	REGISTERED INVESTMENT COMPANY		57,576
	FIDELITY ADVISOR LEV CO STK -T	REGISTERED INVESTMENT COMPANY		21,512
	GS EQUITY GROWTH STRATEGY - A	REGISTERED INVESTMENT COMPANY		28,131
	GS BALANCED STRATEGY - A	REGISTERED INVESTMENT COMPANY		60,487
	JENNISON NATURAL RESOURCES - A	REGISTERED INVESTMENT COMPANY		45,634

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name EQUITY SETTLEMENT SERVICES INC 401(K) PLAN **EIN:** 11-3429460
Plan Sponsor's Name EQUITY SETTLEMENT SERVICES INC **PN:** 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
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		29,744
	PIMCO REAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		23,143
	T.ROWE PRICE RETIREMENT 2010-R	REGISTERED INVESTMENT COMPANY		838
	T.ROWE PRICE RETIREMENT 2020-R	REGISTERED INVESTMENT COMPANY		3,662
	T. ROWE PRICE RETIRE 2050 - R	REGISTERED INVESTMENT COMPANY		5,467
	T.ROWE PRICE RETIREMENT 2030-R	REGISTERED INVESTMENT COMPANY		18,272
	T. ROWE PRICE RETIREMENT INC-R	REGISTERED INVESTMENT COMPANY		4,999

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name EQUITY SETTLEMENT SERVICES INC 401(K) PLAN **EIN:** 11-3429460
Plan Sponsor's Name EQUITY SETTLEMENT SERVICES INC **PN:** 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
	T.ROWE PRICE RETIREMENT 2040-R	REGISTERED INVESTMENT COMPANY		6,364
	OPPENHEIMER GLBL STRAT INC A	REGISTERED INVESTMENT COMPANY		32,788
	COL SEL COMM & INFO A	REGISTERED INVESTMENT COMPANY		1,036
	THORNBURG INTL VALUE - R4	REGISTERED INVESTMENT COMPANY		2,716
	JENNISON 20/20 FOCUS - A	REGISTERED INVESTMENT COMPANY		164,835
	OPPENHEIMER GOLD & SPEC MIN -A	REGISTERED INVESTMENT COMPANY		38,956
	PUTNAM AMER GOVT INC FD - A	REGISTERED INVESTMENT COMPANY		1,385

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name EQUITY SETTLEMENT SERVICES INC 401(K) PLAN **EIN:** 11-3429460
Plan Sponsor's Name EQUITY SETTLEMENT SERVICES INC **PN:** 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
	RS EMERGING MARKETS FUND - A	REGISTERED INVESTMENT COMPANY		137,629
	HARTFORD CAPITAL APPR - R4	REGISTERED INVESTMENT COMPANY		124,894
	JANUS OVERSEAS FUND - S	REGISTERED INVESTMENT COMPANY		83,067
	BLACKROCK EQUITY DIVIDEND - A	REGISTERED INVESTMENT COMPANY		268,642
	PRU SHORT-TERM CORP BOND - A	REGISTERED INVESTMENT COMPANY		94,469
	GS SMALL CAP VALUE FUND - A	REGISTERED INVESTMENT COMPANY		204,929
	PARTICIPANT LOANS	INTEREST RATES (5.25% TO 10.25%)		35,681

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name EQUITY SETTLEMENT SERVICES INC 401(K) PLAN **EIN:** 11-3429460
Plan Sponsor's Name EQUITY SETTLEMENT SERVICES INC **PN:** 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
	INVESCO STABLE ASSET	COMMON/COLLECTIVE TRUST		352,513