

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ROUND2, INC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2011</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2011</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2011</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROUND2, INC</u> <u>1340 AIRPORT COMMERCE DRIVE</u> <u>BUILDING 3, SUITE 300</u> <u>AUSTIN, TX 78741</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-3923020</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>469-645-2131</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>423600</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-3923020</u>	2c Sponsor's telephone number <u>469-645-2131</u>	2d Business code (see instructions) <u>423600</u>	
2b Employer Identification Number (EIN) <u>26-3923020</u>					
2c Sponsor's telephone number <u>469-645-2131</u>					
2d Business code (see instructions) <u>423600</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/11/2013</u> Date	<u>JESSICA CANO</u> 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 ☒ 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		5 124
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	135
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	59
d Subtotal. Add lines 6a , 6b , and 6c	6d	194
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	194
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	170
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 2K 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) 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 <u>ROUND2, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUND2, INC</u>	D Employer Identification Number (EIN) <u>26-3923020</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

13-4064930

(b) Enter name and EIN or address of person who provided you disclosure 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 disclosures on eligible indirect compensation
AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

(b) Enter name and EIN or address of person who provided you disclosures 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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE 03N
SMITHFIELD, RI 02917

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

(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

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

NUVEEN INVESTMENTS

333 W. WACKER DR
CHICAGO, IL 60606

(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

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?
15 50 64 49 99	RECORD KEEPER	406	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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 ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation ALLIANCEBERNSTEIN L.P. 13-4064930		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2		
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 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2		
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.		
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 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.	
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 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.	
COLUMBIA ONE FINANCIAL CENTER MA5-515-14-01 BOSTON, MA 02111	ANNUAL RATE 0.00500 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.	
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE 03N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS 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.	
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 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 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 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	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.	
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00780 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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00500 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.
NUVEEN INVESTMENTS 333 W. WACKER DR CHICAGO, IL 60606	ANNUAL RATE 0.00500 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.
PRUDENTIAL INVESTMENTS LLC 22-3468527	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 0.00250 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.	
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00500 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
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ROUND2, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROUND2, INC</u>	D Employer Identification Number (EIN) <u>26-3923020</u>	

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)
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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 <u>27-3884161-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>959</u>
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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)
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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)
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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)
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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)
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ROUND2, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUND2, INC</u>	D Employer Identification Number (EIN) <u>26-3923020</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	24499	1890
	(9) Value of interest in common/collective trusts.....	1c(9)	2218	959
	(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)	204872	311159
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	231589	314008

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	231589	314008
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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)	130687	
(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)		130687
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)	965	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		965
(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)	7833	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7833
(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)		24
(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)		19102
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		158611

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20855	
(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)		20855
f Corrective distributions (see instructions)	2f		38584
g Certain deemed distributions of participant loans (see instructions).....	2g		16346
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)	407	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		407
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		76192

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		82419
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **MAYER HOFFMAN MCCANN P.C.**

(2) EIN: **43-1947695**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		24000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

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

A Name of plan <u>ROUND2, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUND2, INC</u>	D Employer Identification Number (EIN) <u>26-3923020</u>

Part I	Distributions
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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	<u>0</u>
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): <u>57-1198022</u>		
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 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
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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
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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):

ROUND2, INC. 401(k) PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2012 and 2011

ROUND2, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Committee of Avnet, Inc.

ROUND2, INC. 401(k) PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Round2, Inc. 401(k) Plan** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and December 31, 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 U.S. generally accepted accounting principles; 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 audit in accordance with U.S. generally accepted auditing standards. 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 5, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

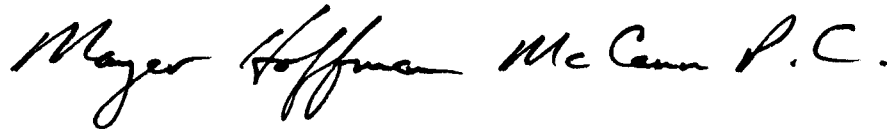
Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Phoenix, Arizona
October 8, 2013

A handwritten signature in black ink that reads "Mayer Hoffman McCann P.C." in a cursive, flowing script.

ROUND2, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS		
Mutual funds	\$ 311,159	\$ 204,872
Common collective trust	991	2,265
Total investments	<u>312,150</u>	<u>207,137</u>
RECEIVABLES		
Notes receivable from participants	1,890	24,499
Employer contributions	13,274	-
Participant contributions	<u>4,221</u>	<u>8,018</u>
Total receivables	<u>19,385</u>	<u>32,517</u>
TOTAL ASSETS	331,535	239,654
LIABILITIES - excess contributions payable	<u>-</u>	<u>(38,584)</u>
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	331,535	201,070
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT	<u>(32)</u>	<u>(47)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 331,503</u>	<u>\$ 201,023</u>

See Notes to Financial Statements

ROUND2, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS

Contributions:

Participant contributions	\$ 126,890
Employer contributions	<u>13,274</u>
Total contributions	<u>140,164</u>

Interest income on notes receivable from participants	<u>965</u>
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Investment income:

Net appreciation in fair value of investments	19,103
Interest and dividends	<u>7,856</u>
Total investment income	<u>26,959</u>

Total additions	<u>168,088</u>
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DEDUCTIONS

Benefits paid to participants	37,201
Administrative fees	<u>407</u>
Total deductions	<u>37,608</u>

NET INCREASE	130,480
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NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>201,023</u>
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NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 331,503</u>
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See Notes to Financial Statements

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the **Round2, Inc. 401(k) Plan** (the "Plan"), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

- A. **General** – The Plan is a prototype defined contribution plan which covers all employees who meet specified service requirements of Round2, Inc. (the "Company"). On January 3, 2012, Avnet, Inc. ("Avnet") acquired all of the outstanding stock of the Company, which then became a wholly owned subsidiary of Avnet. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Eligibility requirements of the Plan are three months of service and attaining the age of 21.
- B. **Participation** – The Plan covers all employees of the Company, except those covered by certain collective bargaining agreements with the Company.
- C. **Contributions** – Employees may contribute from 1% to 50% of their compensation on a pre-tax basis, subject to certain Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. The Company may also make discretionary matching contributions to the Plan. During 2012, the Company elected to match 15% of the first 6% of compensation that a participant contributes to the Plan.
- D. **Participant accounts** – Each participant's account is credited with the participant's contributions, Company matching contributions and an allocation of Plan earnings. Allocations are based on participant compensation, contributions or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- E. **Vesting** – Participants are immediately vested in their contributions plus actual earnings thereon. In the event of termination for reasons other than death, retirement, or disability, a participant shall vest in the Company contributions portion of their accounts plus earnings, based on the following schedule:
 - 1. 20% after completion of two years of service
 - 2. 40% after completion of three years of service
 - 3. 60% after completion of four years of service
 - 4. 80% after completion of five years of service
 - 5. 100% after completion of six years of service
- F. **Payment of benefits** – Participants are entitled to receive a distribution of the vested portion of their account upon termination of employment, retirement, or permanent disability.
- G. **Forfeitures** – Forfeited Company contributions may be used to reduce future Company contributions. There were no forfeited non-vested accounts at December 31, 2012 and 2011, and no forfeitures were used to reduce Company contributions during the year ended December 31, 2012.
- H. **Administrative expenses** – Substantially all administrative expenses of the Plan are paid by the Company.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(2) Significant accounting policies

The significant accounting policies followed by the Plan are as follows:

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting. Accordingly, income and contributions are recognized when earned and expenses are recorded when incurred.

Management's use of estimates – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of net assets and the reported amounts of additions to and deductions from net assets. Actual results may differ from those estimates.

Investment valuation – Investments in shares of mutual funds are stated at net asset value, which are readily determinable fair values of those shares as they are published daily and are the basis for current transactions. Investments in the common collective trust is valued at unit value, which is based on the aggregate fair values of the underlying assets in relation to the total number of units outstanding. The purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

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

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

Payment of benefits – Payment of benefits are recorded when paid.

Subsequent events – Plan management has evaluated subsequent events through October 8, 2013, which is the date the financial statements of the Plan were available to be issued.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(3) Investments

Participant contributions to the Plan may be invested at the discretion of the participant into a common collective trust fund and a variety of mutual funds.

The following presents investments at fair value that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

	<u>2012</u>
American Century One Choice 2035 Portfolio	\$ 96,176
PIMCO Total Return Fund	46,086
American Century One Choice 2045 Portfolio	23,871
BlackRock Equity Dividend Fund	20,239
American Century One Choice 2015 Portfolio	18,284
	<u>2011</u>
American Century One Choice 2035 Portfolio	\$ 63,194
BlackRock Global Allocation Fund	23,100
BlackRock Equity Dividend Fund	13,952
Fidelity Advisor Small Cap Fund	11,494
Columbia Seligman Communications and Information Fund	11,265
Prudential Jennison Natural Resources Fund	10,980
American Century One Choice 2015 Portfolio	10,608

During the year ended December 31, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$19,103.

(4) Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(4) Fair value measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$ 148,401	\$ -	\$ -	\$ 148,401
Bond	58,605	-	-	58,605
Large cap	27,463	-	-	27,463
Risk based	19,388	-	-	19,388
Technology	16,284	-	-	16,284
Utilities	14,296	-	-	14,296
Small/mid cap	12,119	-	-	12,119
Natural resources	9,867	-	-	9,867
Foreign equity	3,189	-	-	3,189
Real estate	1,547	-	-	1,547
Total mutual funds	311,159	-	-	311,159
Common collective trust	-	991	-	991
Total investments at fair value	\$ 311,159	\$ 991	\$ -	\$ 312,150

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$ 81,703	\$ -	\$ -	\$ 81,703
Bond	17,769	-	-	17,769
Large cap	25,573	-	-	25,573
Risk based	28,927	-	-	28,927
Technology	11,265	-	-	11,265
Utilities	8,401	-	-	8,401
Small/mid cap	15,694	-	-	15,694
Natural resources	10,980	-	-	10,980
Foreign equity	4,198	-	-	4,198
Real estate	362	-	-	362
Total mutual funds	204,872	-	-	204,872
Common collective trust	-	2,265	-	2,265
Total investments at fair value	\$ 204,872	\$ 2,265	\$ -	\$ 207,137

The Plan's investment in the common collective trust is stated at unit value, or the equivalent of net asset value, which is a practical expedient for estimating the fair values of those investments. The common collective trust has no unfunded commitments as of December 31, 2012, and can be redeemed daily with no redemption notice period or other redemption restrictions.

The common collective trust held by the Plan invests in a fixed income stable value portfolio. The common collective trust provides a steady return with medium volatility and assists with capital preservation and income generation.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(5) Information certified by the trustee

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

- Investments, at fair value
- Notes receivable from participants
- Net appreciation in fair value of investments
- Interest and dividends
- Interest income on notes receivable from participants
- Schedule of assets (held at end of year)

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

(6) Notes receivable from participants

A participant is entitled to borrow an amount not to exceed 50% of their vested account balance, up to a maximum of \$50,000 (but not less than \$500). Participant loans are measured at their unpaid principal balance plus accrued interest.

The loans must be repaid over terms not to exceed five years for general purpose loans and up to 30 years for primary residence loans. Loan repayments must be made in equal installments through payroll reductions. The loan may be repaid in its entirety at any time prior to the maturity date without penalty. All loans include fixed interest rates equal to the prevailing rates for loans of a similar type at a major commercial lending institution.

(7) Plan termination

While it is the Company's intention to continue the Plan, the Company has the right to terminate the Plan provided all Company contributions due at the termination date have been paid. In the event the Plan terminates, participants will become 100% vested in their account balance as of the termination date.

(8) Tax status

The Plan is operating under a prototype plan, which received a favorable opinion letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the prototype plan was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Management has not obtained an individual determination letter for the Plan. The prototype plan has been amended since receipt of the opinion letter to comply with changes in IRS and ERISA regulations. Management and the Plan administrator believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust is tax exempt at December 31, 2012. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(9) Party-in-interest transactions

Plan investments are managed by State Street Bank and Trust Company, the Plan's trustee, as defined by the Plan. Therefore, transactions with the trustee qualify as party-in-interest transactions.

During the year ended December 31, 2012, the Plan paid \$407 to State Street Bank and Trust Company for distribution fees and investment management fees.

(10) Excess contributions payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits. As of December 31, 2011 excess amounts due to participants totaled \$38,584. These amounts have been reflected as excess contributions payable in the accompanying financial statements.

(11) Reconciliation of financial statements to Form 5500

The following is a reconciliation of the financial statements as of December 31, 2012 and 2011 to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 331,503	\$ 201,023
Employer contributions receivable	(13,274)	-
Employee contributions receivable	(4,221)	(8,018)
Excess contributions payable	-	38,584
Total net assets per Form 5500	<u>\$ 314,008</u>	<u>\$ 231,589</u>

The following is a reconciliation of net increase as reported in the financial statements for the year ended December 31, 2012 to net income as reported in Form 5500:

Net increase per the financial statements	\$ 130,480
Employer contributions receivable	(13,274)
Change in employee contributions receivable	3,797
Prior year excess contributions payable	(38,584)
Net income per Form 5500	<u>\$ 82,419</u>

SUPPLEMENTAL SCHEDULE

ROUND2, INC. 401(k) PLAN

EIN: 26-3923020

Plan #001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Mutual funds				
	PIMCO Low Duration Fund	Bond Mutual Fund	**	\$ 298
	PIMCO Total Return Fund	Bond Mutual Fund	**	46,086
	Franklin Strategic Income Fund	Bond Mutual Fund	**	7,825
	Franklin High Income Fund	Bond Mutual Fund	**	3,628
	AllianceBernstein Global Bond Fund	Bond Mutual Fund	**	768
	American Century One Choice In Retirement Portfolio	Target Date Mutual Fund	**	2,282
	American Century One Choice 2015 Portfolio	Target Date Mutual Fund	**	18,284
	American Century One Choice 2025 Portfolio	Target Date Mutual Fund	**	7,788
	American Century One Choice 2035 Portfolio	Target Date Mutual Fund	**	96,176
	American Century One Choice 2045 Portfolio	Target Date Mutual Fund	**	23,871
	American Century Strategic Allocation: Moderate Fund	Risk Based Mutual Fund	**	62
	American Century Strategic Allocation: Aggressive Fund	Risk Based Mutual Fund	**	3,501
	BlackRock Global Allocation Fund, Inc.	Risk Based Mutual Fund	**	15,825
	BlackRock Equity Dividend Fund	Large Cap Mutual Fund	**	20,239
	RS Large Cap Alpha Fund	Large Cap Mutual Fund	**	4,900
	Janus Forty Fund	Large Cap Mutual Fund	**	2,324
	Fidelity Advisor Leveraged Company Stock Fund	Mid-Cap Blend Mutual Fund	**	4,114
	Fidelity Advisor Small Cap Fund	Small Blend Mutual Fund	**	8,005
	Thornburg International Value Fund	Foreign Equity Mutual Fund	**	2,408
	Franklin Mutual Global Discovery Fund	Foreign Equity Mutual Fund	**	781
	Prudential Jennison Natural Resources Fund	Natural Resources Mutual Fund	**	9,867
	Nuveen Real Estate Securities Fund	Real Estate Mutual Fund	**	1,547
	Columbia Seligman Communications and Information Fund	Technology Mutual Fund	**	16,284
	Prudential Jennison Utility Fund	Utilities Mutual Fund	**	14,296
				<u>311,159</u>
	Invesco Stable Asset Fund	Common Collective Trust	**	991
	Participant loans	Notes receivable with interest rates of 4.25% - 5.25% maturing through 2017	-0-	<u>1,890</u>
	TOTAL ASSETS (HELD AT END OF YEAR)			<u>\$ 314,040</u>

* Denotes a party-in-interest

** Investments are participant directed, therefore disclosure of cost is not required.

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.

ROUND2, INC. 401(k) PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2012 and 2011

ROUND2, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Committee of Avnet, Inc.

ROUND2, INC. 401(k) PLAN

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Basis for Disclaimer of Opinion

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Disclaimer of Opinion

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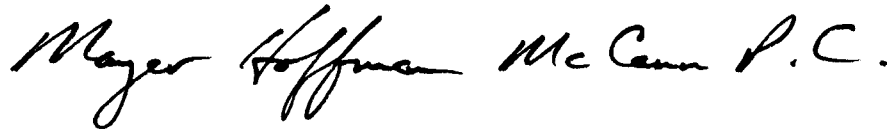
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Phoenix, Arizona
October 8, 2013

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ROUND2, INC. 401(k) PLAN

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December 31, 2012 and 2011

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See Notes to Financial Statements

ROUND2, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS

Contributions:

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NET INCREASE	130,480
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NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>201,023</u>
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NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 331,503</u>
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ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

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- A. **General** – The Plan is a prototype defined contribution plan which covers all employees who meet specified service requirements of Round2, Inc. (the "Company"). On January 3, 2012, Avnet, Inc. ("Avnet") acquired all of the outstanding stock of the Company, which then became a wholly owned subsidiary of Avnet. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Eligibility requirements of the Plan are three months of service and attaining the age of 21.
- B. **Participation** – The Plan covers all employees of the Company, except those covered by certain collective bargaining agreements with the Company.
- C. **Contributions** – Employees may contribute from 1% to 50% of their compensation on a pre-tax basis, subject to certain Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. The Company may also make discretionary matching contributions to the Plan. During 2012, the Company elected to match 15% of the first 6% of compensation that a participant contributes to the Plan.
- D. **Participant accounts** – Each participant's account is credited with the participant's contributions, Company matching contributions and an allocation of Plan earnings. Allocations are based on participant compensation, contributions or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- E. **Vesting** – Participants are immediately vested in their contributions plus actual earnings thereon. In the event of termination for reasons other than death, retirement, or disability, a participant shall vest in the Company contributions portion of their accounts plus earnings, based on the following schedule:
 - 1. 20% after completion of two years of service
 - 2. 40% after completion of three years of service
 - 3. 60% after completion of four years of service
 - 4. 80% after completion of five years of service
 - 5. 100% after completion of six years of service
- F. **Payment of benefits** – Participants are entitled to receive a distribution of the vested portion of their account upon termination of employment, retirement, or permanent disability.
- G. **Forfeitures** – Forfeited Company contributions may be used to reduce future Company contributions. There were no forfeited non-vested accounts at December 31, 2012 and 2011, and no forfeitures were used to reduce Company contributions during the year ended December 31, 2012.
- H. **Administrative expenses** – Substantially all administrative expenses of the Plan are paid by the Company.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(2) Significant accounting policies

The significant accounting policies followed by the Plan are as follows:

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting. Accordingly, income and contributions are recognized when earned and expenses are recorded when incurred.

Management's use of estimates – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of net assets and the reported amounts of additions to and deductions from net assets. Actual results may differ from those estimates.

Investment valuation – Investments in shares of mutual funds are stated at net asset value, which are readily determinable fair values of those shares as they are published daily and are the basis for current transactions. Investments in the common collective trust is valued at unit value, which is based on the aggregate fair values of the underlying assets in relation to the total number of units outstanding. The purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

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

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

Payment of benefits – Payment of benefits are recorded when paid.

Subsequent events – Plan management has evaluated subsequent events through October 8, 2013, which is the date the financial statements of the Plan were available to be issued.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(3) Investments

Participant contributions to the Plan may be invested at the discretion of the participant into a common collective trust fund and a variety of mutual funds.

The following presents investments at fair value that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

	<u>2012</u>
American Century One Choice 2035 Portfolio	\$ 96,176
PIMCO Total Return Fund	46,086
American Century One Choice 2045 Portfolio	23,871
BlackRock Equity Dividend Fund	20,239
American Century One Choice 2015 Portfolio	18,284
	<u>2011</u>
American Century One Choice 2035 Portfolio	\$ 63,194
BlackRock Global Allocation Fund	23,100
BlackRock Equity Dividend Fund	13,952
Fidelity Advisor Small Cap Fund	11,494
Columbia Seligman Communications and Information Fund	11,265
Prudential Jennison Natural Resources Fund	10,980
American Century One Choice 2015 Portfolio	10,608

During the year ended December 31, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$19,103.

(4) Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(4) Fair value measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$ 148,401	\$ -	\$ -	\$ 148,401
Bond	58,605	-	-	58,605
Large cap	27,463	-	-	27,463
Risk based	19,388	-	-	19,388
Technology	16,284	-	-	16,284
Utilities	14,296	-	-	14,296
Small/mid cap	12,119	-	-	12,119
Natural resources	9,867	-	-	9,867
Foreign equity	3,189	-	-	3,189
Real estate	1,547	-	-	1,547
Total mutual funds	311,159	-	-	311,159
Common collective trust	-	991	-	991
Total investments at fair value	\$ 311,159	\$ 991	\$ -	\$ 312,150

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$ 81,703	\$ -	\$ -	\$ 81,703
Bond	17,769	-	-	17,769
Large cap	25,573	-	-	25,573
Risk based	28,927	-	-	28,927
Technology	11,265	-	-	11,265
Utilities	8,401	-	-	8,401
Small/mid cap	15,694	-	-	15,694
Natural resources	10,980	-	-	10,980
Foreign equity	4,198	-	-	4,198
Real estate	362	-	-	362
Total mutual funds	204,872	-	-	204,872
Common collective trust	-	2,265	-	2,265
Total investments at fair value	\$ 204,872	\$ 2,265	\$ -	\$ 207,137

The Plan's investment in the common collective trust is stated at unit value, or the equivalent of net asset value, which is a practical expedient for estimating the fair values of those investments. The common collective trust has no unfunded commitments as of December 31, 2012, and can be redeemed daily with no redemption notice period or other redemption restrictions.

The common collective trust held by the Plan invests in a fixed income stable value portfolio. The common collective trust provides a steady return with medium volatility and assists with capital preservation and income generation.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(5) Information certified by the trustee

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

- Investments, at fair value
- Notes receivable from participants
- Net appreciation in fair value of investments
- Interest and dividends
- Interest income on notes receivable from participants
- Schedule of assets (held at end of year)

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

(6) Notes receivable from participants

A participant is entitled to borrow an amount not to exceed 50% of their vested account balance, up to a maximum of \$50,000 (but not less than \$500). Participant loans are measured at their unpaid principal balance plus accrued interest.

The loans must be repaid over terms not to exceed five years for general purpose loans and up to 30 years for primary residence loans. Loan repayments must be made in equal installments through payroll reductions. The loan may be repaid in its entirety at any time prior to the maturity date without penalty. All loans include fixed interest rates equal to the prevailing rates for loans of a similar type at a major commercial lending institution.

(7) Plan termination

While it is the Company's intention to continue the Plan, the Company has the right to terminate the Plan provided all Company contributions due at the termination date have been paid. In the event the Plan terminates, participants will become 100% vested in their account balance as of the termination date.

(8) Tax status

The Plan is operating under a prototype plan, which received a favorable opinion letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the prototype plan was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Management has not obtained an individual determination letter for the Plan. The prototype plan has been amended since receipt of the opinion letter to comply with changes in IRS and ERISA regulations. Management and the Plan administrator believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust is tax exempt at December 31, 2012. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

ROUND2, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(9) Party-in-interest transactions

Plan investments are managed by State Street Bank and Trust Company, the Plan's trustee, as defined by the Plan. Therefore, transactions with the trustee qualify as party-in-interest transactions.

During the year ended December 31, 2012, the Plan paid \$407 to State Street Bank and Trust Company for distribution fees and investment management fees.

(10) Excess contributions payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits. As of December 31, 2011 excess amounts due to participants totaled \$38,584. These amounts have been reflected as excess contributions payable in the accompanying financial statements.

(11) Reconciliation of financial statements to Form 5500

The following is a reconciliation of the financial statements as of December 31, 2012 and 2011 to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 331,503	\$ 201,023
Employer contributions receivable	(13,274)	-
Employee contributions receivable	(4,221)	(8,018)
Excess contributions payable	-	38,584
Total net assets per Form 5500	<u>\$ 314,008</u>	<u>\$ 231,589</u>

The following is a reconciliation of net increase as reported in the financial statements for the year ended December 31, 2012 to net income as reported in Form 5500:

Net increase per the financial statements	\$ 130,480
Employer contributions receivable	(13,274)
Change in employee contributions receivable	3,797
Prior year excess contributions payable	(38,584)
Net income per Form 5500	<u>\$ 82,419</u>

SUPPLEMENTAL SCHEDULE

ROUND2, INC. 401(k) PLAN

EIN: 26-3923020

Plan #001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Mutual funds				
	PIMCO Low Duration Fund	Bond Mutual Fund	**	\$ 298
	PIMCO Total Return Fund	Bond Mutual Fund	**	46,086
	Franklin Strategic Income Fund	Bond Mutual Fund	**	7,825
	Franklin High Income Fund	Bond Mutual Fund	**	3,628
	AllianceBernstein Global Bond Fund	Bond Mutual Fund	**	768
	American Century One Choice In Retirement Portfolio	Target Date Mutual Fund	**	2,282
	American Century One Choice 2015 Portfolio	Target Date Mutual Fund	**	18,284
	American Century One Choice 2025 Portfolio	Target Date Mutual Fund	**	7,788
	American Century One Choice 2035 Portfolio	Target Date Mutual Fund	**	96,176
	American Century One Choice 2045 Portfolio	Target Date Mutual Fund	**	23,871
	American Century Strategic Allocation: Moderate Fund	Risk Based Mutual Fund	**	62
	American Century Strategic Allocation: Aggressive Fund	Risk Based Mutual Fund	**	3,501
	BlackRock Global Allocation Fund, Inc.	Risk Based Mutual Fund	**	15,825
	BlackRock Equity Dividend Fund	Large Cap Mutual Fund	**	20,239
	RS Large Cap Alpha Fund	Large Cap Mutual Fund	**	4,900
	Janus Forty Fund	Large Cap Mutual Fund	**	2,324
	Fidelity Advisor Leveraged Company Stock Fund	Mid-Cap Blend Mutual Fund	**	4,114
	Fidelity Advisor Small Cap Fund	Small Blend Mutual Fund	**	8,005
	Thornburg International Value Fund	Foreign Equity Mutual Fund	**	2,408
	Franklin Mutual Global Discovery Fund	Foreign Equity Mutual Fund	**	781
	Prudential Jennison Natural Resources Fund	Natural Resources Mutual Fund	**	9,867
	Nuveen Real Estate Securities Fund	Real Estate Mutual Fund	**	1,547
	Columbia Seligman Communications and Information Fund	Technology Mutual Fund	**	16,284
	Prudential Jennison Utility Fund	Utilities Mutual Fund	**	14,296
				<u>311,159</u>
	Invesco Stable Asset Fund	Common Collective Trust	**	991
	Participant loans	Notes receivable with interest rates of 4.25% - 5.25% maturing through 2017	-0-	<u>1,890</u>
	TOTAL ASSETS (HELD AT END OF YEAR)			<u>\$ 314,040</u>

* Denotes a party-in-interest

** Investments are participant directed, therefore disclosure of cost is not required.

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

Plan Name ROUND2, INC 401(K) PLAN

EIN: 26-3923020

Plan Sponsor's Name ROUND2, 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
	ALLIANBERN GLOB BD - R	REGISTERED INVESTMENT COMPANY		768
	AMERCENT STRAT ALLO AGG - R	REGISTERED INVESTMENT COMPANY		3,501
	AMERCENT STRATALLO MODERATE -R	REGISTERED INVESTMENT COMPANY		62
	BLACKROCK EQUITY DIVIDEND - R	REGISTERED INVESTMENT COMPANY		20,239
	BLACKROCK GLOBAL ALLOCATION R	REGISTERED INVESTMENT COMPANY		15,825
	AMERCENT LIVESTRG 2015PORT - R	REGISTERED INVESTMENT COMPANY		18,284
	AMERCENT LIVESTRG INC PORT - R	REGISTERED INVESTMENT COMPANY		2,282

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

Plan Name ROUND2, INC 401(K) PLAN

EIN: 26-3923020

Plan Sponsor's Name ROUND2, 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
	AMERCENT LIVESTRG 2025PORT - R	REGISTERED INVESTMENT COMPANY		7,788
	AMERICAN CENT LIVESTRONG 2045R	REGISTERED INVESTMENT COMPANY		23,871
	AMERCENT LIVESTRG 2035PORT - R	REGISTERED INVESTMENT COMPANY		96,176
	FIDELITY ADVISOR LEV CO STK -T	REGISTERED INVESTMENT COMPANY		4,114
	FIDELITY ADVISOR SMALL CAP - T	REGISTERED INVESTMENT COMPANY		8,005
	FRANKLIN HIGH INCOME - R	REGISTERED INVESTMENT COMPANY		3,628
	FRANKLIN MUT GLB DISC - R	REGISTERED INVESTMENT COMPANY		781

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

Plan Name ROUND2, INC 401(K) PLAN

EIN: 26-3923020

Plan Sponsor's Name ROUND2, 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
	FRANKLIN STRATEGIC INCOME - R	REGISTERED INVESTMENT COMPANY		7,825
	NUVEEN REAL EST SECURITIES R3	REGISTERED INVESTMENT COMPANY		1,547
	JENNISON NATURAL RESOURCES - R	REGISTERED INVESTMENT COMPANY		9,867
	PRUDENTIAL JENNISON UTILITY R	REGISTERED INVESTMENT COMPANY		14,296
	RS LARGE CAP ALPHA FUND - K	REGISTERED INVESTMENT COMPANY		4,900
	PIMCO TOTAL RETURN FUND - R	REGISTERED INVESTMENT COMPANY		46,086
	PIMCO LOW DURATION FUND - R	REGISTERED INVESTMENT COMPANY		298

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

Plan Name ROUND2, INC 401(K) PLAN

EIN: 26-3923020

Plan Sponsor's Name ROUND2, 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
	COL SEL COMM & INFO R	REGISTERED INVESTMENT COMPANY		16,284
	THORNBURG INTERN VALUE FD - R3	REGISTERED INVESTMENT COMPANY		2,408
	JANUS FORTY FUND - R	REGISTERED INVESTMENT COMPANY		2,324
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 5.25%)		1,890
	INVESCO STABLE ASSET	COMMON/COLLECTIVE TRUST		959