

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <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>CHR SERVICES, LLC 401(K) PROFIT SHARING AND INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>004</u> 1c Effective date of plan <u>07/01/1987</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CHR SERVICES, LLC</u> <u>2711 LBJ FREEWAY, SUITE 560</u> <u>DALLAS, TX 75234</u>	2b Employer Identification Number (EIN) <u>27-1731843</u> 2c Sponsor's telephone number <u>972-892-7554</u> 2d Business code (see instructions) <u>541330</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.	10/11/2013	STACEY HOFFMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ 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		5 493
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 442	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 109	
d Subtotal. Add lines 6a , 6b , and 6c	6d 551	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 551	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 477	
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 2R 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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 CHR SERVICES, LLC 401(K) PROFIT SHARING AND INVESTMENT PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 CHR SERVICES, LLC	D Employer Identification Number (EIN) 27-1731843	

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
WILMINGTON TRUST COMPANY

86-0691833

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

MILLIMAN, INC.

91-0675641

(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 17 36 37 38 50 59 64 70	NONE	65554	Yes ☒ No ☐	Yes ☐ No ☒	42516	Yes ☐ No ☒

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

WILMINGTON TRUST COMPANY

86-0691833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 59	NONE	0	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 ☐

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
MILLIMAN, INC.	15 17 36 37 38 59 64 70	1713
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DREYFUS</p> <p>13-2614959</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MILLIMAN, INC.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">15 17 36 37 38 59 64 70</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">40803</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>WILMINGTON TRUST COMPANY</p> <p>86-0691833</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <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 01/01/2012 and ending 12/31/2012		
A Name of plan CHR SERVICES, LLC 401(K) PROFIT SHARING AND INVESTMENT PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 CHR SERVICES, LLC	D Employer Identification Number (EIN) 27-1731843	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	32976	6960
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)	119073	124035
(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)	290744	344196
(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)	564160	533077
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	15205816	15518494
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	279276	321653

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	16492045	16848415

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	16492045	16848415
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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)	1328127	
(C) Others (including rollovers)	2a(1)(C)	300922	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1629049
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(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)	27705	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		27710
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	5195	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	549231	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		554426
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	-9654	
(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)		-9654
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1340771
c Other income.....	2c		1750
d Total income. Add all income amounts in column (b) and enter total.....	2d		3544052

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3122128	
(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)		3122128
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	65554	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		65554
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3187682

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		356370
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: CARLON & MILLAR, PROF. LLC

(2) EIN: 46-0434964

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.
---	--	--

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

A Name of plan <u>CHR SERVICES, LLC 401(K) PROFIT SHARING AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHR SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>27-1731843</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>27-1228437</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
-----------------	-------------------

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): _____

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
CHR Solutions, Inc. 401(k) Profit Sharing and Investment Plan
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of CHR solutions, Inc. 401(k) Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion on the 2012 Financial Statements* 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 on the 2012 Financial Statements

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 investment assets held by Wilmington Trust, the trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2012 financial statements, except for comparing the information provided by the trustee, which is summarized in Note 3, with the related information included in the financial statements.

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of opinion on the 2012 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the 2012 financial statements as a whole.

Auditor's Responsibility for the 2011 Financial Statements

Our responsibility is to express an opinion on the 2011 financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2011 financial statements.

Opinion on the 2011 Financial Statements

In our opinion, the financial statements referred to above, of CHR Solutions, Inc. 401(k) Profit Sharing and Investment Plan as of December 31, 2011, and for the year then ended, present fairly in all material respects, the net assets available for benefits of the Plan as of December 31, 2011, and the changes in net assets available for benefits for the year ended December 31, 2011, in accordance with accounting principles generally accepted in the United States of America.

Other Matter

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

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

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

Carlson + Miller, Prof LLC

Mitchell, South Dakota
August 29, 2013

CHR SOLUTIONS, INC.
401(k) PROFIT SHARING AND INVESTMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

CM **Carlton**
& Millar, Prof. L.L.C.
certified public accountants

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
CHR Solutions, Inc. 401(k) Profit Sharing and Investment Plan
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of CHR solutions, Inc. 401(k) Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion on the 2012 Financial Statements* 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 on the 2012 Financial Statements

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 investment assets held by Wilmington Trust, the trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2012 financial statements, except for comparing the information provided by the trustee, which is summarized in Note 3, with the related information included in the financial statements.

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of opinion on the 2012 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the 2012 financial statements as a whole.

Auditor's Responsibility for the 2011 Financial Statements

Our responsibility is to express an opinion on the 2011 financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2011 financial statements.

Opinion on the 2011 Financial Statements

In our opinion, the financial statements referred to above, of CHR Solutions, Inc. 401(k) Profit Sharing and Investment Plan as of December 31, 2011, and for the year then ended, present fairly in all material respects, the net assets available for benefits of the Plan as of December 31, 2011, and the changes in net assets available for benefits for the year ended December 31, 2011, in accordance with accounting principles generally accepted in the United States of America.

Other Matter

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

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

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

Carlton + Miller, Prof LLC

Mitchell, South Dakota
August 29, 2013

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012

	Participant Directed		
	Self-Directed		
	Equity Investments	Participant Loans	Investment Funds
ASSETS			Total
Cash	\$ 2,608	\$ -	\$ 4,352
Investments (at fair value):			
Money Market Funds	124,035	-	-
Common Stocks	344,196	-	-
Mutual Funds	171,746	-	14,070,419
Stable Value Fund	-	-	1,276,329
Exchange Traded Funds	321,653	-	-
Participant Loans	-	533,077	-
Total Investments	961,630	533,077	15,346,748
TOTAL ASSETS	<u>\$ 964,238</u>	<u>\$ 533,077</u>	<u>\$ 15,351,100</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	<u>\$ 964,238</u>	<u>\$ 533,077</u>	<u>\$ 15,351,100</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 964,238</u>	<u>\$ 533,077</u>	<u>\$ 15,351,100</u>

The accompanying notes are an integral part of these financial statements.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011

		Participant Directed		
	ASSETS	Self-Directed	Participant	Investment
		Equity Investments	Loans	Funds
				Total
Cash		\$ 422	\$ -	\$ 32,554
Investments (at fair value):				
Money Market Funds		119,073	-	-
Common Stocks		290,744	-	-
Mutual Funds		181,507	-	13,710,158
Stable Value Fund		-	-	1,314,151
Exchange Traded Funds		279,276	-	-
Participant Loans		-	564,160	-
Total Investments		870,600	564,160	15,024,309
TOTAL ASSETS		<u>\$ 871,022</u>	<u>\$ 564,160</u>	<u>\$ 15,056,863</u>
NET ASSETS AVAILABLE FOR BENEFITS				
AT FAIR VALUE		<u>\$ 871,022</u>	<u>\$ 564,160</u>	<u>\$ 15,056,863</u>
NET ASSETS AVAILABLE FOR BENEFITS		<u>\$ 871,022</u>	<u>\$ 564,160</u>	<u>\$ 15,056,863</u>

The accompanying notes are an integral part of these financial statements.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

	Participant Directed			
	Self-Directed			
	Equity	Participant	Investment	
	Investments	Loans	Funds	Total
ADDITIONS				
Additions to net assets attributed to:				
Investment Income:				
Net Change in Fair Value of Investments	\$ 54,285	\$ -	\$ 1,276,832	\$ 1,331,117
Dividend Income	14,815	-	539,611	554,426
Interest Income	5	27,705	-	27,710
Contributions:				
Participants	33,828	-	1,294,299	1,328,127
Rollovers	41,361	-	259,561	300,922
Loan Fees	-	1,750	-	1,750
Total Additions	<u>144,294</u>	<u>29,455</u>	<u>3,370,303</u>	<u>3,544,052</u>
DEDUCTIONS				
Deductions from net assets attributed to:				
Benefits Paid to Participants	51,078	-	2,965,532	3,016,610
Administrative Expenses	-	-	65,554	65,554
Deemed Distributions	-	105,518	-	105,518
Total Deductions	<u>51,078</u>	<u>105,518</u>	<u>3,031,086</u>	<u>3,187,682</u>
Net Increase (Decrease) before Transfers	93,216	(76,063)	339,217	356,370
Interfund Transfers	-	44,980	(44,980)	-
Increase in Net Assets Available for Benefits	93,216	(31,083)	294,237	356,370
NET ASSETS AVAILABLE FOR BENEFITS:				
Beginning of Year	<u>871,022</u>	<u>564,160</u>	<u>15,056,863</u>	<u>16,492,045</u>
End of Year	<u>\$ 964,238</u>	<u>\$ 533,077</u>	<u>\$ 15,351,100</u>	<u>\$ 16,848,415</u>

The accompanying notes are an integral part of these financial statements.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

	Participant Directed			
	Self-Directed			
	Equity	Participant	Investment	
	Investments	Loans	Funds	Total
ADDITIONS				
Additions to net assets attributed to:				
Investment Income:				
Net Change in Fair Value of Investments	\$ (27,407)	\$ -	\$ (745,331)	\$ (772,738)
Dividend Income	12,287	-	496,453	508,740
Interest Income	-	33,320	-	33,320
Contributions:				
Participants	38,166	-	1,262,469	1,300,635
Rollovers	262,210	-	45,361	307,571
Loan Fees	-	2,400	-	2,400
Total Additions	<u>285,256</u>	<u>35,720</u>	<u>1,058,952</u>	<u>1,379,928</u>
DEDUCTIONS				
Deductions from net assets attributed to:				
Benefits Paid to Participants	130,657	-	2,760,488	2,891,145
Administrative Expenses	-	-	54,585	54,585
Deemed Distributions	-	55,076	-	55,076
Total Deductions	<u>130,657</u>	<u>55,076</u>	<u>2,815,073</u>	<u>3,000,806</u>
Net Increase (Decrease) before Transfers	154,599	(19,356)	(1,756,121)	(1,620,878)
Interfund Transfers	-	(39,826)	39,826	-
Increase (Decrease) in Net Assets Available for Benefits	154,599	(59,182)	(1,716,295)	(1,620,878)
NET ASSETS AVAILABLE FOR BENEFITS:				
Beginning of Year	<u>716,423</u>	<u>623,342</u>	<u>16,773,158</u>	<u>18,112,923</u>
End of Year	<u>\$ 871,022</u>	<u>\$ 564,160</u>	<u>\$ 15,056,863</u>	<u>\$ 16,492,045</u>

The accompanying notes are an integral part of these financial statements.

**CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – PLAN DESCRIPTION

This description of the CHR Solutions, Inc. 401(k) Profit Sharing and Investment Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the provisions of the Plan.

General. The Plan is a defined contribution plan available to all eligible employees (as defined in the Plan agreement) of CHR Services, LLC (Plan Sponsor). The Plan was amended effective May 1, 1991, to add the employee stock ownership plan and subsequently amended and restated effective May 1, 2002. On December 4, 2006, the Plan Sponsor entered into a stock redemption agreement whereby the Plan Sponsor redeemed all of the shares of common stock of the Plan Sponsor. All shares owned by the Plan were repurchased by the Plan Sponsor. The Plan's year end was also amended during 2006, to January 31. Subsequent to January 31, 2007, the Plan adopted December 31 as its new year end, effective for the year ending December 31, 2007. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility. Employees are automatically enrolled in the Plan immediately upon hire.

Contributions. Each employee is given an option to change their contribution or "opt out" of the Plan. Participants in the Plan may elect to contribute up to \$17,000 per year. Participants over age 50 can make a catch-up contribution of up to \$5,500. The Plan also allows participants to treat all or a portion of their contributions as designated Roth contributions. The Plan Sponsor may make discretionary matching cash contribution of up to 6% of each participant's compensation. Participants are eligible to receive discretionary matching contributions only if they have completed 1,000 hours of service during the plan year and are actively employed on the last day of the plan year. Participants may also roll over amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

For the years ended December 31, 2012 and 2011, the employer made no discretionary contributions.

Participant Accounts. Each participant's account is credited with the participant's contributions and allocations of (a) the Plan Sponsor's contributions and (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant contributions or relative account balances, as defined by the Plan agreement. Plan contributions are allocated based on the above provisions when received by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their participant account, including employer contributions, immediately.

Participant Loans. Any participant who has an account balance of \$2,000 or more may apply for a participant loan. Loans for \$1,000 and up to \$50,000 may be approved if the participant meets the requirements as established in the loan policy. Loans are secured by an irrevocable pledge and assignment by the participant of up to 50% of their vested account balance under the Plan. Interest is charged on the loans at the rate of 1% above the Wall Street Journal Prime rate (3.25% as of December 31, 2012) on the day the loan is requested. Principal and interest are paid ratably through payroll deductions. Presently, a participant may have no more than one loan outstanding at any time. Current participants who had more than one loan outstanding at the beginning of the current year are grandfathered until additional loans are paid off.

**CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

The repayment period cannot exceed five years unless the loan proceeds are used to acquire a principal residence, in which case the repayment period can be ten years.

Payment of Benefits. Upon termination of employment due to retirement, death or disability, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or periodic payments over the life of the participant or a designated beneficiary, or a period not extending beyond the life expectancy of the participant and designated beneficiary.

Forfeited Accounts. At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$0. These accounts could be used to reduce future employer contributions or fees.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Plan's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), including specialized industry practices as specified in the American Institute of Certified Public Accountants audit and accounting guide titled *Audits of Employee Benefit Plans*.

Basis of Accounting. The accompanying financial statements are prepared under the accrual basis of accounting.

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

Investment Valuation and Income Recognition. The Plan's investments in mutual funds and common stocks are reported at fair value based on quoted market prices of the underlying assets on the last business day of the Plan year. Participant loans are valued at the unpaid principal balance, which approximates the fair value of the loan. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The BNP Paribas Income Plus Fund investment includes security-backed investment contracts including synthetic investment contracts (SICs), guaranteed investment contracts (GICs) and cash equivalents. SICs are contracts composed of underlying assets and a "wrapper" contract provides for withdrawals at contract value for any normal benefit requirements. Net appreciation (depreciation) includes the Plan's gains and losses on investments sold as well as held during the year.

Earnings on investments are allocated on a pro rata basis to individual participant accounts based on the type of investment and the ratio of each participant account balances. The portion of interest included in each loan payment made by a participant is recognized as interest income in the participant's individual account.

Payment of Benefits. Benefits are recorded when paid.

Cash and Cash Equivalents. Cash and cash equivalents in the accompanying financial statements include cash on hand, all depository accounts with financial institutions which are not subject to withdrawal restrictions or penalties and all highly liquid debt instruments with original maturities of three months or less.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Prohibited Transactions. A "party-in-interest" is a fiduciary or employee of the Plan, any person who provides services to the Plan, the Plan Sponsor or an employee association whose members are covered by the Plan, a person who owns 50 percent or more of the Plan Sponsor or such employee association or relatives of such person just listed. Under ERISA, a Plan fiduciary is prohibited from causing the Plan to engage in the following transactions with a party-in-interest, with certain conditional exemptions provided by ERISA:

- A sale, exchange or lease of property;
- A loan or other extension of credit;
- The furnishing of goods, services or facilities;
- A transfer of plan assets to a party-in-interest for the use or benefit of a party-in-interest; or
- An acquisition of employer securities or real property

A fiduciary is also generally prohibited from using the Plan's assets for his or her own interest or account, acting in any Plan transactions on behalf of a party whose interests are adverse to those of the Plan or its participants and receiving consideration for his or her own account from a party dealing with the Plan in connection with a transaction involving the Plan's assets. The Plan has not engaged in any prohibited transactions during the years ended December 31, 2012 and 2011.

Net Change in Fair Value of Investments. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net change in the fair value of its investments, which consists of the realized gains and losses and the net unrealized increase (decrease) on those investments.

Operating Expenses. The Plan Sponsor provides certain administrative and accounting services to the Plan at no cost. Most administrative expenses are paid directly by the Plan Sponsor and include audit fees and legal fees. Administrative expenses incurred by the Plan include loan fees charged directly to the participant's accounts and investment management fees charged to the Plan.

Date of Management's Review. Subsequent events were evaluated through August 29, 2013, which is the date the financial statements were completed.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1- Inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority

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

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

The Plan uses appropriate valuation techniques based on the available inputs to measure within the fair value hierarchy and is based on the lowest level of the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Mutual Funds. These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

Participant Directed Investments in Common Stock. These investments are public investment vehicles valued using a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Stable Value Fund. The BNP Paribas Income Plus Fund is not actively traded. The assets in this Fund are invested primarily in guaranteed investment contracts (GICs) money market funds, money market instruments, repurchase agreements, private placements, bank investment contracts, and synthetic GICs. Investments in money market funds are valued at fair market value. Investments in GICs represent deposits that guarantee a stated interest rate for the term of the contract. The fair value of the GICs is determined based on the present value of the contract's expected cash flows, discounted at the current market interest rates for the like quality and duration investments.

Synthetic GICs are comprised of an underlying pool of securities combined with a wrapper instrument issued by a separate entity that allows participants to transact at contract value for qualified withdrawals. The securities supporting the synthetic GICs are valued by independent pricing sources. The fair value of the wrap contracts is determined by the Trustee based on the change in the present value of the contract's expected cash flows discounted at current market rates.

The key factors that impact the crediting rates for a wrap contract include the level of market interest rates, the timing and magnitude of the cash flows in and out of the separate account, the investment return generated by the fixed-income investments that underlie the wrap contract, and the duration of the fixed-income investments that underlie the wrap contract. Wrap contract interest rates are typically reset on a monthly or quarterly basis according to each contract. The interest crediting rate reflects the book yield on the separate account, adjusted to reflect amortization of any realized gains and losses. The minimum crediting rate is zero. The Stable Value Fund is measured using Level 3 inputs, valued based on independently audited net asset value per unit owned.

Loans to Participants. Loans to participants are valued at cost plus accrued interest, which approximates fair value and are classified within Level 3 of the valuation hierarchy.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE 3 – FAIR VALUE MEASUREMENT- CONTINUED

Below are the Plan's financial instruments carried at fair value as of December 31, 2012, by the fair value hierarchy levels described above:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets;				
Money market funds	\$ 52,508	\$ -	\$ -	\$ 52,508
Common Stocks	344,196			344,176
Mutual funds	14,313,692			14,313,692
Exchange traded funds	321,653			321,653
Stable value fund			1,276,329	1,276,329
Participant loans			533,077	533,077
Total	<u>\$ 15,032,049</u>	<u>\$ -</u>	<u>\$ 1,809,406</u>	<u>\$ 16,841,455</u>

Level 3 Gains and Losses. The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

	Stable Value Funds	Participant Loans	Total
December 31, 2012			
Beginning balance	\$ 1,314,151.00	\$ 564,160	\$ 1,878,311
Purchases, sales, issuances, and settlements (net)	<u>(37,822)</u>	<u>(31,083)</u>	<u>(68,905)</u>
Ending Balance	<u>\$ 1,276,329</u>	<u>\$ 533,077</u>	<u>\$ 1,809,406</u>
December 31, 2011			
Beginning balance	\$ 1,931,104.00	\$ 623,342	\$ 2,554,446
Transfers		(39,826)	(39,826)
Purchases, sales, issuances, and settlements (net)	<u>(616,953)</u>	<u>(19,356)</u>	<u>(636,309)</u>
Ending Balance	<u>\$ 1,314,151</u>	<u>\$ 564,160</u>	<u>\$ 1,878,311</u>

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE 4 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

	December 31,	
	2012	2011
Participant Directed:		
Investments , at fair value:		
Pimco Total Return Class D	\$ 3,022,484	\$ 2,820,398
Janus Balanced fund Class T	2,269,122	2,209,958
Dreyfus S&P 500 Index Fund	1,967,201	1,717,452
Wells Fargo Advantage Growth Fund	1,701,828	1,656,334
BNP Paribas Income Plus	1,276,329	1,314,151
Blackrock Equity Dividend Class A	1,064,511	992,708
Wells Fargo Advantage Emerging Growth Fund	1,035,565	1,133,405
Columbia Acorn International Fund Class Z	745,629	848,120

During the year ended December 31, 2012, the Plan's investments (including gains and losses in investments bought and sold, as well as held during the year) appreciated in value by \$1,331,117 as follows:

	Self-Directed Equity Investments	Investment Funds	Total
Common stocks	\$ (9,654)	\$ -	\$ (9,654)
Mutual funds	31,624	1,276,832	1,308,456
Exchange Traded Funds	32,315	-	32,315
	<u>\$ 54,285</u>	<u>\$ 1,276,832</u>	<u>\$ 1,331,117</u>

NOTE 5 – PLAN TERMINATION

Although it has expressed no intent to do so, the Plan Sponsor has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

NOTE 6 – TAX STATUS

The Internal Revenue Service has determined and informed the Plan Sponsor by a letter dated May 20, 2011, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC)., the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

The Plan is subject to routine audits by taxing jurisdictions. There are currently no audits for any tax periods in progress. The years prior to 2009 are no longer subject to income tax examinations.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE 7 – ERISA DISCLOSURES

The Plan had no reportable transactions or any nonexempt transactions during 2012. There were no loans or fixed income obligations in default or classified as uncollectible.

NOTE 8 – RISKS AND UNCERTAINTIES

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

NOTE 9 – MATCHING CONTRIBUTIONS

The Plan was amended August 9, 2005, to remove the mandatory employer match contribution and to provide for a discretionary match. The Plan sponsor did not make a discretionary matching contribution for 2012 or 2011.

NOTE 10 - RELATED PARTY TRANSACTIONS

The Plan Sponsor, on behalf of the Plan, paid administrative expenses in the amount of \$42,516 and \$54,585, respectively, for the years ended December 31, 2012 and 2011.

SUPPLEMENTAL INFORMATION

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
 EIN: 27-1731843 PLAN NUMBER 004
 SCHEDULE H, LINE 4(l) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party [1]	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash	Cash held by plan	\$ -	\$ 4,352
	Cash	Cash held in self-directed accounts		2,608
		Subtotal		6,960
	Wilmington Trust	Stable Value Fund- BNP Paribas Income Plus		1,276,329
	Wilmington Trust	Blackrock Equity Dividend Class A		1,064,511
	Wilmington Trust	Columbia Acorn International		745,629
	Wilmington Trust	Dreyfus S&P 500 Index Fund		1,967,201
	Wilmington Trust	Goldman Sachs Small Cap Value		595,629
	Wilmington Trust	Janus Balanced		2,269,122
	Wilmington Trust	Perkins Mid Cap Value		490,824
	Wilmington Trust	Pimco Total Return Class D		3,022,484
	Wilmington Trust	RS Emerging Markets Class A		536,283
	Wilmington Trust	Thornburg International Value R5		641,343
	Wilmington Trust	Wells Fargo Advantage Emerging Growth Fund		1,035,565
	Wilmington Trust	Wells Fargo Advantage Small Cap Growth		1,701,828
		Subtotal		14,070,419
	Self-directed Accounts	Fidelity Cash Reserve		71,527
	Self-directed Accounts	Schwab Money Market		52,508
		Subtotal		124,035
	Self-directed Accounts:			
	Alaska Air Group	Common Stock - 400 shares		17,236
	Apple, Inc.	Common Stock - 285 shares		151,669
	Berkshire Hathaway - Cl. B	Common Stock - 200 shares		17,940
	Bristol-Meyers Squibb Co.	Common Stock - 150 shares		4,888
	Brocade Communications Sys.	Common Stock - 400 shares		2,132
	Calloway Golf Co.	Common Stock - 200 shares		1,300
	Citigroup, Inc.	Common Stock - 30 shares		1,190
	Direct TV	Common Stock - 100 shares		5,016
	Ford Motor Company	Common Stock - 400 shares		5,180
	Goodyear Tire and Rubber	Common Stock - 1,000 shares		13,810
	Intel Corp	Common Stock - 404 Shares		8,324
	Lithium Exploration Group	Common Stock - 1,000 shares		268
	Murphy Oil Corp.	Common Stock - 100 shares		5,955
	National Healthcare Corp.	Common Stock - 200 shares		9,404
	Ruby Tuesday, Inc.	Common Stock - 400 shares		3,144
	Schwab Intl Equity ETF	Common Stock - 1000 shares		27,110
	Sharps Compliance Corp.	Common Stock - 19,360 shares		43,754
	Southwest Gas Corp.	Common Stock - 100 shares		4,241
	Verizon Communications	Common Stock - 500 shares		21,635
		Subtotal		344,196
	Self-directed Accounts:			
	Columbia Acorn International	Mutual Fund		12,117
	Goldman Sachs Midcap Value	Mutual Fund		19,895
	Janus Overseas	Mutual Fund		17,255
	Nuveen Midcap Growth	Mutual Fund		24,797
	Oppenheimer Dev Markets	Mutual Fund		37,234
	RS Emerging Markets	Mutual Fund		10,395
	WF Advantage Emerging Growth	Mutual Fund		11,245
	WF Sm Cap Value	Mutual Fund		12,471
	Yacktman Focused	Mutual Fund		26,337
		Subtotal		171,746
	Self-directed Accounts:			
	Health Care Select Sector	Exchange Traded Fund		24,293
	Ishares Core S&P Mid-Cap	Exchange Traded Fund		20,978
	Ishares Gold Trust	Exchange Traded Fund		16,849
	Market Vector Agribusiness	Exchange Traded Fund		15,927
	Powershares QQQ Nasdaq 100	Exchange Traded Fund		26,052
	Schwab Emerging Markets	Exchange Traded Fund		29,029
	Schwab Large Cap	Exchange Traded Fund		8,198
	Schwab US Broad Market	Exchange Traded Fund		73,247
	Schwab US Mid-Cap	Exchange Traded Fund		2,787
	SPDR Gold Trust	Exchange Traded Fund		32,404
	Technology Select Sector	Exchange Traded Fund		14,486
	Vanguard Small Cap Growth	Exchange Traded Fund		21,131
	Vanquard High Dividend Yield	Exchange Traded Fund		36,272
		Subtotal		321,653
	Participant loans-various maturity dates	Interest Rates: 4.25% to 9.25%		533,077
				\$16,848,415

Notes:

Column (a) is blank as there were no parties-in-interest.
 Column (d) is blank as all investments are participant-directed.

CHR SOLUTIONS, INC. 401(k) PROFIT SHARING AND INVESTMENT PLAN
EIN: 27-1731843 PLAN NUMBER 004
SCHEDULE H, LINE 4(I) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party [1]	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
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	Verizon Communications	Common Stock - 500 shares		21,635
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		Subtotal		321,653
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