

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
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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>TOTAL H/R 401K PROFIT SHARING 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>09/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/01/2002</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TOTAL HUMAN RESOURCES, INC.</u> <u>420 H THE PARKWAY</u> <u>GREER, SC 29650</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>57-1088358</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>864-879-0500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541214</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>57-1088358</u>	2c Sponsor's telephone number <u>864-879-0500</u>	2d Business code (see instructions) <u>541214</u>	
2b Employer Identification Number (EIN) <u>57-1088358</u>					
2c Sponsor's telephone number <u>864-879-0500</u>					
2d Business code (see instructions) <u>541214</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	10/11/2013 Date	A. TODD THOMAS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/11/2013 Date	A. TODD THOMAS 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		5 547
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	495
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	71
d Subtotal. Add lines 6a , 6b , and 6c	6d	566
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	566
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	329
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	15
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 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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>TOTAL H/R 401K PROFIT SHARING 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>TOTAL HUMAN RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>57-1088358</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

LINCOLN NATIONAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>35-0472300</u>	<u>65676</u>	<u>VARIOUS</u>	<u>329</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>38868</u>	<u>12391</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LINCOLN FINANCIAL ADVISORS
1300 S CLINTON STREET STE 150
FORT WAYNE, IN 46802-9999

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>27293</u>			<u>4</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

TRIAD ADVISORS INC
SUITE 280
5185 PEACHTREE PKWY
NORCROSS, GA 30092

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>11575</u>			<u>4</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PINNACLE FINANCIAL SERVICE INC

DAVID CORE
1177 HYPOLUXO RD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5933	TPA AWARDS	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PINNACLE FINANCIAL SERVICES, INC

1177 HYPOLUXO RD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	4131	TPA SUBSIDY	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

TRIAD ADVISORS INC

STE 280
5185 PEACHTREE PARKWAY
NORCROSS, GA 30092

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1667	MARKETING ALLOWANCE	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

TRIAD ADVISORS INC

STE 280
5185 PEACHTREE PARKWAY
NORCROSS, GA 30092

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	351	NON-MONETARY COMPENS TO SALES REP	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LINCOLN FINANCIAL ADVISORS

1300 S CLINTON ST
STE 150
FORT WAYNE, IN 46802-9999

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	299	NON-MONETARY COMPENS TO SALES REP	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PINNACLE FINANCIAL SERVICE INC

DAVID CORE
1177 HYPOLUXO ROAD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	10	MARKETING ALLOWANCE	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	1104756
5 Current value of plan's interest under this contract in separate accounts at year end	5	6842138

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED ACCOUNT**

b Balance at the end of the previous year	7b	161345
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c Additions: (1) Contributions deposited during the year	7c(1)	244913	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	3994	
(4) Transferred from separate account	7c(4)	918837	
(5) Other (specify below)	7c(5)	424	
▶ LOAN PRINCIPAL & INTEREST			

(6) Total additions	7c(6)	1168168
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1329513
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	221258
(2) Administration charge made by carrier	7e(2)	1924
(3) Transferred to separate account	7e(3)	1575
(4) Other (specify below)	7e(4)	

(5) Total deductions	7e(5)	224757
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1104756
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 TOTAL H/R 401K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TOTAL HUMAN RESOURCES, INC.	D Employer Identification Number (EIN) 57-1088358

Part I	Service Provider Information (see instructions)
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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
LINCOLN NATIONAL CORPORATION

35-1140070

(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)

LINCOLN NATIONAL CORPORATION

35-1140070

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	SERVICE PROVIDER	84092	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PINNACLE FINANCIAL SERVICES, INC

59-2438373

(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	SERVICE PROVIDER	13914	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STADION MONEY MANAGEMENT

58-2099805

(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?
26	SERVICE PROVIDER	29302	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
(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.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>TOTAL H/R 401K PROFIT SHARING 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>TOTAL HUMAN RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>57-1088358</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: <u>LVIP DELAWARE BOND</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-112</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>37540</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FED GOV ULTRASHORT DURATION</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-114</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>326433</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLUMBIA ACORN</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-117</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9031</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LVIP VANGUARD DOMESTIC EQUITY</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-119</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FRANKLIN HIGH INCOME</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-120</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18619</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD LIFESTRATEGY MODERATE GROW</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-121</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LVIP MONDRIAN INTL EQUITY</u>				
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO</u>				
c EIN-PN <u>35-0472300-122</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12802</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL ALL CAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17512
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL/MID CAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-124	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75072
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA S & P 500 INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-127	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135267
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO VAN KAMPEN GROWTH & INCOME		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-128	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35933
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP T ROWE PRICE GROWTH STOCK		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-129	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33499
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY CONSERV GROWT		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3057
a Name of MTIA, CCT, PSA, or 103-12 IE: AB VPS GLOBAL THEMATIC GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-131	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12534
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DEL SOCIAL AWARENESS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-133	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1137
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDS NEW PERSPECTIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-134	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12812
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP CONTRA FUND		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-135	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58897

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA SMALL CAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-136	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36149
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MID CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-138	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21403
a Name of MTIA, CCT, PSA, or 103-12 IE: AB SMALL MID CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12643
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERIFUNDS SMALLCAP WORLD		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-146	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21167
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDS GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-148	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14186
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDS INVEST CO OF AMERICA		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-149	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8042
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDS EUROPAC GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-154	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58743
a Name of MTIA, CCT, PSA, or 103-12 IE: COHEN & STEERS GBL REAL ESTATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-155	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21532
a Name of MTIA, CCT, PSA, or 103-12 IE: DELAWARE VIP SMCAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-156	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116992
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DIMENSIONAL US EQUITY		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-157	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-158	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7521
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP VANGUARD INTERNATIONAL EQUITY		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-159	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: DELAWARE VIP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-161	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8606
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP TEMPLETON GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-162	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12827
a Name of MTIA, CCT, PSA, or 103-12 IE: WF ADVANTAGE DISCOVERY		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-163	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52635
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS ASPEN ENTERPRISE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-164	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VIT GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-165	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 332
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VIT UTILITIES SERIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-167	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13249
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS ASPEN JANUS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-170	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17762
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO VAN KAMPEN SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-176	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6458

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK ENERGY & RESOURCES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-177	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11411
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-180	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24550
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK CAPITAL APP		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-181	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8107
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK FLEXIBLE EQUITY		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-183	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8743
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP MIDCAP		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-184	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7305
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMP GLOBAL BOND SECURITIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-186	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125782
a Name of MTIA, CCT, PSA, or 103-12 IE: DEL VIP LIMITED TERM DIV INCOME		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-187	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46147
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP BLACKROCK INFLATION PROTECTED		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-192	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 123783
a Name of MTIA, CCT, PSA, or 103-12 IE: DELAWARE VIP DIVERSIFIED INCOME		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-193	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3791
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MARKETS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-194	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40573

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DELAWARE FOUNDATION AGGRESSIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-197	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 259
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED CONSERVATIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-705	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 832271
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED MODERATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-706	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1799626
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-707	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1297899
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA INTERNAT'L INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-708	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37066
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA BOND INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-709	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65626
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DEL SPECIAL OPP		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-710	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47158
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-711	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56314
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSEL LARGE CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-712	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 69473
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-713	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81764

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-714	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32257

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-715	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39168

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUND HIGH-INCOME TRUST		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-716	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26783

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERIFUND BOND FUND OF AMERICA		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-717	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40965

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP BARON GROWTH OPPORTUNITIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-718	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43888

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-720	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12713

a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED BALANCED		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-722	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 735544

a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED CAP PRES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-723	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2780

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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>TOTAL H/R 401K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOTAL HUMAN RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>57-1088358</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)	120174	99932
	(2) Participant contributions	1b(2)	36426	34739
	(3) Other	1b(3)	68232	75716
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)	245046	184347
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	6911651	6842138
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	161345	1104756
	(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	7542874	8341628

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	21082	22539
k Total liabilities (add all amounts in lines 1g through 1j)	1k	21082	22539

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7521792	8319089
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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)	303671	
(B) Participants	2a(1)(B)	772809	
(C) Others (including rollovers)	2a(1)(C)	77114	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1153594
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)	10785	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10785
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		766318
(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)		
c Other income.....	2c		702
d Total income. Add all income amounts in column (b) and enter total.....	2d		1931399

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	351119	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	30128	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		381247
f Corrective distributions (see instructions)	2f		23199
g Certain deemed distributions of participant loans (see instructions).....	2g		2983
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	82028	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	14012	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		96040
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		503469

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1427930
l Transfers of assets:			
(1) To this plan.....	2l(1)		362447
(2) From this plan	2l(2)		993080

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: DIXON HUGHES GOODMAN LLP

(2) EIN: 56-0747981

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.	X		

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)
VICTORY BOLD & SPECIALTY RETIREMENT PLAN	56-1587892	002
REX & SONS RVS INC. 401K PROFIT SHARING PLAN & TRUST	56-2072925	001
ADP TOTALSOURCE RETIREMENT SAVINGS PLAN	59-2452823	001

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>TOTAL H/R 401K PROFIT SHARING 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>TOTAL HUMAN RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>57-1088358</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
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>35-0472300</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.
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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):

**TOTAL HUMAN RESOURCES
401(k) PROFIT SHARING PLAN**

Financial Statements
and
Supplemental Schedule
as of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

(with Independent Auditors' Report thereon)

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

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December 31, 2012 and 2011

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- Independent Auditors' Report -

To the Plan Administrator of
Total Human Resources 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Total Human Resources 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 Lincoln National Life Insurance Company, the custodian of the Plan's assets, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Dixon Hughes Goodman LLP

Greenville, South Carolina
October 11, 2013

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Investments at fair value:		
Pooled separate accounts	\$ 6,842,138	\$ 6,911,651
General accounts	<u>1,244,030</u>	<u>176,209</u>
Total investments	<u>8,086,168</u>	<u>7,087,860</u>
Receivables:		
Employer contributions	99,933	120,174
Participant contributions	34,739	36,426
Notes receivable from participants	184,347	245,046
Other	<u>75,716</u>	<u>68,232</u>
Total receivables	<u>394,735</u>	<u>469,878</u>
Total assets reflecting investments at fair value	8,480,903	7,557,738
<u>Liabilities</u>		
Refunds of excess contributions payable	<u>22,539</u>	<u>21,082</u>
Net assets reflecting investments at fair value	8,458,364	7,536,656
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(139,274)</u>	<u>(14,864)</u>
Net assets available for benefits	<u>\$ 8,319,090</u>	<u>\$ 7,521,792</u>

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

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 766,318
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Interest income on notes receivable from participants	10,785
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Contributions:

Participant	772,809
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Employer	303,671
----------	---------

Rollover	77,114
----------	--------

	<u>1,153,594</u>
--	------------------

Total additions	1,930,697
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Deductions to net assets attributed to:

Benefits paid to participants	354,101
-------------------------------	---------

Administrative expenses	125,466
-------------------------	---------

Refunds of excess contributions	23,199
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Total deductions	<u>502,766</u>
------------------	----------------

Net increase	1,427,931
--------------	-----------

Net transfers	(630,633)
---------------	-----------

Net assets available for benefits:

Beginning of year	<u>7,521,792</u>
-------------------	------------------

End of year	<u><u>\$ 8,319,090</u></u>
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The accompanying notes are an integral part of these financial statements.

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) **Description of the Plan**

The following description of the Total Human Resources 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution, multiple employer plan sponsored by Total Human Resources, Inc. (the “Company”). Participation in the Plan varies among employers participating in the Plan as determined by employer adoption agreements. Participation ranges from employees who have attained age eighteen to twenty-one and who have immediate participation upon employment to having completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The officers of the Company serve as plan administrator and have engaged Lincoln National Life Insurance Company (“Lincoln”) as custodian of the Plan’s assets. Employers participating in the Plan during the year ended December 31, 2012 are as follows (collectively as “Employers”):

- Acentron, Inc.
- Acumen IT, LLC (formerly Pence Diversified, Inc.)
- Carolina Computer Learning Systems, Inc.
- Clinical Trials of America, Inc.
- Cyrco, Inc.
- H.C. & C., Inc.
- Hughes Behavioral and Mental Health Services, Inc.
- Innovative Business Solutions, LLC
- Market Logistics Development, Inc.
- Millennium Water Alliance
- Oliver and Fulghum
- Pediatric Boulevard
- Perry’s Refrigeration Services, LLC
- Pierce Insurance Agency, Inc.
- Prem Air Aviation Services, LLC
- Pressly Animal Hospital, LLC
- Rex and Sons RV’s, Inc.
- RT Gear LLC
- Specialized Roofing and Insulation, Inc.
- Terminal Trucking Company, LLC
- Total Human Resources, Inc.
- Treemarc, Inc.
- Vandernoord Financial Advisors, LLC
- Victory Bolt & Specialty, Inc
- Young’s Truck Center, Inc.

Contributions – Each year, participants may contribute compensation, as defined in the plan document, subject to Internal Revenue Code (“IRC”) limitations. Participants who have obtained age fifty before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Employers may make discretionary contributions to the Plan by matching a percentage of their respective employees’ contributions. Matching percentages are based on the adoption agreements determined by the Employers. Also, the Employers may make additional discretionary contributions each year and may make profit sharing contributions. Certain Employers elected to make profit sharing contributions for the year ended December 31, 2012.

Investment Options – Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers pooled separate accounts and a general account as investment options for participants.

Participant Accounts – Each participant’s account is credited with the participant’s contributions and allocations of the Employers’ contributions, and plan earnings (losses), and charged with benefit payments, transaction fees related to notes receivable from participants and distributions, and allocations of administrative expenses. Allocations are based on participant earnings 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.

Vesting – Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employers’ contribution portion of their accounts plus actual earnings thereon is based on years of continuous service according to schedules as determined by employer adoption agreements up to a maximum of six years. Immediate vesting occurs for disabled or deceased participants.

Notes Receivable from Participants – Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000, reduced by the excess of the highest outstanding balance of loans during the one-year period ending on the day before the loan is made over the outstanding balance of loans from the Plan on the date that the loan is made, or (b) 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at the prime rate plus one percent. At December 31, 2012, outstanding loans bore interest rates ranging from 4.25% to 6.25%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits – On termination of service due to death, disability, retirement or other reasons, a participant may elect to receive an amount equal to the value of the participant’s vested interest in his or her account in a lump-sum amount as provided by the Plan. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59½.

Forfeitures – At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$12,819 and \$22,727, respectively. These accounts will first be used to pay administrative expenses of the Plan, and any remaining forfeitures will be used to reduce employer contributions to the Plan. Forfeitures in the amount of \$10,893 and \$1,962 were used to reduce employer contributions and to pay plan expenses, respectively, during 2012. No forfeitures were used during 2011.

(2) **Summary of Significant Accounting Policies**

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates and assumptions.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

In accordance with GAAP, the general account investment contract held by a defined contribution plan is 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 investments because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of the general account as well as the adjustment to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income from notes receivable from participants is recorded when received. Net appreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits – Benefits are recorded upon distribution.

Administrative Expenses – The Plan’s administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (notes receivable from participants and distributions) are charged directly to the participant’s account.

Net Transfers – Plan assets of participating employers who elect to withdraw from the Plan and assets of participating employers who elect to transfer into the Plan from another qualified plan are classified in the “Net transfers” line item of the accompanying Statement of Changes in Net Assets Available for Benefits. The following summarizes such plan transfers for the year ended December 31, 2012:

Transfers to other plans:

Carolina Computer Learning Systems, Inc.	\$ 122,576
Rex and Sons RV’s, Inc.	145,187
Victory Bolt & Specialty, Inc.	725,317

Transfers to other plans	<u>\$ 993,080</u>
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Transfers from other plans:

Clinical Trials of America, Inc.	\$ 87,388
Genesis Media Group, Inc.	116,873
Pediatric Boulevard PLLC	5,136
Pierce Insurance Agency, Inc.	130,349
Treemarc, Inc.	22,701

Transfers from other plans	<u>\$ 362,447</u>
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Net transfers	<u>\$ (630,633)</u>
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Subsequent Events – The Plan has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued.

(3) Investments

The following table presents investments that represent 5% or more of the Plan's net assets at fair value at December 31:

	<u>2012</u>	<u>2011</u>
Lincoln National Life Insurance Co.:		
Pooled separate accounts:		
LVIP SSgA Bond Index	\$ *	\$ 793,453
LVIP SSgA International Index	*	389,068
LVIP SSgA S&P 500 Index	*	742,722
Short Term	*	540,150
Stadion Managed Growth	1,297,902	536,734
Stadion Managed Moderate	1,799,626	1,376,899
Stadion Managed Conservative	832,271	*
Stadion Managed Balanced	735,544	*
General account:		
Stadion Managed Principal Protection Portfolio	1,037,954	*

* Amount represents less than 5% of net assets

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as those held during the year) appreciated in value as follows:

Pooled separate accounts	\$ 762,324
General account	3,994
	<u>\$ 766,318</u>

(4) Fair Value Measurements

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

When quoted prices are available in active markets for identical instruments, investment securities are classified within Level 1 of the fair value hierarchy. The Plan has no Level 1 investments.

Level 2 investment securities include pooled separate accounts for which quoted prices are not available in active markets for identical instruments. These investments are public investment vehicles valued at the closing Net Asset Value ("NAV") of the units held by the Plan at year end based on information certified by the custodian.

Due to significant unobservable inputs included in the valuation model for the general account, the resulting fair value of this security is classified as Level 3. The general account is valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Since the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Plan Administrator evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate.) Disclosure of unobservable inputs to fair value measurement has not been included for the general account because quantitative unobservable inputs are not developed by the plan when measuring fair value and have not been made available to the plan by the insurance company (see Note 6).

The following tables set forth by level, within the fair value hierarchy, the Plan's assets accounted for at fair value on a recurring basis as of December 31, 2012 and 2011:

	Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Fair Value
Pooled separate accounts:				
Growth (a)	\$ -	\$ 2,153,817	\$ -	\$ 2,153,817
Balanced (b)	-	3,037,802	-	3,037,802
Conservative (c)	-	1,650,519	-	1,650,519
Total pooled separate accounts	-	6,842,138	-	6,842,138
General accounts	-	-	1,244,030	1,244,030
Total assets	<u>\$ -</u>	<u>\$ 6,842,138</u>	<u>\$ 1,244,030</u>	<u>\$ 8,086,168</u>

	Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Fair Value
Pooled separate accounts:				
Growth (a)	\$ -	\$ 1,575,330	\$ -	\$ 1,575,330
Balanced (b)	-	3,212,177	-	3,212,177
Conservative (c)	-	2,124,144	-	2,124,144
Total pooled separate accounts	-	6,911,651	-	6,911,651
General account	-	-	176,209	176,209
Total assets	<u>\$ -</u>	<u>\$ 6,911,651</u>	<u>\$ 176,209</u>	<u>\$ 7,087,860</u>

- (a) This allocation has the greatest potential for market volatility in exchange for the potential to earn higher long-term capital appreciation as it is primarily invested in core equity securities. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.
- (b) This allocation is designed to build wealth through a balance of equity and income securities while protecting a portion of the portfolio during periods of market decline. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.
- (c) This allocation utilizes income and other stable value investments to minimize exposure to market risk, but it also has a small portion of the portfolio that can invest in equities when the market is favorable. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.

The Plan recognizes transfers between the levels as of the actual date of the event or change in circumstances that caused the transfer. Gross transfers between the levels were not significant for the year ended December 31, 2012.

The following table illustrates the activity of Level 3 assets measured at fair value on a recurring basis from December 31, 2011 to December 31, 2012:

	Guaranteed Account	Managed Principal Protect Portfolio	Total
Fair value at December 31, 2011	\$ 176,209	\$ -	\$ 176,209
Realized gains	3,206	788	3,994
Unrealized gains relating to instruments still held at the reporting date	8,208	116,203	124,411
Purchases	242,577	923,168	1,165,745
Sales	(224,124)	(2,205)	(226,329)
Fair value at December 31, 2012	<u>\$ 206,076</u>	<u>\$ 1,037,954</u>	<u>\$ 1,244,030</u>

The preceding methods described may produce a fair value calculation 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.

(5) **Unaudited Information Certified by Custodian**

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that was obtained from data prepared and certified to be complete and accurate by the Plan's custodian:

	<u>2012</u>	<u>2011</u>
Investments*	\$ 7,946,894	\$ 7,072,996
Notes receivable from participants	\$ 184,347	\$ 245,046
Net appreciation in fair value of investments	\$ 766,318	
Interest income on notes receivable from participants	\$ 10,785	

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

* All investments are certified at fair value with the exception of the general account, which is certified at contract value.

(6) **General Account with Insurance Company**

The Plan has fully benefit-responsive investment contracts with Lincoln. Lincoln maintains the contributions in general accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The general accounts issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

The general accounts are included in the financial statements at fair value and then adjusted to contract value. As described in Note 2, because the general accounts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the general accounts. Contract value, as reported to the Plan by Lincoln, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan document (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Market value adjustments (MVA) and surrender charges could limit the ability of the plan to initiate/complete a transaction at contract value and result in an adjustment to the net asset value (NAV). A market value adjustment is a feature of the contracts that protects Lincoln and its clients against sudden movements in the bond markets. The purpose of the MVA is not to generate revenue but rather to offset losses caused by being forced to sell assets at a loss. Surrender charges are a feature of some Lincoln Director and Lincoln American Legacy Retirement contracts. The surrender charge is the percentage of the withdrawal amount based on the contract year. If either contract has an applicable surrender charge, the surrender charge schedule will be included in the group annuity contract. Surrender charges can result in an adjustment to all investments in the Lincoln Director and Lincoln American Legacy Retirement contracts.

Lincoln can terminate an annuity contract under the following circumstances:

- If the contract owner breaches the contract in some way, Lincoln reserves the right to terminate the contract. A breach might include:
 - Failure to pay any charges Lincoln has billed to the contract owner.
 - Failure to furnish requested information or other documentation.
 - If Lincoln discovers the contract owner has misrepresented any material information.
- If the plan ceases to meet the requirements of the appropriate Code sections, Lincoln reserves the right to terminate the contract.
- If after a reasonable amount of time, the account has not grown sufficiently, Lincoln reserves the right to terminate the contract. Insufficient activity may include:
 - Following the end of the third contract year, the contract owner account is less than \$15,000.
 - Following the end of the third contract year, there is no deposit activity for a 24 consecutive-month period and the contract owner account is less than \$50,000.

There are no reserves against contract value for credit risk of the contracts issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than three percent for the Guaranteed Account or less than one percent for the Managed Principal Protection Portfolio. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contracts will track current market yields on a trailing basis.

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Average yields for both accounts:		
Based on actual earnings ⁽¹⁾	3.11%	3.37%
Based on interest rate credited to participants ⁽²⁾	3.11%	3.37%

⁽¹⁾ Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investment on the same date.

⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investment on the same date.

(7) **Exempt Party-In-Interest Transactions**

Certain plan investments are managed by Lincoln. Lincoln is the custodian as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were \$29,427 for the year ended December 31, 2012. Fees paid to the custodian by the Plan for administrative services were \$96,039 for the year ended December 31, 2012.

(8) **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their accounts.

(9) **Tax Status**

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated October 30, 2008, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

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

(10) **Risks and Uncertainties**

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

SUPPLEMENTAL SCHEDULE

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

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

December 31, 2012

EIN: 57-1088358

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost**	Current value
	<i>Pooled Separate Accounts:</i>			
* Linclon National Life Insurance Company		AllianceBernstein Global Thematic	\$	12,534
		AllianceBernstein VPS Small/Mid Cap Value		12,643
		American Century VP Inflation Protection		123,783
		American Funds American High-Income Trust		26,783
		American Funds Bond Fund of America		40,964
		American Funds EuroPacific Growth		58,743
		American Funds Growth Fund of America		14,186
		American Funds Invest Co Amer		8,042
		American Funds New Perspective		12,812
		American Funds Small Cap World Fund		21,167
		BlackRock Capital Appreciation		8,107
		BlackRock Energy & Resources		11,411
		BlackRock Large Cap Value		24,550
		BlackRock Mid-Cap Value Equity		8,743
		LVIP Cohen & Steers Global Real Estate		21,532
		Columbia Acorn Fund		9,031
		Delaware VIP Diversified Income		3,791
		Del Ltd-Term Div Income		46,147
		Delaware VIP Small Cap Value		116,992
		Delaware VIP Value		8,606
		Fidelity VIP Contrafund		58,896
		Fidelity VIP Mid Cap		7,305
		Franklin Growth Fund		7,521
		Government/Corporate Bond		37,540
		High Yield Bond		18,619
		International Equity Fund		12,802
		Invesco Growth & Income		35,933
		Invesco Small Cap Discovery		6,458
		Janus Aspen Janus		17,762
		LVIP Baron Growth Opportunities		43,888
		LVIP Delaware Fndtn Aggressive All		259
		LVIP Delaware Social Awareness		1,137
		LVIP Delaware Special Opportunities		47,158
		LVIP Mid-Cap Value		21,403
		LVIP SSgA Bond Index		65,626
		LVIP SSgA International Index		37,066
		LVIP SSgA S&P 500 Index		135,267
		LVIP SSgA Small Cap Index		36,149
		LVIP Templeton Growth		12,827

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

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

December 31, 2012

EIN: 57-1088358

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	<u>Cost**</u>	<u>Current value</u>
* Linclon National Life Insurance Company		MFS VIT Growth	\$	331
		MFS VIT Utilities Series		13,249
		Oppenheimer Developing Markets		40,573
		PIMCO Total Return Fund		12,713
		Short Term		326,433
		Small Cap Equity		75,072
		SSgA Russell All Cap Index		17,512
		SSgA Russell Large Cap Growth Index		69,473
		SSgA Russell Large Cap Value Index		56,314
		SSgA Russell Small Cap Growth Index		39,168
		SSgA Russell Small Cap Value Index		32,257
		SSgA S&P Mid Cap Index		81,764
		Stadion Managed Balanced		735,544
		Stadion Managed Capital Preservation		2,780
		Stadion Managed Conservative		832,271
		Stadion Managed Growth		1,297,902
		Stadion Managed Moderate		1,799,626
		T. Rowe Price Growth Stock Fund		33,499
		FTVIPT Templeton Global Bonds Securities		125,782
		VG LifeStrategy Conservative Growth		3,057
		Wells Fargo Advantage Discovery Fund		52,635
	<i>General Accounts</i>			
* Linclon National Life Insurance Company		General account		183,005
		Managed Principal Protect Portfolio		921,751
* Participant loans***		Interest rates ranging from 4.25% to 6.25% maturing in 1 to 5 years		<u>184,347</u>
			\$	<u><u>8,131,241</u></u>

* Party-in-interest

** Cost information omitted for participant-directed investments

*** The accompanying financial statements classify participant loans as notes receivable from participants.

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

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

December 31, 2012

EIN: 57-1088358

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost**	Current value
	<i>Pooled Separate Accounts:</i>			
*	Linclon National Life Insurance Company	AllianceBernstein Global Thematic	\$	12,534
		AllianceBernstein VPS Small/Mid Cap Value		12,643
		American Century VP Inflation Protection		123,783
		American Funds American High-Income Trust		26,783
		American Funds Bond Fund of America		40,964
		American Funds EuroPacific Growth		58,743
		American Funds Growth Fund of America		14,186
		American Funds Invest Co Amer		8,042
		American Funds New Perspective		12,812
		American Funds Small Cap World Fund		21,167
		BlackRock Capital Appreciation		8,107
		BlackRock Energy & Resources		11,411
		BlackRock Large Cap Value		24,550
		BlackRock Mid-Cap Value Equity		8,743
		LVIP Cohen & Steers Global Real Estate		21,532
		Columbia Acorn Fund		9,031
		Delaware VIP Diversified Income		3,791
		Del Ltd-Term Div Income		46,147
		Delaware VIP Small Cap Value		116,992
		Delaware VIP Value		8,606
		Fidelity VIP Contrafund		58,896
		Fidelity VIP Mid Cap		7,305
		Franklin Growth Fund		7,521
		Government/Corporate Bond		37,540
		High Yield Bond		18,619
		International Equity Fund		12,802
		Invesco Growth & Income		35,933
		Invesco Small Cap Discovery		6,458
		Janus Aspen Janus		17,762
		LVIP Baron Growth Opportunities		43,888
		LVIP Delaware Fndtn Aggressive All		259
		LVIP Delaware Social Awareness		1,137
		LVIP Delaware Special Opportunities		47,158
		LVIP Mid-Cap Value		21,403
		LVIP SSgA Bond Index		65,626
		LVIP SSgA International Index		37,066
		LVIP SSgA S&P 500 Index		135,267
		LVIP SSgA Small Cap Index		36,149
		LVIP Templeton Growth		12,827

TOTAL HUMAN RESOURCES 401(k) PROFIT SHARING PLAN

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

December 31, 2012

EIN: 57-1088358

Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	<u>Cost**</u>	<u>Current value</u>
*	Linclon National Life Insurance Company	MFS VIT Growth	\$	331
		MFS VIT Utilities Series		13,249
		Oppenheimer Developing Markets		40,573
		PIMCO Total Return Fund		12,713
		Short Term		326,433
		Small Cap Equity		75,072
		SSgA Russell All Cap Index		17,512
		SSgA Russell Large Cap Growth Index		69,473
		SSgA Russell Large Cap Value Index		56,314
		SSgA Russell Small Cap Growth Index		39,168
		SSgA Russell Small Cap Value Index		32,257
		SSgA S&P Mid Cap Index		81,764
		Stadion Managed Balanced		735,544
		Stadion Managed Capital Preservation		2,780
		Stadion Managed Conservative		832,271
		Stadion Managed Growth		1,297,902
		Stadion Managed Moderate		1,799,626
		T. Rowe Price Growth Stock Fund		33,499
		FTVIPT Templeton Global Bonds Securities		125,782
		VG LifeStrategy Conservative Growth		3,057
		Wells Fargo Advantage Discovery Fund		52,635
	<i>General Accounts</i>			
*	Linclon National Life Insurance Company	General account		183,005
		Managed Principal Protect Portfolio		921,751
*	Participant loans***	Interest rates ranging from 4.25% to 6.25%		
		maturing in 1 to 5 years		184,347
			\$	<u>8,131,241</u>

* Party-in-interest

** Cost information omitted for participant-directed investments

*** The accompanying financial statements classify participant loans as notes receivable from participants.