

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>XMI HOLDINGS, INC. 401(K) RETIREMENT 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>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>01/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>XMI HOLDINGS, INC.</u> <u>618 CHURCH ST. STE 220</u> <u>NASHVILLE, TN 37219-2453</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>62-1766388</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>615-248-9255</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>62-1766388</u>	2c Sponsor's telephone number <u>615-248-9255</u>	2d Business code (see instructions) <u>541990</u>	
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2d Business code (see instructions) <u>541990</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>BOB MCKOWN</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number 																											
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name XEBEC MANAGEMENT, INC.		4b EIN 62-1766388 4c PN 333																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">723</td> </tr> </table>	5	723																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">652</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">100</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">752</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">752</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">287</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">10</td> </tr> </table>			6a	652	6b	0	6c	100	6d	752	6e	0	6f	752	6g	287	6h	10									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																										
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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 3H 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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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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 <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☒</td> <td>R (Retirement Plan Information)</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</td> </tr> <tr> <td>(3)</td> <td>☐</td> <td>SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</td> </tr> </table>	(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 <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☒</td> <td>H (Financial Information)</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>I (Financial Information – Small Plan)</td> </tr> <tr> <td>(3)</td> <td>☐</td> <td>A (Insurance Information)</td> </tr> <tr> <td>(4)</td> <td>☒</td> <td>C (Service Provider Information)</td> </tr> <tr> <td>(5)</td> <td>☒</td> <td>D (DFE/Participating Plan Information)</td> </tr> <tr> <td>(6)</td> <td>☐</td> <td>G (Financial Transaction Schedules)</td> </tr> </table>		(1)	☒	H (Financial Information)	(2)	☐	I (Financial Information – Small Plan)	(3)	☐	A (Insurance Information)	(4)	☒	C (Service Provider Information)	(5)	☒	D (DFE/Participating Plan Information)	(6)	☐	G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>XMI HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>62-1766388</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(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 37 38 50	TPA	54322	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGENENT CORP

59-2749576

(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?
28 51	PORTFOLIO MGMT	6792	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

XMI HOLDINGS, INC.

62-1766388

(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?
14	PLAN ADMINISTRATOR	11987	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
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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:
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Explanation:

a Name:	b EIN:
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a Name:	b EIN:
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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
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A Name of plan XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN)	333
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 XMI HOLDINGS, INC.	D Employer Identification Number (EIN) 62-1766388
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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: STABLE VALUE FUND J
--

b Name of sponsor of entity listed in (a): WELLS FARGO BANK N.A.

c EIN-PN 94-3371778-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50609
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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
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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 XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 XMI HOLDINGS, INC.	D Employer Identification Number (EIN) 62-1766388	

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)	9453	6720
(2) Participant contributions	1b(2)	62309	34329
(3) Other.....	1b(3)	2274	1354
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)	65555	66855
(9) Value of interest in common/collective trusts.....	1c(9)	55820	50609
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4502319	6223614
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4697730	6383481

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4697730	6383481
---	-----------	---------	---------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	94310	
(B) Participants	2a(1)(B)	785474	
(C) Others (including rollovers)	2a(1)(C)	257913	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1137697

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)	2744	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2744

(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)	122912	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		122912

(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)		834
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		300840
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1565027

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	511110	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		511110
f Corrective distributions (see instructions)	2f		16957
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	66308	
(3) Investment advisory and management fees	2i(3)	6792	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		73100
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		601167

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		963860
l Transfers of assets:			
(1) To this plan.....	2l(1)		734583
(2) From this plan	2l(2)		12692

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: CARR, RIGGS & INGRAM, LLC

(2) EIN: 72-1396621

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		250000
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)

STAFF ONE, INC. 401K PLAN

5b(2) EIN(s)	5b(3) PN(s)
73-1332142	002

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>XMI HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>62-1766388</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>65-0708495</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

DECEMBER 31, 2012 AND 2011

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

TABLE OF CONTENTS DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Trustee and Plan Administrator
XMI Holdings, Inc. 401(k) Retirement Plan
Nashville, Tennessee

Report on the Financial Statements

We have audited the accompanying financial statements of XMI Holdings, Inc. 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 misstatements, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of XMI Holdings, Inc. 401(k) Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, referred to as “supplemental information,” is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan’s management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Car. Riggs & Ingram

Nashville, Tennessee
October 09, 2013

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Collective trust funds	\$ 50,609	\$ 55,820
Mutual funds	6,223,614	4,502,319
Total investments	<u>6,274,223</u>	<u>4,558,139</u>
Receivables:		
Employer contributions	6,720	9,453
Participant contributions	34,329	62,309
Notes receivable from participants	<u>68,209</u>	<u>67,829</u>
	<u>109,258</u>	<u>139,591</u>
Total assets	<u>6,383,481</u>	<u>4,697,730</u>
LIABILITIES		
Excess contributions	<u>43,996</u>	<u>16,958</u>
Total liabilities	<u>43,996</u>	<u>16,958</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 6,339,485</u>	<u>\$ 4,680,772</u>

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

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 299,303	\$ (183,541)
Interest and dividend income	122,912	114,024
Other	2,373	2,007
	<u>424,588</u>	<u>(67,510)</u>
Interest income - notes receivable from participants	2,744	1,751
Contributions:		
Employer	93,085	47,760
Participant	759,661	562,664
Rollovers	257,913	165,600
	<u>1,110,659</u>	<u>776,024</u>
Total additions	1,537,991	710,265
Deductions from net assets attributed to:		
Benefits paid to participants	528,068	260,261
Administrative expenses	73,102	60,060
Total deductions	<u>601,170</u>	<u>320,321</u>
Net increase	936,821	389,944
TRANSFERS INTO PLAN	721,892	-
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>4,680,772</u>	<u>4,290,828</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 6,339,485</u></u>	<u><u>\$ 4,680,772</u></u>

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

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

The following description of the XMI Holdings, Inc. 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established to provide retirement benefits for eligible employees of XMI Holdings, Inc. (the “Plan Sponsor”), its adopting affiliates, and other employers (“co-employers”) with whom the Plan Sponsor has entered into a co-employer relationship. The Plan covers substantially all employees who are age twenty-one or older and have completed three months of service (“participants”). Individual employers may elect to reduce the age and increase service requirements in their separate agreements. The Plan is considered to be a “multiple-employer” plan as described under section 413(c) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions - Eligible participants may contribute up to 100% of pretax annual compensation as defined in the Plan or federally-defined limits, whichever is lower. The Plan Sponsor and co-employers may make matching contributions based on agreements separately adopted by each company. Employers may also make additional qualified non-elective contributions for its employees. Contributions are subject to certain limitations. Participants direct the investment of their contributions and employer contributions.

Participant Accounts - Each participant’s account is credited with the participant’s elective deferrals, Plan Sponsor contributions, and plan earnings (losses) and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

Vesting - Participants are immediately vested in their qualified retirement contributions plus actual earnings or losses thereon. Vesting in the Plan Sponsor’s discretionary matching and additional discretionary contributions are based on agreements separately adopted by each company.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at rates that range from 4.25% to 5.00%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to termination of employment, death, permanent disability, or retirement, a participant or its beneficiary will receive an amount equal to the value of the participant’s vested account balance in a lump-sum amount.

Forfeited Accounts - Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. These forfeitures reduce employer contributions. Forfeited non-vested accounts totaling \$7,507 and \$1,568 were used to reduce Plan Sponsor contributions at December 31, 2012 and 2011, respectively.

Hardship Withdrawals - The Plan permits distributions in the event of a hardship, as defined in the Plan documents. These distributions are taxable and generally subject to a tax penalty equal to 10% of the hardship distribution amount if a participant is younger than age 59½. Hardship withdrawals are limited to the participant's vested elective account balance.

Administrative Expenses - Certain plan administrative expenses are paid by the Plan Sponsor and are not considered employer contributions. Plan expenses paid by the Plan include administration, investment advisory, and management fees.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value as reported by the custodian. Quoted market prices are used to value individual mutual funds. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. The fair value of the stable value fund is net asset value. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The stable value fund is valued at fair value, which approximates contract value, and is based on its beginning balance plus any deposit and credited interest, less any withdrawals, charges, or expenses; a measurement which approximates fair value. The contract value of each participant account approximates the fair value of its share of the stable value fund. The statement of net assets available for benefits presents the fair value of the investment contracts.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits are recorded when paid. As of December 31, 2012 and 2011, there were no amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment, but not yet paid.

Evaluation of Events Occurring After the Financial Statement Date - Management has evaluated subsequent events through October 09, 2013, the date the financial statements were available to be issued.

Reclassifications - Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-year financial statements.

3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair 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.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs that may be used to measure fair value are as follows:

Level 1 Fair Value Measurements - Observable inputs such as quoted prices in active markets.

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

All assets have been valued using a market approach. Fair values for assets in Level 2 are calculated using quoted market prices for similar assets in markets that are not active.

Level 3 Fair Value Measurements - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, on a recurring basis:

	Level 1	Level 2	Level 3	Total
December 31, 2012:				
Collective Trust Funds	\$ -	\$ 50,609	\$ -	\$ 50,609
Mutual Funds:		-	-	
Diversified emerging markets	30,880	-	-	30,880
Equity precious metals	103,844	-	-	103,844
Foreign large blend	406,519	-	-	406,519
High yield bond	94,449	-	-	94,449
Inflation-protected bond	391,305	-	-	391,305
Intermediate-term bond	210,797	-	-	210,797
Large blend	1,380,668	-	-	1,380,668
Large growth	88,058	-	-	88,058
Large value	83,316	-	-	83,316
Mid-cap blend	158,411	-	-	158,411
Mid-cap growth	25,913	-	-	25,913
Money market taxable	1,128,641	-	-	1,128,641
Natural resources	223,770	-	-	223,770
Pacific/Asia ex-Japan stock	60	-	-	60
Real estate	318,971	-	-	318,971
Short government	794,853	-	-	794,853
Short-term bond	91,871	-	-	91,871
Small blend	100,594	-	-	100,594
Small growth	17,958	-	-	17,958
Small value	2,473	-	-	2,473
Technology	10,150	-	-	10,150
Utilities	560,113	-	-	560,113
	<u>\$ 6,223,614</u>	<u>\$ 50,609</u>	<u>\$ -</u>	<u>\$ 6,274,223</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, on a recurring basis:

	Level 1	Level 2	Level 3	Total
December 31, 2011:				
Collective Trust Funds	\$ -	\$ 55,820	\$ -	\$ 55,820
Mutual Funds:				
Diversified emerging markets	12,143	-	-	12,143
Equity precious metals	146,412	-	-	146,412
Foreign large blend	380,103	-	-	380,103
High yield bond	73,129	-	-	73,129
Inflation-protected bond	115,069	-	-	115,069
Intermediate-term bond	202,109	-	-	202,109
Large blend	720,166	-	-	720,166
Large growth	65,736	-	-	65,736
Large value	61,265	-	-	61,265
Mid-cap blend	106,006	-	-	106,006
Mid-cap growth	6,823	-	-	6,823
Money market taxable	1,009,164	-	-	1,009,164
Natural resources	198,806	-	-	198,806
Pacific/Asia ex-Japan stock	137,281	-	-	137,281
Real estate	330,167	-	-	330,167
Short government	760,274	-	-	760,274
Short-term bond	83,456	-	-	83,456
Small blend	71,199	-	-	71,199
Small growth	2,394	-	-	2,394
Small value	65	-	-	65
Technology	6,153	-	-	6,153
Utilities	14,399	-	-	14,399
	<u>\$ 4,502,319</u>	<u>\$ 55,820</u>	<u>\$ -</u>	<u>\$ 4,558,139</u>

4. INVESTMENTS

The fair value of investments that represent 5% or more of the Plan's net assets is as follows at December 31:

	2012	2011
Mutual Funds:		
MFS Utilities A	\$ 560,113	\$ **
Vanguard Inflation Protected Secs	391,305	**
Vanguard Money Market Prime	1,128,641	1,009,164
Vanguard Short-Term Fed	794,853	760,274
Vanguard Total Stock Market Index	383,066	**
Vanguard Total Stock Market Index Signal	768,224	439,187
	<u>\$ 4,026,202</u>	<u>\$ 2,208,625</u>

** Investment does not represent 5% or more of the Plan's net assets for the respective year.

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

	<u>2012</u>	<u>2011</u>
Collective trust funds	\$ 627	\$ 1,399
Mutual funds	<u>298,676</u>	<u>(184,940)</u>
	<u>\$ 299,303</u>	<u>\$ (183,541)</u>

5. GUARANTEED INVESTMENT CONTRACT WITH WELLS FARGO BANK, N.A.

In 2009, the Plan entered into a fully benefit-responsive guaranteed investment contract with Wells Fargo Bank, N.A. (Wells Fargo). The contributions are held in the Wells Fargo Stable Return Value Fund. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a special interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Wells Fargo, represents contribution 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.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was \$50,609 and \$55,820 respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 2.33 percent. Such interest rates are reviewed periodically for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendment to the Plan documents (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) failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

The average yield earned by the guaranteed investment contract is based on the interest rate credited to participants and is 1.21 percent for 2012.

6. EXCESS CONTRIBUTIONS

Contributions received from participants for 2012 and 2011 are net of payments of \$43,996 and \$16,958, respectively, due to certain active participants whose excess deferral contributions shall be returned as required to satisfy the nondiscrimination provisions of the Plan. The payments for 2012 will be made in 2013 and the payments for 2011 were made in 2012. These amounts are included in the statements of net assets available for benefits as excess contributions.

7. INCOME TAX STATUS

The Plan Sponsor adopted a prototype 401(k) profit-sharing plan which received a favorable opinion letter from the Internal Revenue Service (“IRS”) on November 13, 2008, which stated that the prototype plan is designed in accordance with the applicable sections of the Internal Revenue Code. The plan administrator and management of the Company believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate the 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 Internal Revenue Service. 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 tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments. 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 reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of net assets available for benefits.

9. PLAN STATUS

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the plan agreement 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 will become 100% vested in their account balances.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 6,339,485	\$ 4,680,772
Refunds due of excess contributions not reported on Form 5500	<u>43,996</u>	<u>16,958</u>
Net assets available for benefits per Form 5500	<u>\$ 6,383,481</u>	<u>\$ 4,697,730</u>

The following is a reconciliation of the change in net assets available for benefits in the financial statements to Schedule H of the Form 5500 as follows for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Change in net assets available for benefits per the financial statements	\$ 1,658,713	\$ 389,944
Refunds due of excess contributions not reported on Form 5500	43,996	16,958
Corrective distributions	<u>(16,958)</u>	<u>(22,564)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 1,685,751</u>	<u>\$ 384,338</u>

11. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments held during the year are managed by Fidelity, the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

EIN 62-1766388, PLAN NO. 333

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

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate Of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Collective Trusts:			
	Wells Fargo Funds	Wells Fargo Stable Return Value	**	\$ 50,609
	Mutual Funds:			
	American Funds	American Euro Pacific Growth CI R4	**	146,204
	American Funds	American Euro Pacific Growth CI R6	**	151,043
	Dimensional Fund Advisors	DFA Emerging Markets Core Equity I	**	30,880
	Dimensional Fund Advisors	DFA US Targeted Value I	**	2,473
	Fidelity Funds	Fidelity Advisor Int'l Discovery A	**	8,885
	Franklin Funds	Franklin Gold and Precious Metals	**	103,844
	JP Morgan	JPMorgan Mid Cap Value A	**	15,613
	MFS Funds	MFS Utilities A	**	560,113
*	North Track Funds	Highmark NYSE Arca Tech 100 Index A	**	10,150
	Putnam Funds	Putnam High Yield Advantage	**	94,449
	SSgA Funds	SSgA S&P Index 500	**	99,624
	T. Rowe Funds	T. Rowe Price Dividend Growth	**	123,813
	T. Rowe Funds	T. Rowe Price Equity-Income	**	83,316
	T. Rowe Funds	T. Rowe Price New Asia	**	60
	T. Rowe Funds	T. Rowe Price New Era	**	100,951
	Vanguard Funds	Vanguard Energy	**	122,819
	Vanguard Funds	Vanguard Inflation Protected Secs	**	391,305
	Vanguard Funds	Vanguard Intermediate-Term Bond Index	**	57,600
	Vanguard Funds	Vanguard Mid Cap Growth Investor	**	25,913
	Vanguard Funds	Vanguard Mid Cap Index	**	142,798
	Vanguard Funds	Vanguard Money Market Prime	**	1,128,641
	Vanguard Funds	Vanguard Morgan Growth	**	88,058
	Vanguard Funds	Vanguard REIT Index	**	166,538
	Vanguard Funds	Vanguard REIT Index Signal Shares	**	152,433
	Vanguard Funds	Vanguard Short-Term Bond Index	**	91,871
	Vanguard Funds	Vanguard Short-Term Bond Index Signal	**	10,390
	Vanguard Funds	Vanguard Short-Term Fed	**	794,853
	Vanguard Funds	Vanguard Small Cap Growth Index	**	17,958
	Vanguard Funds	Vanguard Small Cap Index	**	89,713
	Vanguard Funds	Vanguard Small Cap Index Signal	**	10,881
	Vanguard Funds	Vanguard Total Bond Index	**	138,620
	Vanguard Funds	Vanguard Total Bond Market Index Signal	**	4,187
	Vanguard Funds	Vanguard Total Intl Stock Index Fund	**	100,387
	Vanguard Funds	Vanguard Total Int'l Stock Index Signal	**	5,941
	Vanguard Funds	Vanguard Total Stock Market Index	**	383,066
	Vanguard Funds	Vanguard Total Stock Market Index Signal	**	768,224

XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN

EIN 62-1766388, PLAN NO. 333

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

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate Of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Participant Loans Receivable:			
	Participant Loans	Various at 4.25% to 5.00%, maturing through 2030	-	68,209
	Total investments		\$ -	\$ 6,342,432

* Denotes a party-in-interest

** Information not required as all investments are participant directed.

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

UNIQUE STAFFING 401(K) RETIREMENT PLAN

PLAN # 333

EIN #: 74-2954372

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	AIM Funds	CHTRX - AIM Charter		253
	American Funds	RERGX - American Funds EuroPacific R6		102,852
	American Funds	RGAEX - American Growth Fund Of America CI R4		45
	American Funds	RNPCX - American Funds New Perspective R3		6
	American Funds	RNPEX - American Funds New Perspective		15,961
	American Funds	RWMEX - American Funds Washington Mutual Fund R4		41,800
	Dreyfus Funds	DPMAX - Dreyfus Midcap Stock		-
	Dreyfus Funds	PGROX - Dreyfus Worldwide Growth		5,839
	DWS Funds	KDHAX - DWS Strategic Value		23
	DWS Funds	SUHAX - DWS Health Care		10,560
	Fidelity Funds	FAGNX - Fidelity Advisor Natural Resources		20
	Fidelity Funds	FANAX - Fidelity Advisor Natural Resources A		52,821
	Fidelity Funds	FASPX - Fidelity Value Strategies T		403
	Fidelity Funds	FDAXX - Fidelity Daily Money Mkt		9,510
	Fidelity Funds	FMCAx - Fidelity Advisor Mid Cap T		85
	Fidelity Funds	FSOAX - Fidelity Adv_ Value Strategies A		20
	Franklin Funds	FKCGX - Franklin Flex Cap Growth		31,127
	Invesco Funds	FIDYX - AIM Dynamics Fund		77
	Janus Funds	JGORX - Janus Adviser Large Cap Growth		-
	MFS Funds	MMUFX - MFS Utilities A		32,466
	North Track Funds	PPTIX - Highmark NYSE Arca Tech 100 Index A		7,422
	Oppenheimer Funds	MSIGX - Oppenheimer MainStreet Inc & Growth A		27
	Oppenheimer Funds	OGLNX - Oppenheimer Global - N		5
	Oppenheimer Funds	OGMNX - Oppenheimer Gold & Special Minerals N		80
	Oppenheimer Funds	OPGSX - Oppenheimer Gold & Special Minerals		76,370
	Oppenheimer Funds	OPMSX - Oppenheimer MainStreet Small Cap A		5
	Oppenheimer Funds	OPPAX - Oppenheimer Global Fund A		223,885
	Principal Funds	PLGIX - Principal Large Cap Growth		55,574
	Ssga Funds	SSREX - SSgA REIT		365
	Ssga Funds	SVSPX - SSgA S&P Index 500		12,896
	T Rowe Price Funds	PRASX - T_ Rowe Price New Asia		17,237
	Templeton Funds	TEMWX - Templeton World Fund I		2
	Vanguard Funds	NAESX - Vanguard Small Cap Index		19,519
	Vanguard Funds	VBMFX - Vanguard Total Bond Index		62,067
	Vanguard Funds	VBTSX - Vanguard Total Bond Market Index Signal		74,054
	Vanguard Funds	VGENX - Vanguard Energy		4,846
	Vanguard Funds	VGRSX - Vanguard REIT Index Signal		171,884
	Vanguard Funds	VGSIX - Vanguard REIT Index		28,632
	Vanguard Funds	VIMSX - Vanguard Mid Cap Index		33,366
	Vanguard Funds	VIPSX - Vanguard Inflation Protected Secs		9,103
	Vanguard Funds	VMGRX - Vanguard Mid Cap Growth		62,128
	Vanguard Funds	VMISX - Vanguard Mid Cap Index Signal		192
	Vanguard Funds	VMMXX - Vanguard Money Market Prime		232,788
	Vanguard Funds	VSGBX - Vanguard Short-Term Fed		463,170
	Vanguard Funds	VSISX - Vanguard Small Cap Index Signal		5,328
	Vanguard Funds	VTSMX - Vanguard Total Stock Market Index		17,754
	Vanguard Funds	VTSSX - Vanguard Total Stock Market Index Signal		385,184
	Wells Fargo Funds	SOPFX - Wells Fargo Opportunity		3
	Wells Fargo Funds	STADX - Wells Fargo Ultra Short-Term Income Fund		8,688
	Participant Loans	4.25% To 6.00%		113,065