

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ENDLESS POOLS, INC. 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>01/01/1994</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1994</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1994</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ENDLESS POOLS, INC.</u> <u>1601 DUTTON MILL ROAD</u> <u>ASTON, PA 19014-2831</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>77-0614174</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>610-497-8676</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>453990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>77-0614174</u>	2c Sponsor's telephone number <u>610-497-8676</u>	2d Business code (see instructions) <u>453990</u>	
2b Employer Identification Number (EIN) <u>77-0614174</u>					
2c Sponsor's telephone number <u>610-497-8676</u>					
2d Business code (see instructions) <u>453990</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	10/14/2013 Date	JAMES MURDOCK 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 ENDLESS POOLS, INC. 1601 DUTTON MILL ROAD ASTON, PA 19014-2831		3b Administrator's EIN 77-0614174 3c Administrator's telephone number 610-497-8676
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		5 121
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	117
b Retired or separated participants receiving benefits.....	6b	16
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	133
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	133
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	101
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9
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 2G 2J 2K 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2012 <hr/> 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 ENDLESS POOLS, INC. 401K PROFIT SHARING PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 ENDLESS POOLS, INC.	D Employer Identification Number (EIN) 77-0614174	

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

ING LIFE INSURANCE AND ANNUITY 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
71-0294708	86509	GH4393	114	01/01/2012	12/31/2012

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
10439	2037

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

CADARET, GREANT AND CO., INC.
 ONE LINCOLN CENTER
 110 W FAYETTE ST FL 5
 SYRACUSE, NY 13202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10439			4

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

THE PENSION ALLIANCE, INC.
 4000 CRUMS MILL ROAD STE 102
 HARRISBURG, PA 17112

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	2037	TPA PARTNERSHIP PROGRAM	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	

(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	175386
5 Current value of plan's interest under this contract in separate accounts at year end	5	4292350

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 ▶

b Balance at the end of the previous year	7b	248074
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c Additions: (1) Contributions deposited during the year	7c(1)	411192	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	5973	
(4) Transferred from separate account	7c(4)	302359	
(5) Other (specify below)	7c(5)	68211	

▶ LOAN REPAYMENTS AND TRANSFERS

(6) Total additions	7c(6)	787735
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1035809
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	222030	
(2) Administration charge made by carrier	7e(2)	450	
(3) Transferred to separate account	7e(3)	559693	
(4) Other (specify below)	7e(4)	78250	

▶ LOAN DISBURSEMENTS, TRANSFERS, AND FEES

(5) Total deductions	7e(5)	860423
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	175386
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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)	0
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)	0
(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)	0
(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. ▶

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 ENDLESS POOLS, INC. 401K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ENDLESS POOLS, INC.	D Employer Identification Number (EIN) 77-0614174	

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
ING LIFE INSURANCE AND ANNUITY CO

71-0294708

(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)

AMERICAN FUNDS

95-1411037

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	11771	Yes ☐ No ☒

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

GELMAN & PELESH, PC

938 LINCOLN AVE.
SUITE 201
SPRINGFIELD, PA 19064

23-2850291

(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?
10	AUDITOR	10000	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

ING FINANCIAL ADVISORS

06-1375177

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	9035	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)

ING MUTUAL FUNDS

95-4516049

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	8826	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.	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em;">2012</div> 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>ENDLESS POOLS, INC. 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>ENDLESS POOLS, INC.</u>	D Employer Identification Number (EIN) <u>77-0614174</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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO

c EIN-PN <u>71-0294708-000</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>4292350</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	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 ENDLESS POOLS, INC. 401K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ENDLESS POOLS, INC.	D Employer Identification Number (EIN) 77-0614174	

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)	0	0
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	53986	74245
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	3536246	4292350
	(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)	248074	175386
	(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	3838306	4541981

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	3838306	4541981
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	26588	
(B) Participants	2a(1)(B)	384573	
(C) Others (including rollovers)	2a(1)(C)	24181	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		435342

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)	4233	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4233

(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)		
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(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)		504775
(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		
d Total income. Add all income amounts in column (b) and enter total.....	2d		944350

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	211128	
(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)		211128
f Corrective distributions (see instructions)	2f		10185
g Certain deemed distributions of participant loans (see instructions).....	2g		6567
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	10000	
(2) Contract administrator fees	2i(2)	2795	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		12795
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		240675

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		703675
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **GELMAN & PELESH, PC**

(2) EIN: **23-2850291**

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		400000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ENDLESS POOLS, INC. 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>ENDLESS POOLS, INC.</u>	D Employer Identification Number (EIN) <u>77-0614174</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>71-0294708</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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):

GELMAN & PELESH, P.C.
Certified Public Accountants

**ENDLESS POOLS, INC.
401(K) PROFIT SHARING PLAN
AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

**ENDLESS POOLS, INC. 401(K) PROFIT SHARING PLAN
AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
the Endless Pools, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the financial statements of the Endless Pools, Inc. 401(k) Profit Sharing 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

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with auditing standards 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Life Insurance and Annuity Company (ILIAC), the investment provider to the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that ILIAC holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from ILIAC as of and for the years ended December 31, 2012 and December 31, 2011 that the information provided to the plan administrator by ILIAC is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets (Held at End of Year) and (2) Schedule H, line 4j – Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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



Gelman & Pelesh, P.C.

Springfield, PA
October 10, 2013

ENDLESS POOLS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS:		
At fair value as determined by quoted market price:		
Mutual funds	\$ 4,107,756	\$ 3,321,686
Investment contract with insurance company	189,633	261,833
Cash Accounts	<u>184,594</u>	<u>214,560</u>
Total Investments	<u>4,481,983</u>	<u>3,798,079</u>
RECEIVABLES:		
Notes receivable from participants	<u>74,245</u>	<u>53,986</u>
TOTAL ASSETS	<u>4,556,228</u>	<u>3,852,065</u>
LIABILITIES		
Excess contributions payable	<u>1,985</u>	<u>10,185</u>
TOTAL LIABILITIES	<u>1,985</u>	<u>10,185</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	<u>4,554,243</u>	<u>3,841,880</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(14,247)</u>	<u>(13,759)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 4,539,996</u></u>	<u><u>\$ 3,828,121</u></u>

See accompanying notes

GELMAN & PELESH, P.C.*Certified Public Accountants***ENDLESS POOLS, INC. 401(k) PROFIT SHARING PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****YEAR ENDED DECEMBER 31, 2012**

ADDITIONS**Additions to net assets attributed to:**

Investment activity:

Net investment gain (loss) in fair value of investments in pooled separate accounts	\$ 504,775
Interest income - participant loans	4,233
Total Investment Income	\$ 509,008

Contributions:

Participant's	382,588
Employer	26,588
Rollovers	24,181
Total Contributions	433,357

TOTAL ADDITIONS 942,365**DEDUCTIONS****Deductions from net assets attributed to:**

Benefits paid to participants	217,695
Administrative expenses	12,795

TOTAL DEDUCTIONS 230,490**NET INCREASE** 711,875**NET ASSETS AVAILABLE FOR BENEFITS**

Beginning of year	<u>3,828,121</u>
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END OF YEAR \$ 4,539,996

See accompanying notes

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A – DESCRIPTION OF PLAN

The following description of the Endless Pools, Inc. (“Company”) 401(k) Profit Sharing Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General. The Plan is a defined contribution plan covering all employees of the Company who have completed three months of service and are age eighteen or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. In 2012, participants may contribute up to \$17,000 of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year, and make the maximum allowable tax-deferred contribution, are eligible to make catch-up contributions (maximum of \$5,500 in 2012). In addition, participants may make a special elective salary deferral on any bonuses received up to 100% of any bonus. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-six mutual funds as investment options for participants. The Company’s matching contribution is 10% of eligible participant deferrals up to 6% of compensation. Additional profit sharing amounts may be contributed at the Company’s discretion. These contributions will be allocated among all eligible employees, whether or not they make contributions.

Participant Accounts. Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company’s contribution and, (b) Plan earnings. Allocations are based on participant earnings or account balances as defined. Individual accounts may be charged with administrative expenses such as loan maintenance. 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 Company’s contribution portion of their account is based on years of continuous service. A graded vesting schedule is in effect with 20% vested after two years of credited service increasing in 20% increments until the participant is 100% vested after six years of credited service. All accounts are 100% vested at the normal retirement age of 65.

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 \$50,000 or one-half of the vested portion of their account balance. Loans are secured by the balance in the participant’s account and bear interest at a reasonable rate based on a review of interest rates charged for similar types of loans by other lenders. In 2012, the interest rates for outstanding participant loans range from 4.75% to 8.25%. Principal and interest is 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 a lump-sum amount equal to the value of the participant’s vested interest in his or her account. Upon attaining the age of 59½, in-service distributions may be made from the fully vested portion of a participant’s account.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

Forfeited Accounts. At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$23,152 and \$28,672, respectively. These accounts will first be used to pay plan expenses then to reduce future employer contributions.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through October 10, 2013, which is the date the financial statements were available to be issued.

Estimates

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

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest.

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 C for discussion of fair value measurements.

Payment of Benefits

Benefits are recorded when paid.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

Plan Expenses. The Plan sponsor pays the majority of Plan expenses. Certain fees such as loan origination fees, loan maintenance fees, and distribution processing fees are deducted from individual participant's accounts.

NOTE C – FAIR VALUE MEASUREMENTS

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of the guaranteed investment contract is reported based upon observable inputs, including the Plan's assumptions as to what market participants would use in pricing such instruments.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

Assets:	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bond Funds	\$ 976,597	\$ —	\$ —	\$ 976,597
Specialty Funds	858,386	—	—	858,386
Growth Funds	798,967	—	—	798,967
International Funds	617,483	—	—	617,483
Value Funds	570,781	—	—	570,781
Lifecycle Funds	216,212	—	—	216,212
Money Market Funds	184,594	—	—	184,594
Balanced Funds	69,330	—	—	69,330
Guaranteed investment contract	—	189,633	—	175,387
	<u>\$ 4,292,350</u>	<u>\$ 189,633</u>	<u>\$ 0</u>	<u>\$ 4,481,983</u>

GELMAN & PELESH, P.C.*Certified Public Accountants*

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

Assets:	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bond Funds	\$ 883,954	\$ —	\$ —	\$ 883,954
Growth Funds	751,251	—	—	751,235
Value Funds	630,606	—	—	630,606
International Funds	531,055	—	—	531,055
Specialty Funds	338,956	—	—	338,956
Money Market Funds	214,560	—	—	214,560
Lifecycle Funds	134,062	—	—	134,062
Balanced Funds	51,818	—	—	51,818
Guaranteed investment contract	—	261,833	—	261,833
	<u>\$ 3,536,246</u>	<u>\$ 261,833</u>	<u>\$ 0</u>	<u>\$ 3,798,079</u>

NOTE D -- INVESTMENTS

Unaudited Information Prepared and Certified by ING Life Insurance and Annuity Company

Except for its investment contract with ING Life Insurance and Annuity Company (ILIAC) (Note E), the Plan's investments are held in an unallocated, pooled separate account with ILIAC. The December 31, 2012 and 2011 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by ILIAC in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes total investments of \$4,481,983 and \$3,798,079 at December 31, 2012 and 2011, respectively, and related gains of \$509,008 for the year ended December 31, 2012.

The following presents investments that represent 5 percent or more (\$227,712) of the Plan's net assets.

	December 31, 2012	December 31, 2011
The Growth Fund of America	\$ 677,467	\$ 511,317
Oppenheimer International Bond Fund	462,607	427,462
ING PIMCO Total Return Portfolio	409,888	361,397
American New Perspective Fund	348,954	270,083
ING JP Morgan Mid Cap Value Portfolio**	327,290	*
Columbia Mid Cap Value Opportunity Fund**	*	267,100
ING Fixed Account (at fair value)	*	261,833
ING Money Market Portfolio	*	198,339

*Investment was not greater than 5%.

** All funds in Columbia Mid Cap Value Opportunity Fund transferred to ING JP Morgan Mid Cap Value Portfolio on October 15, 2012.

During the year ended December 31, 2012, the plan's investments appreciated in value by \$504,775.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE E – INVESTMENT CONTRACT WITH INSURANCE COMPANY

As of December 31, 2012, the Plan maintained one GIC related investment option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit-responsive in accordance with ASC Topic 962. The contract value of the investment contract at December 31, 2012 and 2011 was \$175,387 and \$248,074, respectively.

The average yield based on actual interest credited to participants for the contract for the years ended December 31, 2012 and 2011 were 3.00% and 3.00%, respectively. The crediting interest rates to the participants for the years ended December 31, 2012 and 2011 were 3.00% and 3.00%, respectively. The guaranteed minimum crediting interest rates for the contract years ended December 31, 2012 and 2011 were 3.00% and 3.00% respectively. ILIAC makes this guarantee, and although ILIAC may credit a higher interest rate, the credited rate will never fall below the lifetime guaranteed minimum of 3.00%.

ILIAC's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment interest earned on invested assets and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan) (ii) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) 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.

ILIAC, the GIC issuer has the option to payout the current value of the contract only after completion of five contract years.

NOTE F – RELATED PARTY TRANSACTIONS

Certain Plan investments comprised of an insurance contract, money market funds, and mutual funds, are offered by ING Life Insurance and Annuity Company and ING Funds. ING is a service provider to the Plan and, therefore, these transactions qualify as party-in interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE G – EXCESS CONTRIBUTIONS

Contributions received from participants for 2012 are net of payments of \$1,958 made in 2013 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amount is also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE H – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of full Plan termination, participants would become 100% vested in their employer contributions.

In 2008, a partial plan termination occurred because the participant turnover rate exceeded 20% as a result of layoffs. All participants affected by the partial plan termination became 100% vested in their employer contributions.

NOTE I – TAX STATUS

The Internal Revenue Service issued an opinion letter dated March 31, 2008, that the Plan is acceptable in under section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE J – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in 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.

NOTE K – NONDISCRIMINATION TESTING

In 2012 and 2011, the Plan failed the actual deferral percentage (ADP) nondiscrimination test but passed the actual contribution percentage (ACP) nondiscrimination test for non-excludable employees. Corrective measures were employed so that nondiscrimination criteria were met. These measures include re-characterizing a portion of employee contributions as catch-up contributions for highly compensated employees over age 50 and refunding a portion of employee contributions for some of the remaining highly compensated employees. A highly compensated employee is one that was a more-than-5% owner at any time during 2012 or 2011 (the look-back year) or had compensation greater than \$110,000 in the look-back year.

NOTE L – RECONCILIATION OF FINANCIAL TO THE FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012, to Form 5500:

Net assets available for benefits per the financial statements	\$ 4,539,996
Amounts allocated to excess contributions payable	1,985
Net assets available for benefits per the Form 5500	<u>\$ 4,541,981</u>

GELMAN & PELESH, P.C.

Certified Public Accountants

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

The following is a reconciliation of employees' contributions per the financial statements for the year ended December 31, 2012, to Form 5500:

Employees' contributions per the financial statements	\$ 382,588
Amounts allocated to excess contributions payable	<u>1,985</u>
Employees' contributions per the Form 5500	<u>\$ 384,573</u>

Amounts allocated to excess contributions to be returned to employees in 2013 are recorded on the financial statements as a liability and a corresponding reduction in employees' contributions.

The following is a reconciliation of net increase in assets available for benefits per the financial statements at December 31, 2012, to Form 5500:

Net increase in assets available for benefits per the financial statements	\$ 711,875
Amounts allocated to excess contributions payable at December 31, 2012	1,985
Amounts allocated to excess contributions payable at December 31, 2011	<u>(10,185)</u>
Net increase in assets available for benefits per the Form 5500	<u>\$ 703,675</u>

GELMAN & PELESH, P.C.
Certified Public Accountants

SUPPLEMENTAL SCHEDULES

GELMAN & PELESH, P.C.
Certified Public Accountants

ENDLESS POOLS, INC., 401(K) PROFIT SHARING PLAN
 EIN: 77-0614174
 Plan Number: 001
 Schedule H, Line 4i - Schedule of Assets (Held At End of Year)
 December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	PARTICIPANT LOANS	4.75% - 8.25%	-0-	\$ 74,245
*	ING INSURANCE CONTRACT	ING FIXED ACCOUNT		175,387
*	ING INTEREST-BEARING CASH	ING MONEY MARKET PORTFOLIO		169,908
*		ING MONEY MARKET FUND		14,686
	REGISTERED INVESTMENT COMPANIES	THE GROWTH FUND OF AMERICA		677,467
		OPPENHEIMER INTERNATIONAL BOND FUND		462,607
*		ING PIMCO TOTAL RETURN PORTFOLIO		409,888
		AMERICAN NEW PERSPECTIVE FUND		348,954
*		ING JP MORGAN MID CAP VALUE PORTFOLIO		327,290
		DODGE & COX STOCK FUND		222,192
		VANGUARD VARIABLE INS. FD. DIV. VAL. PORTFOLIO		178,805
		MASSACHUSETTS INVESTORS TRUST		169,784
		AMERICAN EUROPACIFIC GROWTH FUND		144,676
		LAZARD EMRGING MKTS EQUITY PORTFOLIO		123,853
*		ING LARGE CAP GROWTH PORTFOLIO		121,500
*		ING SOLUTION 2035 PORTFOLIO		117,760
*		ING CLARION REAL ESTATE PORTFOLIO		114,349
		CRM MID CAP VALUE FUND		105,715
		PIMCO VIT REAL RETURN PORTFOLIO		104,102
		GOLDMAN SACHS SMALL CAP VALUE FUND		91,756
*		ING BARON GROWTH PORTFOLIO		89,554
		UBS US SMALL CAP GROWTH FUND		70,341
		AMERICAN BALANCED FUND		69,330
		OPPENHEIMER MAIN STREET SMALL CAP FUND		59,381
*		ING SOLUTION 2045 PORTFOLIO		42,281
*		ING SOLUTION 2015 PORTFOLIO		28,201
*		ING SOLUTION 2025 PORTFOLIO		18,466
*		ING SOLUTION 2055 PORTFOLIO		9,504
				\$4,541,982

* Party-in-interest as defined by ERISA

Note: Column (d) is blank as all investments are participant directed.

ENDLESS POOLS, INC., 401(K) PROFIT SHARING PLAN

EIN: 77-0614174

Plan Number: 001

Schedule H, Line 4j - Schedule of Reportable Transactions
December 31, 2012

Totals:		505,653	505,653	0	0	0	0	0	0	0
(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)		
ING T ROWE PRICE EQUITY INCOME SVS CLASS	MUTUAL FUND		200,504				-	-		
DODGE & COX STOCK FUND	MUTUAL FUND	200,504					200,504			
COLUMBIA MID CAP VALUE OPPORTUNITY FD	MUTUAL FUND		305,149				-	-		
ING JP MORGAN MID CAP VALUE PORTFOLIO	MUTUAL FUND	305,149					305,149			

GELMAN & PELESH, P.C.
Certified Public Accountants

ENDLESS POOLS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
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INVESTMENTS:		
At fair value as determined by quoted market price:		
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Investment contract with insurance company	189,633	261,833
Cash Accounts	<u>184,594</u>	<u>214,560</u>
Total Investments	<u>4,481,983</u>	<u>3,798,079</u>
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Notes receivable from participants	<u>74,245</u>	<u>53,986</u>
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TOTAL LIABILITIES	<u>1,985</u>	<u>10,185</u>
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See accompanying notes

GELMAN & PELESH, P.C.*Certified Public Accountants***ENDLESS POOLS, INC. 401(k) PROFIT SHARING PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****YEAR ENDED DECEMBER 31, 2012**

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Total Investment Income	\$ 509,008

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Rollovers	24,181
Total Contributions	433,357

TOTAL ADDITIONS 942,365**DEDUCTIONS****Deductions from net assets attributed to:**

Benefits paid to participants	217,695
Administrative expenses	12,795

TOTAL DEDUCTIONS 230,490**NET INCREASE** 711,875**NET ASSETS AVAILABLE FOR BENEFITS**

Beginning of year	<u>3,828,121</u>
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END OF YEAR \$ 4,539,996

See accompanying notes

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

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Participant Accounts. Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company’s contribution and, (b) Plan earnings. Allocations are based on participant earnings or account balances as defined. Individual accounts may be charged with administrative expenses such as loan maintenance. 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 Company’s contribution portion of their account is based on years of continuous service. A graded vesting schedule is in effect with 20% vested after two years of credited service increasing in 20% increments until the participant is 100% vested after six years of credited service. All accounts are 100% vested at the normal retirement age of 65.

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 \$50,000 or one-half of the vested portion of their account balance. Loans are secured by the balance in the participant’s account and bear interest at a reasonable rate based on a review of interest rates charged for similar types of loans by other lenders. In 2012, the interest rates for outstanding participant loans range from 4.75% to 8.25%. Principal and interest is 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 a lump-sum amount equal to the value of the participant’s vested interest in his or her account. Upon attaining the age of 59½, in-service distributions may be made from the fully vested portion of a participant’s account.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

Forfeited Accounts. At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$23,152 and \$28,672, respectively. These accounts will first be used to pay plan expenses then to reduce future employer contributions.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through October 10, 2013, which is the date the financial statements were available to be issued.

Estimates

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

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest.

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 C for discussion of fair value measurements.

Payment of Benefits

Benefits are recorded when paid.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

Plan Expenses. The Plan sponsor pays the majority of Plan expenses. Certain fees such as loan origination fees, loan maintenance fees, and distribution processing fees are deducted from individual participant's accounts.

NOTE C – FAIR VALUE MEASUREMENTS

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of the guaranteed investment contract is reported based upon observable inputs, including the Plan's assumptions as to what market participants would use in pricing such instruments.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

Assets:	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bond Funds	\$ 976,597	\$ —	\$ —	\$ 976,597
Specialty Funds	858,386	—	—	858,386
Growth Funds	798,967	—	—	798,967
International Funds	617,483	—	—	617,483
Value Funds	570,781	—	—	570,781
Lifecycle Funds	216,212	—	—	216,212
Money Market Funds	184,594	—	—	184,594
Balanced Funds	69,330	—	—	69,330
Guaranteed investment contract	—	189,633	—	175,387
	<u>\$ 4,292,350</u>	<u>\$ 189,633</u>	<u>\$ 0</u>	<u>\$ 4,481,983</u>

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ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

Assets:	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bond Funds	\$ 883,954	\$ —	\$ —	\$ 883,954
Growth Funds	751,251	—	—	751,235
Value Funds	630,606	—	—	630,606
International Funds	531,055	—	—	531,055
Specialty Funds	338,956	—	—	338,956
Money Market Funds	214,560	—	—	214,560
Lifecycle Funds	134,062	—	—	134,062
Balanced Funds	51,818	—	—	51,818
Guaranteed investment contract	—	261,833	—	261,833
	<u>\$ 3,536,246</u>	<u>\$ 261,833</u>	<u>\$ 0</u>	<u>\$ 3,798,079</u>

NOTE D -- INVESTMENTS

Unaudited Information Prepared and Certified by ING Life Insurance and Annuity Company

Except for its investment contract with ING Life Insurance and Annuity Company (ILIAC) (Note E), the Plan's investments are held in an unallocated, pooled separate account with ILIAC. The December 31, 2012 and 2011 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by ILIAC in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes total investments of \$4,481,983 and \$3,798,079 at December 31, 2012 and 2011, respectively, and related gains of \$509,008 for the year ended December 31, 2012.

The following presents investments that represent 5 percent or more (\$227,712) of the Plan's net assets.

	December 31, 2012	December 31, 2011
The Growth Fund of America	\$ 677,467	\$ 511,317
Oppenheimer International Bond Fund	462,607	427,462
ING PIMCO Total Return Portfolio	409,888	361,397
American New Perspective Fund	348,954	270,083
ING JP Morgan Mid Cap Value Portfolio**	327,290	*
Columbia Mid Cap Value Opportunity Fund**	*	267,100
ING Fixed Account (at fair value)	*	261,833
ING Money Market Portfolio	*	198,339

*Investment was not greater than 5%.

** All funds in Columbia Mid Cap Value Opportunity Fund transferred to ING JP Morgan Mid Cap Value Portfolio on October 15, 2012.

During the year ended December 31, 2012, the plan's investments appreciated in value by \$504,775.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE E – INVESTMENT CONTRACT WITH INSURANCE COMPANY

As of December 31, 2012, the Plan maintained one GIC related investment option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit-responsive in accordance with ASC Topic 962. The contract value of the investment contract at December 31, 2012 and 2011 was \$175,387 and \$248,074, respectively.

The average yield based on actual interest credited to participants for the contract for the years ended December 31, 2012 and 2011 were 3.00% and 3.00%, respectively. The crediting interest rates to the participants for the years ended December 31, 2012 and 2011 were 3.00% and 3.00%, respectively. The guaranteed minimum crediting interest rates for the contract years ended December 31, 2012 and 2011 were 3.00% and 3.00% respectively. ILIAC makes this guarantee, and although ILIAC may credit a higher interest rate, the credited rate will never fall below the lifetime guaranteed minimum of 3.00%.

ILIAC's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment interest earned on invested assets and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan) (ii) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) 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.

ILIAC, the GIC issuer has the option to payout the current value of the contract only after completion of five contract years.

NOTE F – RELATED PARTY TRANSACTIONS

Certain Plan investments comprised of an insurance contract, money market funds, and mutual funds, are offered by ING Life Insurance and Annuity Company and ING Funds. ING is a service provider to the Plan and, therefore, these transactions qualify as party-in interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE G – EXCESS CONTRIBUTIONS

Contributions received from participants for 2012 are net of payments of \$1,958 made in 2013 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amount is also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE H – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of full Plan termination, participants would become 100% vested in their employer contributions.

In 2008, a partial plan termination occurred because the participant turnover rate exceeded 20% as a result of layoffs. All participants affected by the partial plan termination became 100% vested in their employer contributions.

NOTE I – TAX STATUS

The Internal Revenue Service issued an opinion letter dated March 31, 2008, that the Plan is acceptable in under section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE J – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in 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.

NOTE K – NONDISCRIMINATION TESTING

In 2012 and 2011, the Plan failed the actual deferral percentage (ADP) nondiscrimination test but passed the actual contribution percentage (ACP) nondiscrimination test for non-excludable employees. Corrective measures were employed so that nondiscrimination criteria were met. These measures include re-characterizing a portion of employee contributions as catch-up contributions for highly compensated employees over age 50 and refunding a portion of employee contributions for some of the remaining highly compensated employees. A highly compensated employee is one that was a more-than-5% owner at any time during 2012 or 2011 (the look-back year) or had compensation greater than \$110,000 in the look-back year.

NOTE L – RECONCILIATION OF FINANCIAL TO THE FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012, to Form 5500:

Net assets available for benefits per the financial statements	\$ 4,539,996
Amounts allocated to excess contributions payable	1,985
Net assets available for benefits per the Form 5500	<u>\$ 4,541,981</u>

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ENDLESS POOLS, INC., 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

The following is a reconciliation of employees' contributions per the financial statements for the year ended December 31, 2012, to Form 5500:

Employees' contributions per the financial statements	\$ 382,588
Amounts allocated to excess contributions payable	<u>1,985</u>
Employees' contributions per the Form 5500	<u>\$ 384,573</u>

Amounts allocated to excess contributions to be returned to employees in 2013 are recorded on the financial statements as a liability and a corresponding reduction in employees' contributions.

The following is a reconciliation of net increase in assets available for benefits per the financial statements at December 31, 2012, to Form 5500:

Net increase in assets available for benefits per the financial statements	\$ 711,875
Amounts allocated to excess contributions payable at December 31, 2012	1,985
Amounts allocated to excess contributions payable at December 31, 2011	<u>(10,185)</u>
Net increase in assets available for benefits per the Form 5500	<u>\$ 703,675</u>

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SUPPLEMENTAL SCHEDULES

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ENDLESS POOLS, INC., 401(K) PROFIT SHARING PLAN
 EIN: 77-0614174
 Plan Number: 001
 Schedule H, Line 4i - Schedule of Assets (Held At End of Year)
 December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	PARTICIPANT LOANS	4.75% - 8.25%	-0-	\$ 74,245
*	ING INSURANCE CONTRACT	ING FIXED ACCOUNT		175,387
*	ING INTEREST-BEARING CASH	ING MONEY MARKET PORTFOLIO		169,908
*		ING MONEY MARKET FUND		14,686
	REGISTERED INVESTMENT COMPANIES	THE GROWTH FUND OF AMERICA		677,467
		OPPENHEIMER INTERNATIONAL BOND FUND		462,607
*		ING PIMCO TOTAL RETURN PORTFOLIO		409,888
		AMERICAN NEW PERSPECTIVE FUND		348,954
*		ING JP MORGAN MID CAP VALUE PORTFOLIO		327,290
		DODGE & COX STOCK FUND		222,192
		VANGUARD VARIABLE INS. FD. DIV. VAL. PORTFOLIO		178,805
		MASSACHUSETTS INVESTORS TRUST		169,784
		AMERICAN EUROPACIFIC GROWTH FUND		144,676
		LAZARD EMRGING MKTS EQUITY PORTFOLIO		123,853
*		ING LARGE CAP GROWTH PORTFOLIO		121,500
*		ING SOLUTION 2035 PORTFOLIO		117,760
*		ING CLARION REAL ESTATE PORTFOLIO		114,349
		CRM MID CAP VALUE FUND		105,715
		PIMCO VIT REAL RETURN PORTFOLIO		104,102
		GOLDMAN SACHS SMALL CAP VALUE FUND		91,756
*		ING BARON GROWTH PORTFOLIO		89,554
		UBS US SMALL CAP GROWTH FUND		70,341
		AMERICAN BALANCED FUND		69,330
		OPPENHEIMER MAIN STREET SMALL CAP FUND		59,381
*		ING SOLUTION 2045 PORTFOLIO		42,281
*		ING SOLUTION 2015 PORTFOLIO		28,201
*		ING SOLUTION 2025 PORTFOLIO		18,466
*		ING SOLUTION 2055 PORTFOLIO		9,504
				\$4,541,982

* Party-in-interest as defined by ERISA

Note: Column (d) is blank as all investments are participant directed.

ENDLESS POOLS, INC., 401(K) PROFIT SHARING PLAN

EIN: 77-0614174

Plan Number: 001

Schedule H, Line 4j - Schedule of Reportable Transactions
December 31, 2012

Totals:		505,653	505,653	0	0	0	0	0	0	0
(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)		
ING T ROWE PRICE EQUITY INCOME SVS CLASS	MUTUAL FUND		200,504				-	-		
DODGE & COX STOCK FUND	MUTUAL FUND	200,504					200,504			
COLUMBIA MID CAP VALUE OPPORTUNITY FD	MUTUAL FUND		305,149				-	-		
ING JP MORGAN MID CAP VALUE PORTFOLIO	MUTUAL FUND	305,149					305,149			

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