Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2007

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ARISE VIRTUAL SOLUTIONS, INC.

3450 LAKESIDE DRIVE, 6TH FLOOR
MIRAMAR, FL 33027

2b Employer Identification Number (EIN)
98-0151557

2c Sponsor's telephone number
954-392-2611

2d Business code (see instructions)
561420

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ANA SANSO-HILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

ARISE VIRTUAL SOLUTIONS, INC.

3450 LAKESIDE DRIVE, 6TH FLOOR
MIRAMAR, FL 33027

3b Administrator's EIN
98-0151557

3c Administrator's telephone number
954-392-2611

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**	261
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**	229
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	60
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	291
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	291
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	234
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 2K 2F 2G 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☐		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARISE VIRTUAL SOLUTIONS, INC.

D Employer Identification Number (EIN)
98-0151557

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5157	2323
(2) Participant contributions	1b(2)	31211	23879
(3) Other	1b(3)	57	68
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	247086	187122
(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)	28007	47138
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1793231	3051330
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	2104749	3311860
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2104749	3311860

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	204576	
	(B) Participants	2a(1)(B)	867321	
	(C) Others (including rollovers)	2a(1)(C)	3882	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1075779
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	92	
	(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)	1954	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2046
	(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)	63427	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		63427
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		250824
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1392076
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	143499	
(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)		143499
f Corrective distributions (see instructions)	2f		40166
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1300	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1300
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		184965
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1207111
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MORRISON, BROWN, ARGIZ & FARRA, LLC **(2)** EIN: 01-0720052

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARISE VIRTUAL SOLUTIONS, INC.

D Employer Identification Number (EIN)
98-0151557

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** 0

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): 75-3182674

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011



ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

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MBAF
MORRISON BROWN ARGIZ & FARRA, LLC
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Arise Virtual Solutions, Inc. 401(K) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Arise Virtual Solutions, Inc. 401(K) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material 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 investment information summarized in NOTE 5, which was certified by the Mid Atlantic Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held at year end, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are 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 schedules 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 schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Morrison, Brown, Argiz & Farra

Fort Lauderdale, Florida
October 8, 2013

ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2012	2011
ASSETS		
Investments, at fair value:		
Money market fund	$ 187,122	$ 247,086
Mutual funds	3,051,330	1,793,231
TOTAL INVESTMENTS, AT FAIR VALUE	3,238,452	2,040,317
Receivables:		
Participant contributions	23,879	31,211
Employer contributions	2,323	5,157
Notes receivable from participants	47,138	28,007
Other	68	57
TOTAL RECEIVABLES	73,408	64,432
TOTAL ASSETS	3,311,860	2,104,749
LIABILITIES		
Excess contributions payable	-	40,166
TOTAL LIABILITIES	-	40,166
NET ASSETS AVAILABLE FOR BENEFITS	**$ 3,311,860**	**$ 2,064,583**

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

ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31,

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in market value of investments	$ 250,824	$ (30,696)
Interest income and dividends	63,519	36,361
TOTAL INVESTMENT INCOME	314,343	5,665
Interest income on notes receivable from participants	1,954	1,048
Contributions:		
Participants, including rollovers	871,203	651,940
Employer	204,576	139,047
TOTAL CONTRIBUTIONS	1,075,779	790,987
TOTAL ADDITIONS	1,392,076	797,700
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	143,499	198,350
Corrective distributions	-	48,738
Administrative expenses	1,300	1,300
TOTAL DEDUCTIONS	144,799	248,388
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,247,277	549,312
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	2,064,583	1,515,271
END OF YEAR	**$ 3,311,860**	**$ 2,064,583**

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

1. DESCRIPTION OF PLAN

The following description of the Arise Virtual Solutions, Inc. ("the Company") 401(k) Plan ("Plan") provides only general information. Reference to the Plan agreement should be made for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all eligible employees of the Company or any affiliate who has adopted the Plan. Eligible employees become able to participate in the plan after 1 hour of service. An eligible employee is not a member of any of the following classes of employees: (1) any employee who is included in a unit of employees covered by a collective bargaining agreement, if retirement benefits were the subject of good faith bargaining, and if the collective bargaining agreement does not provide for participation in the Plan; (2) any employee who is a non-resident alien who received no earned income which constitutes income from services performed within the United States; (3) any individual who performs customer service representative contract center services, including but not limited to: handling inbound calls, chat, e-mail, and data entry; (4) any individual who provides performance facilitator services. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The effective date of the original Plan was January 1, 2007.

Contributions

Each year, participants may contribute up to 75% of pretax annual compensation for the years ended December 31, 2012 and 2011. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants may direct their account balances into various investment options offered by the Plan. The Plan currently offers money market funds and mutual funds as investment options for participants. The Company makes matching contributions to the Plan. The Company contributed 35% of the first 5% of eligible compensation totaling $204,576 and $139,047 for the years ended December 31, 2012 and 2011, respectively. Additionally, the Company may, at its sole discretion, make a profit sharing contribution to the Plan for all eligible employees who completed at least 1,000 hours of service during the Plan year and are employed by the Company on the last day of the Plan year. The Company may also make a discretionary non-elective contribution. No profit sharing contributions or non-elective contributions were made for the 2012 and 2011 Plan years.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, Company contributions, allocations of the Plan’s earnings, and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are immediately vested in their salary deferral contributions, rollover contributions to the plan, and Company contributions, plus actual earnings or losses thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at rates ranging from 4.25% to 6.00%, which are commensurate with local prevailing rates as determined periodically by the trustee. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement or separation from service, a participant may elect to receive either a lump-sum amount equal to the value of the participant’s vested interest in his or her account or in installments as specified in the Plan. Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with provisions specified in the Plan agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Estimates

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

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the years.

Administrative Expenses

Withdrawal, loan setup, and loan maintenance fees are paid by the participants. All other administrative expenses are paid by the Company.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Upon the plan termination, any outstanding notes receivable from participants will be treated as a deemed distribution.

Tax Status

The Plan adopted its latest Prototype Non-standardized Profit Sharing Plan with a cash or deferral arrangement developed by Mid Atlantic Trust Company, effective October 1, 2009. The Mid Atlantic Trust Company Prototype Non-standard Profit Sharing Plan obtained a favorable Internal Revenue Service ("IRS") determination letter on March 31, 2008 in which the IRS stated that the form of the underlying prototype plan was acceptable under provisions of the Internal Revenue Code ("Code") and that any employer adopting this form of the plan will be considered to have a plan qualified under the Code. 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 Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the accompanying financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Reclassification

Certain items in the 2011 financial statements were reclassified to conform to the 2012 presentation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Adoption of Accounting Pronouncement

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the Financial Accounting Standards Board ("FASB") issued an accounting standard update that provides a consistent definition of fair value to ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards and provides clarification about the application of existing fair value measurement and disclosure requirements. The update also expands certain other disclosure requirements, particularly pertaining to Level 3 fair value measurements. The update is effective prospectively and is effective for annual periods beginning after December 15, 2011. Early application is permitted for interim periods beginning after December 15, 2011. The adoption of this update as of January 1, 2012 did not have an effect on the Plan's financial statements.

Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in ASU No. 2011-04

In July 2013, the FASB issued an accounting standard update which defers indefinitely the effective date of certain required disclosures in Accounting Standards Update No. 2011-04 of quantitative information regarding the significant unobservable inputs used in Level 3 fair value measurements of investments held by a plan not subject to the Securities and Exchange Commission's filing requirements ("nonpublic employee benefit plan") in its plan sponsor's own nonpublic entity equity securities as well as equity securities of its plan sponsor's nonpublic affiliated entities. The update does not defer the effective date for certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. The update is effective upon issuance for any financial statements that have not been issued. The implementation of this update did not have a material effect on the Plan's financial statements.

Subsequent Events

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

3. INVESTMENTS

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

	2012	2011
Vanguard Global Equity	$ 177,851	$ 140,039
Vanguard Prime Money Market Fund	187,122	247,086
Vanguard Target Retirement 2020	168,165	*
Vanguard Target Retirement 2030	392,272	174,454
Vanguard Target Retirement 2035	323,010	249,517
Vanguard Target Retirement 2040	262,954	*
Vanguard Total Stock Market Index	208,089	*

* These funds did not represent 5% or more of the Plan's net assets as of December 31 for the corresponding year.

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as (held during the year) appreciated (depreciation) in value from registered investments companies by $250,824 and $(30,696), respectively. During the years ended December 31, 2012 and 2011, the Plan's assets earned interest income and dividends totaling $63,519 and $36,361, respectively.

4. FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
  - quoted prices for similar assets or liabilities in active markets;
  - quoted prices for identical or similar assets or liabilities in inactive markets;
  - inputs other than quoted prices that are observable for the asset or liability;
  - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

  If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Valued at amortized cost, which approximates fair value.

Mutual funds: Valued at the quoted market price of the net asset value ("NAV") of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value measured on a recurring basis as of December 31, 2012.

		Fair Value Measurements at Reporting Date Using:		
Description	**Fair Value 12/31/2012**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Money market fund – Invests in short-term securities	$ 187,122	$ 187,122	$ -	$ -
Mutual funds				
Equity Funds – Invest in securities that represent part-ownership in companies	1,235,706	1,235,706	-	-
International Equity Funds – Invest in stocks and other securities of foreign countries	204,048	204,048		
Balanced Funds – Invest in stocks, bonds and money market instruments	1,420,255	1,420,255	-	-
Alternative Funds – Invest in commodities such as precious metals	2,916	2,916		
Fixed Income Fund – Invests in fixed income securities such as bonds	188,405	188,405	-	-
Total Mutual Funds	$ 3,051,330	$ 3,051,330	$ -	$ -
Total Assets	**$ 3,238,452**	**$ 3,238,452**	**$ -**	**$ -**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value measured on a recurring basis as of December 31, 2011.

		Fair Value Measurements at Reporting Date Using:		
Description	**Fair Value 12/31/2011**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Money market fund – Invest in short-term securities	$ 247,086	$ 247,086	$ -	$ -
Mutual funds				
Equity Funds – Invest in securities that represent part-ownership in companies	771,370	771,370	-	-
International Equity Funds – Invest in stocks and other securities of foreign countries	145,601	145,601		
Balanced Funds – Invest in stocks, bonds and money market instruments	766,885	766,885	-	-
Fixed Income Fund – Invest in fixed income securities such as bonds	109,375	109,375	-	-
Total Mutual Funds	$ 1,793,231	$ 1,793,231	$ -	$ -
Total Assets	**$ 2,040,317**	**$ 2,040,317**	**$ -**	**$ -**

5. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee, Mid Atlantic Trust Company, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2012	December 31, 2011
Investments, at fair value:		
Money market fund	$ 187,122	$ 247,086
Mutual funds	3,051,330	1,793,231
Total investments, at fair value	**$ 3,238,452**	**$ 2,040,317**

	For Year Ended December 31, 2012	For Year Ended December 31, 2011
Investments income:		
Net appreciation (depreciation) in market value of investments	$ 250,824	$ (30,696)
Interest income and dividends	63,519	36,361
Total investments income	**$ 314,343**	**$ 5,665**

6. 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 accompanying Statements of Net Assets Available for Benefits.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits.

8. EXCESS CONTRIBUTIONS PAYABLE

Corrective distributions for December 31, 2011 totaled $48,738, which were paid during 2011 and 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. At December 31, 2011, $40,166 was included in the Plan's Statements of Net Assets Available for Benefits as excess contributions payable.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	
Net assets available for benefits per the financial statements	$ 3,311,860	$ 2,064,583
Add: current year excess contributions refundable	-	40,166
Net assets available for benefits per Form 5500	**$ 3,311,860**	**$ 2,104,749**

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

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

	2012	
Net increase in assets available for benefits per the financial statements	$ 1,247,277	$ 549,312
Add: current year excess contributions refundable	-	40,166
Less: prior year excess contributions refundable	(40,166)	-
Net increase in assets available for benefits per Form 5500	**$ 1,207,111**	**$ 589,478**

SUPPLEMENTAL SCHEDULES

ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

SCHEDULE H, 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2012
EIN # 59-1635321
PLAN # 001

(a)(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
Vanguard	Prime Money Market Fund	$ -	$ 187,122
Vanguard	500 Index Fund	-	156,756
Vanguard	Bal Index	-	15,489
Vanguard	Capital Value	-	6,451
Vanguard	Div. Appreciation Idx	-	63,090
Vanguard	Diversified Equity	-	53,066
Vanguard	Dividend Growth	-	30,196
Vanguard	Emerging Mkt St Index	-	3,083
Vanguard	Energy Fund	-	15,373
Vanguard	Equity Income	-	50,421
Vanguard	European Stock Index	-	1,502
Vanguard	Extended Mkt Index	-	38,694
Vanguard	Gbl Ex Real Estate	-	938
Vanguard	Global Equity	-	177,851
Vanguard	Growth & Income NN	-	57,165
Vanguard	Growth Equity	-	88,904
Vanguard	Health Care	-	11,079
Vanguard	High Div. Yld Index	-	22,389
Vanguard	Index Growth	-	21,154
Vanguard	Index Value	-	11,123
Vanguard	Inflation Protected Sec	-	7,898
Vanguard	Interm-Term Bond	-	34,910
Vanguard	Int'l Value	-	19,221
Vanguard	Large Cap Index	-	20,440
Vanguard	Life Strategy Consv. Growth	-	4,360
Vanguard	Life Strategy Growth	-	1,337
Vanguard	Life Strategy Income	-	24,909
Vanguard	Life Strategy Mod. Growth	-	1,880
Vanguard	Long-Term Bond Index	-	37,946
Vanguard	L-T Treasury	-	64,025
Vanguard	Mid Cap Growth	-	32,870
Vanguard	Mid Cap Growth Index	-	80,504
Vanguard	Mid-Cap Index Fund	-	9,841
Vanguard	Mid-Cap Value Index	-	12,874

SCHEDULE H, 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR (CONTINUED)
DECEMBER 31, 2012
EIN # 59-1635321
PLAN # 001

(a)(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
Vanguard	Morgan Growth	-	27,448
Vanguard	Pacific Stock Index	-	1,454
Vanguard	Precious Metals & Mining Fund	-	2,916
Vanguard	Short Term Bond Index	-	25,573
Vanguard	Short-Term Federal	-	16,021
Vanguard	Small Cap Growth Index	-	102,833
Vanguard	Small Cap Value	-	3,516
Vanguard	Small-Cap Index Inv	-	29,087
Vanguard	Star	-	53,330
Vanguard	Strategic Small Cap Equity	-	1,193
Vanguard	Target Retirement 2010	-	1,954
Vanguard	Target Retirement 2015	-	1,401
Vanguard	Target Retirement 2020	-	168,165
Vanguard	Target Retirement 2025	-	53,576
Vanguard	Target Retirement 2030	-	392,272
Vanguard	Target Retirement 2035	-	323,010
Vanguard	Target Retirement 2040	-	262,954
Vanguard	Target Retirement 2045	-	9,310
Vanguard	Target Retirement 2050	-	97,677
Vanguard	Target Retirement Income	-	8,630
Vanguard	Total Stock Market Index	-	208,089
Vanguard	U.S. Growth	-	26,142
Vanguard	US REIT Index	-	990
Vanguard	US Value	-	31,292
Vanguard	Windsor	-	24,758
	Total Investments	$ -	$ 3,238,452
	Notes receivable from participants, earning interest rates ranging from 4.25% to 6.00% with payments through 2020		$ 47,138
			$ 3,285,590

** Department of Labor Regulation 2520.103-11 (d) allows the exclusion of participant directed transactions from historical cost entry on the schedule of assets (held at end of year).

ARISE VIRTUAL SOLUTIONS, INC. 401(K) PLAN

SCHEDULE H, 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011
EIN # 59-1635321
PLAN # 001

(a)(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
Vanguard	Prime Money Market Fund	$ -	$ 247,086
Vanguard	500 Index Fund	-	98,893
Vanguard	Asset Alloc	-	7,616
Vanguard	Bal Index	-	5,273
Vanguard	Capital Value	-	435
Vanguard	Div. Appreciation Idx	-	56,934
Vanguard	Diversified Equity	-	31,995
Vanguard	Dividend Growth	-	14,470
Vanguard	Emerging Mkt St Index	-	433
Vanguard	Energy Fund	-	780
Vanguard	Equity Income	-	28,598
Vanguard	European Stock Index	-	383
Vanguard	Extended Mkt Index	-	38,541
Vanguard	Gbl Ex Real Estate	-	197
Vanguard	Global Equity	-	140,039
Vanguard	Growth & Income NN	-	38,040
Vanguard	Growth Equity	-	62,795
Vanguard	Health Care	-	1,207
Vanguard	High Div. Yld Index	-	16,029
Vanguard	Index Growth	-	9,021
Vanguard	Index Value	-	6,940
Vanguard	Inflation Protected Sec	-	1,185
Vanguard	Interm-Term Bond	-	3,091
Vanguard	Int'l Value	-	3,839
Vanguard	Large Cap Index	-	11,408
Vanguard	Life Strategy Consv. Growth	-	2,685
Vanguard	Life Strategy Growth	-	975
Vanguard	Life Strategy Income	-	19,891
Vanguard	Life Strategy Mod. Growth	-	1,143
Vanguard	Long-Term Bond Index	-	26,108
Vanguard	L-T Treasury	-	48,804
Vanguard	Mid Cap Growth	-	28,235
Vanguard	Mid Cap Growth Index	-	62,118
Vanguard	Mid-Cap Index Fund	-	6,618
Vanguard	Mid-Cap Value Index	-	6,442

SCHEDULE H, 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR (CONTINUED)
DECEMBER 31, 2011
EIN # 59-1635321
PLAN # 001

(a)(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
Vanguard	Morgan Growth	-	16,580
Vanguard	Pacific Stock Index	-	374
Vanguard	Precious Metals & Mining	-	336
Vanguard	Short Term Bond Index	-	18,309
Vanguard	Short-Term Federal	-	11,879
Vanguard	Small Cap Growth Index	-	67,160
Vanguard	Small Cap Value	-	11,399
Vanguard	Small-Cap Index Inv	-	16,223
Vanguard	Star	-	39,443
Vanguard	Strategic Small Cap Equity	-	670
Vanguard	Target Retirement 2005	-	1,617
Vanguard	Target Retirement 2015	-	18,420
Vanguard	Target Retirement 2020	-	78,598
Vanguard	Target Retirement 2025	-	27,325
Vanguard	Target Retirement 2030	-	174,454
Vanguard	Target Retirement 2035	-	249,517
Vanguard	Target Retirement 2040	-	101,301
Vanguard	Target Retirement 2045	-	5,194
Vanguard	Target Retirement 2050	-	31,840
Vanguard	Target Retirement Income	-	2,566
Vanguard	Total Stock Market Index	-	73,041
Vanguard	U.S. Growth	-	17,127
Vanguard	US REIT Index	-	221
Vanguard	US Value	-	15,320
Vanguard	Windsor	-	33,156
	Total Investments	$ -	$ 2,040,317
	Notes receivable from participants, earning interest rates ranging from 4.25% to 6.00% with payments through 2020		$ 28,007
			$ 2,068,324

** Department of Labor Regulation 2520.103-11 (d) allows the exclusion of participant directed transactions from historical cost entry on the schedule of assets (held at end of year).

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

Name of Plan:

► **Arise Virtual Solutions, Inc. 401(k) Plan**

Employer Identification Number:► 98-0151557

For plan year (beginning/ending):► 1/1/2012 - 12/31/2012 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Loan	4.25%		47,138.06
	Vanguard 500 Index Fund	Registered Investment Company		154,759.27
	Vanguard Bal Index	Registered Investment Company		15,489.47
	Vanguard Capital Value	Registered Investment Company		6,451.08
	Vanguard Div. Appreciation Idx	Registered Investment Company		63,090.26
	Vanguard Diversified Equity	Registered Investment Company		53,066.11
	Vanguard Dividend Growth	Registered Investment Company		30,195.88
	Vanguard Emerging Mkt St Index	Registered Investment Company		3,086.48
	Vanguard Energy Fund	Registered Investment Company		15,377.59
	Vanguard Equity Income	Registered Investment Company		50,421.38
	Vanguard European Stock Index	Registered Investment Company		1,502.12
	Vanguard Extended Mkt Index	Registered Investment Company		38,693.74
	Vanguard Gbl Ex Real Estate	Registered Investment Company		938.21
	Vanguard Global Equity	Registered Investment Company		177,850.70
	Vanguard Growth & Income NN	Registered Investment Company		57,164.68
	Vanguard Growth Equity	Registered Investment Company		88,906.12
	Vanguard Health Care	Registered Investment Company		11,103.86
	Vanguard High Div. Yld Index	Registered Investment Company		22,389.21
	Vanguard Index Growth	Registered Investment Company		21,153.82
	Vanguard Index Value	Registered Investment Company		11,123.13
	Vanguard Inflation Protected Sec	Registered Investment Company		7,897.91
	Vanguard Int'l Value	Registered Investment Company		19,221.02
	Vanguard Interm-Term Bond	Registered Investment Company		34,991.02
	Vanguard L-T Treasury	Registered Investment Company		64,182.05
	Vanguard Large Cap Index	Registered Investment Company		20,440.34
	Vanguard Life Strategy Consv. Growth	Registered Investment Company		4,387.04
	Vanguard Life Strategy Growth	Registered Investment Company		1,337.48
	Vanguard Life Strategy Income	Registered Investment Company		24,909.19
	Vanguard Life Strategy Mod. Growth	Registered Investment Company		1,879.76
	Vanguard Long-Term Bond Index	Registered Investment Company		38,071.11
	Vanguard Mid Cap Growth	Registered Investment Company		32,869.90
	Vanguard Mid Cap Growth Index	Registered Investment Company		80,506.25
	Vanguard Mid-Cap Index Fund	Registered Investment Company		9,840.89
	Vanguard Mid-Cap Value Index	Registered Investment Company		12,874.25
	Vanguard Morgan Growth	Registered Investment Company		27,525.04
	Vanguard Pacific Stock Index	Registered Investment Company		1,453.52
	Vanguard Precious Metals & Mining	Registered Investment Company		2,916.40
	Vanguard Prime Money Market	Money Market Fund		187,122.15
	Vanguard Short Term Bond Index	Registered Investment Company		25,601.51

	Vanguard Short-Term Federal	Registered Investment Company		16,027.94
	Vanguard Small Cap Growth Index	Registered Investment Company		102,837.80
	Vanguard Small Cap Value	Registered Investment Company		3,515.78
	Vanguard Small-Cap Index Inv	Registered Investment Company		29,086.95
	Vanguard Star	Registered Investment Company		53,330.16
	Vanguard Strategic Small Cap Equity	Registered Investment Company		1,193.01
	Vanguard Target Retirement 2010	Registered Investment Company		2,004.09
	Vanguard Target Retirement 2015	Registered Investment Company		1,404.70
	Vanguard Target Retirement 2020	Registered Investment Company		168,186.80
	Vanguard Target Retirement 2025	Registered Investment Company		53,576.34
	Vanguard Target Retirement 2030	Registered Investment Company		392,562.47
	Vanguard Target Retirement 2035	Registered Investment Company		323,021.10
	Vanguard Target Retirement 2040	Registered Investment Company		263,593.20
	Vanguard Target Retirement 2045	Registered Investment Company		9,310.09
	Vanguard Target Retirement 2050	Registered Investment Company		98,111.50
	Vanguard Target Retirement Income	Registered Investment Company		8,629.64
	Vanguard Total Stck Mkt Idx	Registered Investment Company		208,088.69
	Vanguard U.S. Growth	Registered Investment Company		26,141.97
	Vanguard US REIT Index	Registered Investment Company		989.61
	Vanguard US Value	Registered Investment Company		31,291.77
	Vanguard Windsor	Registered Investment Company		24,757.89