

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

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>QTI GROUP OF COMPANIES RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>01/01/1990</u>	
	2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>QTI HUMAN RESOURCES, INC.</u> <u>4476 ROBERTSON ROAD</u> <u>MADISON, WI 53714</u>		
	2b Employer Identification Number (EIN) <u>39-1817512</u>	2c Sponsor's telephone number <u>608-258-5525</u>	
	2d Business code (see instructions) <u>561300</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	PLAN SPONSOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 109
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	91
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	16
d Subtotal. Add lines 6a , 6b , and 6c	6d	107
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	107
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	96
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	27
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H 2S		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>QTI GROUP OF COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>QTI HUMAN RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>39-1817512</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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)

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	17903	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

SMITH & GESTELAND LLP

8383 GREENWAY BLVD
SUITE 500
MADISON, WI 53701

(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	8200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QTI MANAGEMENT SERVICES, INC.

PO BOX 552
MADISON, WI 53701

(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?
99	OTHER	3600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIDUCIARY PARTNERS RETIREMENT GROUP

2729 S.R. 580, SUITE C
CLEARWATER, FL 33761

(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?
99	OTHER	1875	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	INVESTMENT MGMT	368	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DEWITT ROSS & STEVENS S.C.

TWO E MIFFLIN ST STE 600
MADISON, WI 53703-2865

(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?
29	ATTORNEY	97	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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) 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 QTI GROUP OF COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 QTI HUMAN RESOURCES, INC.	D Employer Identification Number (EIN) 39-1817512	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	82225	75088
(9) Value of interest in common/collective trusts.....	1c(9)	461767	413976
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4836923	5576402
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	5380915	6065466

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	5380915	6065466
---	-----------	---------	---------

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)	79982	
(B) Participants	2a(1)(B)	291246	
(C) Others (including rollovers)	2a(1)(C)	6900	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		378128

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3152	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3152

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	200182	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		200182

(3) Rents	2b(3)		0
-----------------	--------------	--	---

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		7107
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		642304
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1230873

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	514280	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		514280
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	32042	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		32042
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		546322

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		684551
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: SMITH & GESTELAND

(2) EIN: 39-0857178

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan QTI GROUP OF COMPANIES RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 QTI HUMAN RESOURCES, INC.		D Employer Identification Number (EIN) 39-1817512
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): 84-1455663		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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): _____

QTI GROUP OF COMPANIES RETIREMENT PLAN
Madison, Wisconsin

FINANCIAL STATEMENTS
and
INDEPENDENT AUDITOR'S REPORT

For the Years Ended December 31, 2012 and 2011

QTI GROUP OF COMPANIES RETIREMENT PLAN
Madison, Wisconsin

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR’S REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 14
SUPPLEMENTAL INFORMATION	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	16

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
QTI Group of Companies Retirement Plan
Madison, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the QTI Group of Companies Retirement 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 audits 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 4, which was certified by Great-West Trust Company, LLC, the trustee of the plan, except for comparing the information with the related information included in the financial statements and supplemental Schedule of Assets (Held at End of Year). 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 a 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.

Emphasis-of-Matter

The accompanying financial statements have been prepared assuming that the plan will continue as a going concern. As discussed in Note 10 to the financial statements, the Board of Directors of QTI Human Resources, Inc., the plan's sponsor, voted to merge the plan with the QTI Human Resources, Inc. 401(k) Plan, effective August 1, 2013, which indicates that the plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon merger.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 of Assets (Held at End of Year) 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 of Assets (Held at End of Year), 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.

Madison, Wisconsin
October 7, 2013

Smith & Gesteland, LLP
SMITH & GESTELAND, LLP

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31

	<u>2012</u>	<u>2011</u>
ASSETS		
Receivables		
Employer contributions	\$ 89,059	\$ 85,053
Notes receivable from participants	<u>75,088</u>	<u>82,225</u>
Total receivables	<u>164,147</u>	<u>167,278</u>
Investments at fair value		
Interest in registered investment companies	5,576,402	4,836,923
Interest in common/collective trusts	<u>425,990</u>	<u>473,782</u>
Total investments	<u>6,002,392</u>	<u>5,310,705</u>
Total assets	<u>6,166,539</u>	<u>5,477,983</u>
LIABILITIES		
Accrued administrative expenses	<u>1,612</u>	<u>5,116</u>
Net assets available for benefits at fair value	6,164,927	5,472,867
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit- responsive investment contracts	<u>(12,014)</u>	<u>(12,015)</u>
Net assets available for benefits	<u>\$ 6,152,913</u>	<u>\$ 5,460,852</u>

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

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income		
Interest and dividends	\$ 200,182	\$ 106,767
Net appreciation in fair value of investments	<u>649,411</u>	<u> </u>
Total investment income	<u>849,593</u>	<u>106,767</u>
Interest income on notes receivable from participants	<u>3,152</u>	<u>4,224</u>
Contributions		
Participants	291,246	280,162
Employers	83,988	59,385
Rollovers	<u>6,900</u>	<u>54,670</u>
Total contributions	<u>382,134</u>	<u>394,217</u>
Total additions	<u>1,234,879</u>	<u>505,208</u>
Deductions from net assets attributed to:		
Net depreciation in fair value of investments		231,409
Benefits paid to participants	514,580	242,118
Administrative expenses	<u>28,238</u>	<u>25,770</u>
Total deductions	<u>542,818</u>	<u>499,297</u>
Net increase in net assets available for benefits	692,061	5,911
Net assets available for benefits at beginning of year	<u>5,460,852</u>	<u>5,454,941</u>
Net assets available for benefits at end of year	<u>\$ 6,152,913</u>	<u>\$ 5,460,852</u>

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

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the QTI Group of Companies Retirement Plan (the “plan”) provides only general information. Participants should refer to the plan document for a more complete description of the plan’s provisions.

A. GENERAL

The plan is a defined contribution plan covering employees of QTI Human Resources, Inc., QTI Consulting, Inc., QualiTemps, Inc., QTI Management Services, Inc., QTI Professional Staffing, Inc., and QTI of Southeastern Wisconsin, Inc. Employees are eligible to participate in the plan for salary deferral purposes on the first day of the month following the date of hire. Employees over the age of 18 who have completed one year of continuous service and 1,000 hours and are active employees on the final day of the plan year, become eligible for employer matching and profit-sharing contributions on the first day of the subsequent quarter. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

B. CONTRIBUTIONS

Employees are permitted to make elective deferral contributions pursuant to a salary reduction agreement that authorizes the employers to defer wages through this plan. An employee's contribution may not exceed \$17,000 and \$16,500 for 2012 and 2011, respectively. In addition, participants age 50 or over can make catch-up contributions up to \$5,500 in 2012 and 2011. Roth elective deferrals are permitted under the plan. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers).

The employers made a discretionary match of employee contributions at 50% of the first 7% of compensation contributed by the employee for the years 2012 and 2011. The employers may also make discretionary profit sharing contributions.

C. PARTICIPANT ACCOUNTS

Each participant’s account is credited with the participant’s salary reduction contributions, rollover contributions, and an allocation of the employers’ contribution and plan net investment income. Each participant’s account is charged with any distributions and an allocation of plan net investment loss and administrative expenses. Participants share pro rata in any net investment income or loss of the funds based upon individual participant account balances in the respective funds. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

D. VESTING

Participants are immediately fully vested in their salary reduction contributions and rollover contributions, plus actual earnings thereon. Participants, who leave the plan because of death, disability, or normal retirement, as defined in the plan, are considered 100% vested in their account balance related to employer contributions. A participant who terminates, for any reason other than the aforementioned, but has completed two or more years of service shall have a nonforfeitable right to a percentage of the accrued benefit derived from employer contributions in accordance with the following schedule:

<u>Vesting Year of Service</u>	<u>Percentage Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

A participant is credited with a year of service for each plan year after the initial year of eligibility in which the participant completes 1,000 hours of service.

E. INVESTMENT OPTIONS

Participants are allowed to direct their account balance, their contributions, the employers' matching contributions, and any employer profit sharing contributions into any of the investment funds listed in the supplemental Schedule of Assets (Held at End of Year). Participants may change their investment options daily.

F. PAYMENT OF BENEFITS

Upon termination of service due to retirement, death, disability, or termination of employment, 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 installment payments in varying frequency, over a period not to exceed the participant's life expectancy.

In-service distributions are available from any vested type of contribution to participants attaining age 59.5 who continue to work for the employer. In-service distributions are also available to participants electing a hardship distribution from their salary deferral account. As of December 31, 2012 and 2011, no distributions had been requested by participants but not yet distributed.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

G. FORFEITURES

Forfeitures arise as a result of participants who separate from service with their employer before becoming 100% vested in the employers' contributions. Forfeitures of nonvested participant balances may be used to reduce future employer contributions. For the years ended December 31, 2012 and 2011, forfeitures totaled \$2,551 and \$4,347, respectively. At December 31, 2012 and 2011, the forfeited non-vested accounts totaled \$2,583 and \$6,127, respectively.

H. NOTES RECEIVABLE FROM PARTICIPANTS

The plan allows participants to borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their vested account balance. Each participant may only have two loans outstanding from the plan at any time. Loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the plan administrator. Loan terms can range from one year to five years, unless such loan is used for the purchase of a primary residence in which case such period shall not exceed 15 years. Principal and interest is paid ratably through payroll deductions. At December 31, 2012, loans had an interest rate of 4.25% and were due on various dates ranging from March 2013 to January 2024.

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

I. ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the plan are paid directly by the employers on behalf of the plan and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

QTI GROUP OF COMPANIES RETIREMENT PLAN
Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - INFORMATION ABOUT THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING

The accompanying financial statements of the plan have been prepared on the accrual basis of accounting. Accordingly, participant and employer contributions are recorded when due from the participants and the employers, as identified in the plan documents.

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 statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

B. ESTIMATES

In preparing financial statements in accordance with accounting principles generally accepted in the United States of America, plan management is required 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.

C. INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. The plan administrator determines the plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 9 for further discussion of fair value measurements.

Net appreciation (depreciation) in fair value of investments included in the accompanying statements of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments. Net unrealized appreciation or depreciation in the fair value of the investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sales proceeds and the fair value of the investments as of the beginning of the period or the cost of the investment if purchased during the year.

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.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - INFORMATION ABOUT THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. PAYMENT OF BENEFITS

Benefits paid to participants are recorded when the funds are disbursed.

NOTE 3 - INVESTMENTS

Investments at fair value that represent 5% or more of the plan's net assets as of December 31, 2012 and 2011, are separately identified below.

	2012	2011
Nuveen Mid-Cap Growth Opportunities Fund	\$ 433,231	\$ 437,845
Nuveen Small-Cap Select Fund	364,381	383,312
American Growth Fund of America	774,101	615,900
Columbia Large-Cap Index Fund		296,646
Dodge & Cox Balanced Fund	583,519	524,822
Dodge & Cox Stock Fund	753,404	660,305
PIMCO Total Return Institutional Fund	318,369	358,294
Wells Fargo Stable Return Fund	425,990	473,782

For the years ending December 31, 2012 and 2011, the plan's investments (including investments bought, sold, or held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Registered investment companies	\$ 642,304	\$ (240,616)
Common/collective trusts	7,107	9,207
Net appreciation (depreciation) in fair value	<u>\$ 649,411</u>	<u>\$ (231,409)</u>

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - 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 plan's trustee, Great-West Trust Company, LLC, has certified that the following data included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) is complete and accurate:

- Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits;
- Interest and dividends, net appreciation (depreciation) in fair value of investments, and interest income on notes receivable from participants, as shown in the Statements of Changes in Net Assets Available for Benefits;
- The assets held as of December 31, 2012, as shown in the Schedule of Assets (Held at End of Year).

The plan's independent accountants did not perform any generally accepted auditing procedures with respect to the above information, except for comparing such information as certified by the trustee to the related amounts included in the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year).

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain plan administrative expenses are paid by the employers.

The plan allows for participants to take out loans, which are considered exempt party-in-interest transactions.

NOTE 6 - TAX STATUS

The plan has received a favorable determination letter from the Internal Revenue Service dated July 22, 2009. The letter states that the plan is qualified under Section 401(a) of the Internal Revenue Code and is, therefore, not subject to tax under present income tax laws. 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 Internal Revenue Code. Therefore, the plan administrator believes that the plan is qualified and the related trust is tax-exempt as of the financial statement date.

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.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011, to Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per accompanying financial statements	\$ 6,152,913	\$ 5,460,852
Accrued administrative expenses	1,612	5,116
Contributions recorded on financial statements not reported on Form 5500	<u>(89,059)</u>	<u>(85,053)</u>
Net assets available for benefits per Form 5500	<u>\$ 6,065,466</u>	<u>\$ 5,380,915</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements for the years ended December 31, 2012 and 2011, to Form 5500:

	<u>2012</u>	<u>2011</u>
Net increase in net assets available for benefits per accompanying financial statements	\$ 692,061	\$ 5,911
Change in accrued administrative expenses	(3,504)	(8,228)
Change in contributions recorded on financial statements not reported on Form 5500	<u>(4,006)</u>	<u>(12,384)</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ 684,551</u>	<u>\$ (14,701)</u>

NOTE 8 - 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 statements of net assets available for benefits.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 9 - FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value measurements for assets and liabilities required to be recorded at fair value, the plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing an asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

ASC 820 also establishes a fair value hierarchy that requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 9 - FAIR VALUE MEASUREMENTS (continued)

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2012 and 2011, (Level 1, 2, and 3 inputs are defined above):

2012	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Index funds	\$ 528,839	\$	\$	\$ 528,839
Balanced funds	1,698,554			1,698,554
Growth funds	2,721,866			2,721,866
Fixed income funds	409,476			409,476
Value funds	217,667			217,667
Total registered investment companies	5,576,402			5,576,402
Common/collective trusts				
Fixed income funds		425,990		425,990
Total investments measured at fair value	\$ 5,576,402	\$ 425,990	\$	\$ 6,002,392
2011	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Index funds	\$ 455,899	\$	\$	\$ 455,899
Balanced funds	1,369,078			1,369,078
Growth funds	2,365,370			2,365,370
Fixed income funds	448,655			448,655
Value funds	197,921			197,921
Total registered investment companies	4,836,923			4,836,923
Common/collective trusts				
Fixed income funds		473,782		473,782
Total investments measured at fair value	\$ 4,836,923	\$ 473,782	\$	\$ 5,310,705

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

NOTES TO FINANCIAL STATEMENTS

NOTE 9 - FAIR VALUE MEASUREMENTS (continued)

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.

- Registered investment companies: Shares of registered investment companies (RICs) are valued at the daily closing price as reported by the fund. RICs held by the plan are open-ended funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The RICs held by the plan are deemed to be actively traded.
- Common/collective trusts: Investments in the Wells Fargo Stable Return Fund are valued based on information reported by the investment advisor using the audited financial statements of the collective investment trust at the end of the year.

The methods described may produce a fair value calculation that may not be indicative of net realizable value or be 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.

NOTE 10 - SUBSEQUENT EVENTS

Effective August 1, 2013, the Board of Directors of QTI Human Resources, Inc., the plan's sponsor, voted to merge the plan with the QTI Human Resources, Inc. 401(k) Plan.

Management has evaluated subsequent events through October 7, 2013, the date which the financial statements were available for issue. No other events have occurred that would influence the reader's opinion of the financial statements for the year ended December 31, 2012.

SUPPLEMENTAL INFORMATION

QTI GROUP OF COMPANIES RETIREMENT PLAN

Madison, Wisconsin

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

December 31, 2012

Employer ID #39-1817512, Plan #002

(a) Party in Interest	(b) Identity of Issue Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	Nuveen	Real Estate Securities Fund	**	\$ 78,611
	Nuveen	Mid-Cap Growth Opportunities Fund	**	433,231
	Nuveen	Small-Cap Select Fund	**	364,381
	American Century	Government Bond Investment Fund	**	24,056
	American Funds	EuroPacific Growth Fund	**	271,963
	American Funds	Growth Fund of America	**	774,101
	Blackrock	Small-Cap Growth Equity Institutional Fund	**	22,013
	Columbia	Small-Cap Value II Fund	**	64,741
	Columbia	Small-Cap Index Fund	**	130,812
	Columbia	Mid-Cap Index Fund	**	130,326
	Columbia	Mid-Cap Value Fund	**	133,195
	Columbia	Large-Cap Index Fund	**	267,701
	Columbia	Diversified Equity Income Fund	**	19,731
	Credit Suisse	Commodity Return Strategy Institutional Fund	**	3,414
	Dodge & Cox	Balanced Fund	**	583,519
	Dodge & Cox	International Stock Fund	**	10,052
	Dodge & Cox	Stock Fund	**	753,404
	Harbor	Capital Appreciation Institutional Fund	**	2,810
	Loomis Sayles	Bond Institutional Fund	**	22,633
	Oppenheimer	Developing Markets Fund	**	11,300
	PIMCO	Total Return Institutional Fund	**	318,369
	PIMCO	Real Return Institutional Fund	**	44,418
	Putnam	International Capital Opportunities Fund	**	21,438
	T. Rowe Price	Retirement 2005 Fund	**	546
	T. Rowe Price	Retirement 2025 Fund	**	242,776
	T. Rowe Price	Retirement 2030 Fund	**	243,733
	T. Rowe Price	Retirement 2035 Fund	**	214,872
	T. Rowe Price	Retirement 2040 Fund	**	121,885
	T. Rowe Price	Retirement 2045 Fund	**	189,798
	T. Rowe Price	Retirement 2050 Fund	**	67,923
	T. Rowe Price	Retirement 2055 Fund	**	8,650
	Wells Fargo	Stable Return Fund	**	413,976
	Total investments			<u>5,990,378</u>
*	Notes receivable from participants	Interest rate of 4.25% and maturity dates ranging between March 2013 and January 2024	-0-	<u>75,088</u>
				<u>\$ 6,065,466</u>

* Indicates a known party-in-interest to the plan

** Cost omitted for participant directed investments

ASSETS HELD FOR INVESTMENT PURPOSES**QTI Group of Companies Retirement Plan
01-JAN-12 to 31-DEC-12**

20-JAN-13 20:06:26

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1TRRHX			166,213.27	242,776.13
1TRRCX			205,399.86	243,732.48
1TRRJX			186,480.69	214,871.60
1TRRDY			111,052.03	121,885.01
1TRRKX			154,990.15	189,798.26
1TRRMX			62,267.90	67,922.72
1TRRNX			8,069.96	8,650.22
1TRRFY			396.77	545.62
1CRSOX			3,642.76	3,413.68
1FARCX			70,903.32	78,610.83
1RERGX			254,095.06	271,962.57
1DODFY			9,545.42	10,052.40
1ODVYX			10,421.52	11,300.43
1PIVYX			19,255.44	21,438.16
1PSGIX			17,753.98	22,013.41
1NSVAX			51,596.99	64,741.13
1NMSCX			103,039.65	130,811.51
1ARSTX			377,531.78	364,380.98
1NMPAX			120,213.58	130,325.70
1NAMAX			111,878.43	133,195.34
1FISGX			363,489.95	433,230.59
1RGAGX			637,043.71	774,101.15
1RSEDY			18,812.27	19,731.26
1NINDX			192,678.81	267,701.13
1DODGX			716,057.06	753,404.22
1HACAX			2,844.35	2,810.25
1DODBX			549,089.36	583,519.31
1CPTNX			24,386.85	24,056.37
1LSBDX			21,687.63	22,633.28
1PRRIX			44,383.96	44,417.49
1PTTRX			308,455.27	318,366.63
1WFSVFC			383,849.55	411,395.04
			5,307,527.33	5,987,794.90
PARTICIPANT LOANS	VARIOUS	4.250-9.250	74,608.13	75,088.50
FORFEITURES			2,505.01	2,582.56

ASSETS HELD FOR INVESTMENT PURPOSES

QTI Group of Companies Retirement Plan
01-JAN-12 to 31-DEC-12

20-JAN-13 20:06:26

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
-------------------	---------------	---------------	----------------	---------------

LEGEND

INVESTMENT OPTION:

1TRRHX	T. Rowe Price Retirement 2025 Fund	1TRRCX	T. Rowe Price Retirement 2030 Fund
1TRRJX	T. Rowe Price Retirement 2035 Fund	1TRRDY	T. Rowe Price Retirement 2040 Fund
1TRRKX	T. Rowe Price Retirement 2045 Fund	1TRRMX	T. Rowe Price Retirement 2050 Fund
1TRRNX	T. Rowe Price Retirement 2055 Fund	1TRRFY	T. Rowe Price Retirement 2055 Fund
1CRSOX	Credit Suisse Commodity Ret Strat Instl	1FARCY	Nuveen Real Estate Securities I
1RERGX	American Funds EuroPacific Gr R6	1DODFX	Dodge & Cox International Stock
1ODVYX	Oppenheimer Developing Markets Y	1PIVYX	Putnam International Capital Opp Y
1PSGIX	BlackRock Small Cap Growth Equity Instl	1NSVAX	Columbia Small Cap Value II Z
1NMSCX	Columbia Small Cap Index Fund Z	1ARSTX	Nuveen Small Cap Select I
1NMPAX	Columbia Mid Cap Index Fund Z	1NAMAX	Columbia Mid Cap Value Z
1FISGX	Nuveen Mid Cap Growth Opp I	1RGAGX	American Funds Growth Fund of Amer R6
1RSEDX	Columbia Diversified Equity Income R5	1NINDX	Columbia Large Cap Index Z
1DODGX	Dodge & Cox Stock	1HACAX	Harbor Capital Appreciation Instl
1DODBX	Dodge & Cox Balanced	1CPTNX	American Century Government Bond Inv
1LSBDX	Loomis Sayles Bond Instl	1PRRIX	PIMCO Real Return Instl
1PTTRX	PIMCO Total Return Instl	1WFSVFC	Wells Fargo Stable Return Fund C

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year