

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>BENEFITMALL 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>07/15/1999</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CENTERSTONE INSURANCE AND FINANCIAL SERVICES</u> <u>4851 LYNDON B JOHNSON FWY STE 1100</u> <u>DALLAS, TX 75244</u>	2b Employer Identification Number (EIN) <u>95-4018229</u> 2c Sponsor's telephone number <u>469-791-3300</u> 2d Business code (see instructions) <u>524290</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>CHRIS VAEREWYCK</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>CHRIS VAEREWYCK</u>
	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		5 682
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	634
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	68
d Subtotal. Add lines 6a , 6b , and 6c	6d	702
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	702
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	561
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	32
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 3D 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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 BENEFITMALL 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CENTERSTONE INSURANCE AND FINANCIAL SERVICES	D Employer Identification Number (EIN) 95-4018229

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
THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

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

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

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

SECURIAN FINANCIAL SERVICES

41-1486060

(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?
22 33 71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	38085	Yes ☐ No ☒

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 15 37 50	NONE	33670	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PRUDENTIAL INVESTMENTS, LLC 22-3468527	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> 27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU GOV INCOME A	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PRUDENTIAL INVESTMENTS, LLC 22-3468527	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> 27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN MD CP GRW A	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PRUDENTIAL INVESTMENTS, LLC 22-3468527	<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div> 27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN VALUE A	

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 64	0

(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.
WELLS FARGO 52-2250941	92.900 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 PRUDENTIAL STABLE VAL 10

(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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BENEFITMALL 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CENTERSTONE INSURANCE AND FINANCIAL SERVICES</u>	D Employer Identification Number (EIN) <u>95-4018229</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL STABLE VAL 10

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

c EIN-PN <u>52-2250941-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3691358</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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
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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 BENEFITMALL 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CENTERSTONE INSURANCE AND FINANCIAL SERVICES	D Employer Identification Number (EIN) 95-4018229	

Part I	Asset and Liability Statement
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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	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	41216	43548
(2) Participant contributions	1b(2)	103163	111634
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	989598	1214218
(9) Value of interest in common/collective trusts.....	1c(9)	3247317	3691357
(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)	17637463	22040032
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	22018757	27100789

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	131320	72242
k Total liabilities (add all amounts in lines 1g through 1j)	1k	131320	72242

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	21887437	27028547
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	942522	
(B) Participants	2a(1)(B)	2623809	
(C) Others (including rollovers)	2a(1)(C)	95870	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3662201

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	43487	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		43487

(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)	232791	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		232791

(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)		35670
(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)		2761969
c Other income.....	2c		6113
d Total income. Add all income amounts in column (b) and enter total.....	2d		6742231

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1511892	
(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)		1511892
f Corrective distributions (see instructions)	2f		195571
g Certain deemed distributions of participant loans (see instructions).....	2g		-9812
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)	-96530	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		-96530
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1601121

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5141110
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: **GOLDIN PEISER & PEISER**

(2) EIN: **75-2515294**

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		15000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BENEFITMALL 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTERSTONE INSURANCE AND FINANCIAL SERVICES</u>	D Employer Identification Number (EIN) <u>95-4018229</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BENEFITMALL 401(k) PLAN
Financial Statements and
Supplemental Schedule
(with Independent Auditor's Report thereon)

December 31, 2012 and 2011

BENEFITMALL 401(k) PLAN
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Independent Auditor's Report

Plan Administrator
BenefitMall 401(k) Plan
Dallas, Texas

We were engaged to audit the accompanying financial statements of the BenefitMall 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the 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 information summarized in Note 8, which was certified by Prudential Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the years then ended, 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.

Other Matter

We were engaged to form an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Handwritten signature in cursive script, appearing to read "John, Pein & Pein".

October 8, 2013

BENEFITMALL 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Common collective trusts	\$ 3,798,406	\$ 3,331,902
Mutual funds	<u>22,040,032</u>	<u>17,637,463</u>
Total investments	<u>25,838,438</u>	<u>20,969,365</u>
Receivables:		
Employer contributions	43,548	41,216
Participant contributions	111,634	103,163
Notes receivable from participants	<u>1,214,218</u>	<u>989,598</u>
Total receivables	<u>1,369,400</u>	<u>1,133,977</u>
Liabilities		
Excess contributions payable	<u>72,242</u>	<u>131,321</u>
Net Assets Reflecting Investments at Fair Value	27,135,596	21,972,021
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(107,049)</u>	<u>(84,585)</u>
Net Assets Available for Benefits	<u><u>\$ 27,028,547</u></u>	<u><u>\$ 21,887,436</u></u>

See accompanying independent auditor's report and notes to financial statements.

BENEFITMALL 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2012 and 2011

Additions	<u>2012</u>	<u>2011</u>
Investment income:		
Net appreciation (depreciation) in value of mutual funds	\$ 2,544,118	\$ (889,255)
Net appreciation in value of common collective trusts	35,670	48,609
Capital gains	217,850	49,864
Interest and dividends	232,791	188,273
Other gain (loss)	<u>10,378</u>	<u>(42)</u>
Total investment income (loss), net	3,040,807	(602,551)
Interest income on notes receivable from participants	53,300	40,036
Contributions:		
Participant	2,623,809	2,395,578
Employer	948,635	789,484
Participant rollovers	<u>95,870</u>	<u>210,844</u>
Total contributions	<u>3,668,314</u>	<u>3,395,906</u>
Total Additions	6,762,421	2,833,391
Deductions		
Benefits paid to participants and beneficiaries	1,576,141	1,708,548
Administrative expenses	<u>45,169</u>	<u>31,588</u>
Total Deductions	<u>1,621,310</u>	<u>1,740,136</u>
Net increase	5,141,111	1,093,255
Net Assets Available for Benefits, beginning of year,	<u>21,887,436</u>	<u>20,794,181</u>
Net Assets Available for Benefits, end of year	<u>\$ 27,028,547</u>	<u>\$ 21,887,436</u>

*See accompanying independent auditor's report
and notes to financial statements.*

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the BenefitMall 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established on July 15, 1999, covering all employees of Centerstone Insurance and Financial Services, dba, BenefitMall (the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During the 2012 and 2011 plan years, Prudential Trust Company ("Prudential") served as the Plan's record keeper and trustee.

Contributions

Each year, participants may contribute a percentage of their pretax annual compensation, as defined in the Plan, up to the maximum of 20%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Employer matches up to 50% of the first 6% of each participant's contribution to the Plan during the plan year. To be eligible for matching contributions, participants must complete six months of service with the Employer. The Employer may also, at its discretion, make additional contributions to the Plan on an annual basis. For the years ended December 31, 2012 and 2011, the Employer made no additional contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of Company matching contributions, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest in Employer contributions on a five year schedule as follows:

Years of Vesting Service	Percentage Vested
0	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as transfers to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the vested balances in the participant's accounts and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator at the time the loan is approved.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants (continued)

At December 31, 2012, interest rates on outstanding loans to participants ranged from 4.25% to 9.25% and mature through 2022. Principal and interest are paid ratably through payroll deductions. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

On termination of service, death, or disability, a participant may elect to receive a lump-sum or installment payments equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeitures of non-vested Employer contributions are used to pay administrative expenses or to reduce future Employer matching contributions. As of December 31, 2012 and 2011, forfeitures totaling \$46,005 and \$25,740 are available for these purposes, respectively. Forfeitures used during 2012 and 2011 were \$16,950 and \$40,517, respectively.

Administrative Expenses

In 2012 and 2011, the Plan was charged with Trustee and record keeper expenses, while the Employer paid the remainder of the administrative expenses.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Management Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company.

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 year.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable from Participants

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

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Payment of Benefits

Distributions to participants are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company 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 of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through the date of the Independent Auditor's Report, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The Plan's investments are held by a trustee in various participant-directed investment programs or funds. The participant can select his own investment options in any combination. These options may be changed by the participant at any time.

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

Fund	<u>2012</u>	<u>2011</u>
Growth Fund of America R3	\$ 3,764,731	\$ 2,937,837
Prudential Stable Val 10	3,798,406	3,247,317
MFS Inter New Discovery A	4,224,448	3,389,519
Pru Jen Value Fund A	2,380,077	1,943,451
Pru Govt Income Fund A	2,120,497	1,865,555
Gold Sachs Mid Cap Val A	1,650,816	1,255,732
Pru Jen Mid Cap Growth A	1,676,314	1,305,347

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures* establishes a framework for measuring fair value as it relates to financial assets and liabilities and to nonfinancial assets and liabilities measured at fair value on a recurring basis. That framework provides a three-level valuation hierarchy based upon observable and unobservable inputs, with preference given to observable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- 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.

There were no level 3 investments at December 31, 2012 or 2011. There were no transfers between Level 1 and Level 2 during 2012 and 2011.

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of:

December 31, 2012

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,650,816	\$ 1,650,816	\$ -
Foreign Large Blend	66,411	66,411	-
Large Growth	3,764,731	3,764,731	-
Real Estate	522,836	522,836	-
Large Value	723,735	723,735	-
Mid-Cap Growth	2,577,192	2,577,192	-
Large Blend	3,655,348	3,655,348	-
Intermediate Government	2,120,497	2,120,497	-
Small Growth	517,355	517,355	-
Mid-Cap Blend	221,533	221,533	-
Small Value	842,097	842,097	-
Multisector Bond	1,153,033	1,153,033	-
Foreign Small/Mid Growth	4,224,448	4,224,448	-
Total Mutual Funds	<u>22,040,032</u>	<u>22,040,032</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Common/Collective Trust Funds	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Investments	<u>\$ 25,838,438</u>	<u>\$ 22,040,032</u>	<u>\$ 3,798,406</u>

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

December 31, 2011

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,255,732	\$ 1,255,732	\$ -
Foreign Large Blend	28,577	28,577	-
Large Growth	2,937,837	2,937,837	-
Real Estate	307,212	307,212	-
Large Value	578,429	578,429	-
Mid-Cap Growth	1,960,792	1,960,792	-
Large Blend	2,975,869	2,975,869	-
Intermediate Government	1,865,555	1,865,555	-
Small Growth	400,488	400,488	-
Mid-Cap Blend	220,761	220,761	-
Small Value	780,051	780,051	-
Multisector Bond	936,641	936,641	-
Foreign Small/Mid Growth	3,389,519	3,389,519	-
Total Mutual Funds	<u>17,637,463</u>	<u>17,637,463</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Common/Collective Trust Funds	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Investments	<u>\$ 20,969,365</u>	<u>\$ 17,637,463</u>	<u>\$ 3,331,902</u>

Mutual Funds

The mutual funds are valued at quoted market prices in an exchange and active markets, and are classified as Level 1 investments.

Common/Collective Trust Funds

The common/collective trust funds are valued at the net asset value of units held by the Plan at year-end, and generally, include the use of significant observable inputs in determining the unit value. These funds are classified as Level 2 investments.

NOTE 5 - PLAN TERMINATION

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

NOTE 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 participant's account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 7 - TAX STATUS

The Company adopted a prototype standardized 401(k) profit sharing plan developed by Prudential, which received a favorable opinion letter from the Internal Revenue Service on June 20, 2002, stating that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Management believes the plan and all amendments to it are being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes 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 United States Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - CERTIFIED INVESTMENTS

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest and dividends for the year ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the Plan). The Prudential stable value fund was certified by Wells Fargo Bank N.A. due to it investing in the Wells Fargo Stable Return Fund. The contract value of the Prudential stable value fund was certified by the trustee.

NOTE 9 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential and a common collective trust fund managed by Wells Fargo Institutional Retirement and Trust on behalf of Prudential. Prudential is the trustee of the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management and recordkeeping service are included as a reduction of the return earned by each fund. These transactions are not considered prohibited transactions by statutory exemption under ERISA regulations.

BENEFITMALL 401(k) PLAN
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification No: 95-4018229

Plan No: 001

Form No: 5500, Schedule H, Part IV, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Fair Value
*	Prudential Mutual Funds	Gold Sachs Mid Cap Val A	**	\$ 1,650,816
*	Prudential Mutual Funds	American Funds EuroPacific Gr R3	**	66,411
*	Prudential Mutual Funds	Growth Fund of America R3	**	3,764,731
*	Prudential Mutual Funds	Invesco Real Estate A	**	522,836
*	Prudential Mutual Funds	John Han Classic Val A	**	723,735
*	Prudential Mutual Funds	Fid Adv Mid Cap T	**	900,878
*	Prudential Mutual Funds	Pru Jenn Value Fund A	**	2,380,077
*	Prudential Mutual Funds	Pru Govt Income FD A	**	2,120,497
*	Prudential Mutual Funds	John Han Small Cap Equ	**	517,355
*	Prudential Mutual Funds	Pru Stock Index Fund Z	**	1,275,271
*	Prudential Mutual Funds	Pru Jenn Mid Cap Growth A	**	1,676,314
*	Prudential Mutual Funds	Victory Special Value A	**	221,533
*	Prudential Mutual Funds	Allianz NFJ SM Cap Val A	**	842,097
*	Prudential Mutual Funds	Fid Adv Strategic Inco T	**	1,153,033
*	Prudential Mutual Funds	MFS Inter New Discovery A	**	4,224,448
*	Wells Fargo Bank Minnesota	Prudential Stable Val 10	**	3,798,406
	Participant loans	Notes receivable with interest rates ranging from 4.25% - 9.25%	**	<u>1,214,218</u>
	Total Assets (Held at End of Year)			<u>\$ 27,052,656</u>

* Denotes a party-in-interest as defined by ERISA.

** Cost information for participant-directed investments has been omitted, as permitted by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA

The data above is based upon or developed from information certified as accurate and complete by Prudential Trust Company (Trustee).

BENEFITMALL 401(k) PLAN
Financial Statements and
Supplemental Schedule
(with Independent Auditor's Report thereon)

December 31, 2012 and 2011

BENEFITMALL 401(k) PLAN
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Supplemental Schedule	
Schedule of assets (held at end of year)	11

Independent Auditor's Report

Plan Administrator
BenefitMall 401(k) Plan
Dallas, Texas

We were engaged to audit the accompanying financial statements of the BenefitMall 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the 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 information summarized in Note 8, which was certified by Prudential Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the years then ended, 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.

Other Matter

We were engaged to form an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Handwritten signature in cursive script, appearing to read "John, Pein & Pein".

October 8, 2013

BENEFITMALL 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Common collective trusts	\$ 3,798,406	\$ 3,331,902
Mutual funds	<u>22,040,032</u>	<u>17,637,463</u>
Total investments	<u>25,838,438</u>	<u>20,969,365</u>
Receivables:		
Employer contributions	43,548	41,216
Participant contributions	111,634	103,163
Notes receivable from participants	<u>1,214,218</u>	<u>989,598</u>
Total receivables	<u>1,369,400</u>	<u>1,133,977</u>
Liabilities		
Excess contributions payable	<u>72,242</u>	<u>131,321</u>
Net Assets Reflecting Investments at Fair Value	27,135,596	21,972,021
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(107,049)</u>	<u>(84,585)</u>
Net Assets Available for Benefits	<u><u>\$ 27,028,547</u></u>	<u><u>\$ 21,887,436</u></u>

See accompanying independent auditor's report and notes to financial statements.

BENEFITMALL 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2012 and 2011

Additions	<u>2012</u>	<u>2011</u>
Investment income:		
Net appreciation (depreciation) in value of mutual funds	\$ 2,544,118	\$ (889,255)
Net appreciation in value of common collective trusts	35,670	48,609
Capital gains	217,850	49,864
Interest and dividends	232,791	188,273
Other gain (loss)	<u>10,378</u>	<u>(42)</u>
Total investment income (loss), net	3,040,807	(602,551)
Interest income on notes receivable from participants	53,300	40,036
Contributions:		
Participant	2,623,809	2,395,578
Employer	948,635	789,484
Participant rollovers	<u>95,870</u>	<u>210,844</u>
Total contributions	<u>3,668,314</u>	<u>3,395,906</u>
Total Additions	6,762,421	2,833,391
 Deductions		
Benefits paid to participants and beneficiaries	1,576,141	1,708,548
Administrative expenses	<u>45,169</u>	<u>31,588</u>
Total Deductions	<u>1,621,310</u>	<u>1,740,136</u>
Net increase	5,141,111	1,093,255
Net Assets Available for Benefits, beginning of year,	<u>21,887,436</u>	<u>20,794,181</u>
Net Assets Available for Benefits, end of year	<u>\$ 27,028,547</u>	<u>\$ 21,887,436</u>

*See accompanying independent auditor's report
and notes to financial statements.*

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the BenefitMall 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established on July 15, 1999, covering all employees of Centerstone Insurance and Financial Services, dba, BenefitMall (the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During the 2012 and 2011 plan years, Prudential Trust Company ("Prudential") served as the Plan's record keeper and trustee.

Contributions

Each year, participants may contribute a percentage of their pretax annual compensation, as defined in the Plan, up to the maximum of 20%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Employer matches up to 50% of the first 6% of each participant's contribution to the Plan during the plan year. To be eligible for matching contributions, participants must complete six months of service with the Employer. The Employer may also, at its discretion, make additional contributions to the Plan on an annual basis. For the years ended December 31, 2012 and 2011, the Employer made no additional contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of Company matching contributions, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest in Employer contributions on a five year schedule as follows:

Years of Vesting Service	Percentage Vested
0	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as transfers to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the vested balances in the participant's accounts and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator at the time the loan is approved.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants (continued)

At December 31, 2012, interest rates on outstanding loans to participants ranged from 4.25% to 9.25% and mature through 2022. Principal and interest are paid ratably through payroll deductions. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

On termination of service, death, or disability, a participant may elect to receive a lump-sum or installment payments equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeitures of non-vested Employer contributions are used to pay administrative expenses or to reduce future Employer matching contributions. As of December 31, 2012 and 2011, forfeitures totaling \$46,005 and \$25,740 are available for these purposes, respectively. Forfeitures used during 2012 and 2011 were \$16,950 and \$40,517, respectively.

Administrative Expenses

In 2012 and 2011, the Plan was charged with Trustee and record keeper expenses, while the Employer paid the remainder of the administrative expenses.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Management Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company.

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 year.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable from Participants

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

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Payment of Benefits

Distributions to participants are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company 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 of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through the date of the Independent Auditor's Report, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The Plan's investments are held by a trustee in various participant-directed investment programs or funds. The participant can select his own investment options in any combination. These options may be changed by the participant at any time.

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

Fund	<u>2012</u>	<u>2011</u>
Growth Fund of America R3	\$ 3,764,731	\$ 2,937,837
Prudential Stable Val 10	3,798,406	3,247,317
MFS Inter New Discovery A	4,224,448	3,389,519
Pru Jen Value Fund A	2,380,077	1,943,451
Pru Govt Income Fund A	2,120,497	1,865,555
Gold Sachs Mid Cap Val A	1,650,816	1,255,732
Pru Jen Mid Cap Growth A	1,676,314	1,305,347

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures* establishes a framework for measuring fair value as it relates to financial assets and liabilities and to nonfinancial assets and liabilities measured at fair value on a recurring basis. That framework provides a three-level valuation hierarchy based upon observable and unobservable inputs, with preference given to observable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- 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.

There were no level 3 investments at December 31, 2012 or 2011. There were no transfers between Level 1 and Level 2 during 2012 and 2011.

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of:

December 31, 2012

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,650,816	\$ 1,650,816	\$ -
Foreign Large Blend	66,411	66,411	-
Large Growth	3,764,731	3,764,731	-
Real Estate	522,836	522,836	-
Large Value	723,735	723,735	-
Mid-Cap Growth	2,577,192	2,577,192	-
Large Blend	3,655,348	3,655,348	-
Intermediate Government	2,120,497	2,120,497	-
Small Growth	517,355	517,355	-
Mid-Cap Blend	221,533	221,533	-
Small Value	842,097	842,097	-
Multisector Bond	1,153,033	1,153,033	-
Foreign Small/Mid Growth	4,224,448	4,224,448	-
Total Mutual Funds	<u>22,040,032</u>	<u>22,040,032</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Common/Collective Trust Funds	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Investments	<u>\$ 25,838,438</u>	<u>\$ 22,040,032</u>	<u>\$ 3,798,406</u>

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

December 31, 2011

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,255,732	\$ 1,255,732	\$ -
Foreign Large Blend	28,577	28,577	-
Large Growth	2,937,837	2,937,837	-
Real Estate	307,212	307,212	-
Large Value	578,429	578,429	-
Mid-Cap Growth	1,960,792	1,960,792	-
Large Blend	2,975,869	2,975,869	-
Intermediate Government	1,865,555	1,865,555	-
Small Growth	400,488	400,488	-
Mid-Cap Blend	220,761	220,761	-
Small Value	780,051	780,051	-
Multisector Bond	936,641	936,641	-
Foreign Small/Mid Growth	3,389,519	3,389,519	-
Total Mutual Funds	<u>17,637,463</u>	<u>17,637,463</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Common/Collective Trust Funds	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Investments	<u>\$ 20,969,365</u>	<u>\$ 17,637,463</u>	<u>\$ 3,331,902</u>

Mutual Funds

The mutual funds are valued at quoted market prices in an exchange and active markets, and are classified as Level 1 investments.

Common/Collective Trust Funds

The common/collective trust funds are valued at the net asset value of units held by the Plan at year-end, and generally, include the use of significant observable inputs in determining the unit value. These funds are classified as Level 2 investments.

NOTE 5 - PLAN TERMINATION

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

NOTE 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 participant's account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 7 - TAX STATUS

The Company adopted a prototype standardized 401(k) profit sharing plan developed by Prudential, which received a favorable opinion letter from the Internal Revenue Service on June 20, 2002, stating that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Management believes the plan and all amendments to it are being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes 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 United States Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - CERTIFIED INVESTMENTS

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest and dividends for the year ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the Plan). The Prudential stable value fund was certified by Wells Fargo Bank N.A. due to it investing in the Wells Fargo Stable Return Fund. The contract value of the Prudential stable value fund was certified by the trustee.

NOTE 9 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential and a common collective trust fund managed by Wells Fargo Institutional Retirement and Trust on behalf of Prudential. Prudential is the trustee of the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management and recordkeeping service are included as a reduction of the return earned by each fund. These transactions are not considered prohibited transactions by statutory exemption under ERISA regulations.

BENEFITMALL 401(k) PLAN
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification No: 95-4018229

Plan No: 001

Form No: 5500, Schedule H, Part IV, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Fair Value
*	Prudential Mutual Funds	Gold Sachs Mid Cap Val A	**	\$ 1,650,816
*	Prudential Mutual Funds	American Funds EuroPacific Gr R3	**	66,411
*	Prudential Mutual Funds	Growth Fund of America R3	**	3,764,731
*	Prudential Mutual Funds	Invesco Real Estate A	**	522,836
*	Prudential Mutual Funds	John Han Classic Val A	**	723,735
*	Prudential Mutual Funds	Fid Adv Mid Cap T	**	900,878
*	Prudential Mutual Funds	Pru Jenn Value Fund A	**	2,380,077
*	Prudential Mutual Funds	Pru Govt Income FD A	**	2,120,497
*	Prudential Mutual Funds	John Han Small Cap Equ	**	517,355
*	Prudential Mutual Funds	Pru Stock Index Fund Z	**	1,275,271
*	Prudential Mutual Funds	Pru Jenn Mid Cap Growth A	**	1,676,314
*	Prudential Mutual Funds	Victory Special Value A	**	221,533
*	Prudential Mutual Funds	Allianz NFJ SM Cap Val A	**	842,097
*	Prudential Mutual Funds	Fid Adv Strategic Inco T	**	1,153,033
*	Prudential Mutual Funds	MFS Inter New Discovery A	**	4,224,448
*	Wells Fargo Bank Minnesota	Prudential Stable Val 10	**	3,798,406
	Participant loans	Notes receivable with interest rates ranging from 4.25% - 9.25%	**	<u>1,214,218</u>
	Total Assets (Held at End of Year)			<u>\$ 27,052,656</u>

* Denotes a party-in-interest as defined by ERISA.

** Cost information for participant-directed investments has been omitted, as permitted by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA

The data above is based upon or developed from information certified as accurate and complete by Prudential Trust Company (Trustee).

BENEFITMALL 401(k) PLAN
Financial Statements and
Supplemental Schedule
(with Independent Auditor's Report thereon)

December 31, 2012 and 2011

BENEFITMALL 401(k) PLAN
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Independent Auditor's Report

Plan Administrator
BenefitMall 401(k) Plan
Dallas, Texas

We were engaged to audit the accompanying financial statements of the BenefitMall 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the 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 information summarized in Note 8, which was certified by Prudential Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the years then ended, 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.

Other Matter

We were engaged to form an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Handwritten signature in cursive script, appearing to read "John, Pein & Pein".

October 8, 2013

BENEFITMALL 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Common collective trusts	\$ 3,798,406	\$ 3,331,902
Mutual funds	<u>22,040,032</u>	<u>17,637,463</u>
Total investments	<u>25,838,438</u>	<u>20,969,365</u>
Receivables:		
Employer contributions	43,548	41,216
Participant contributions	111,634	103,163
Notes receivable from participants	<u>1,214,218</u>	<u>989,598</u>
Total receivables	<u>1,369,400</u>	<u>1,133,977</u>
Liabilities		
Excess contributions payable	<u>72,242</u>	<u>131,321</u>
Net Assets Reflecting Investments at Fair Value	27,135,596	21,972,021
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(107,049)</u>	<u>(84,585)</u>
Net Assets Available for Benefits	<u><u>\$ 27,028,547</u></u>	<u><u>\$ 21,887,436</u></u>

See accompanying independent auditor's report and notes to financial statements.

BENEFITMALL 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2012 and 2011

Additions	<u>2012</u>	<u>2011</u>
Investment income:		
Net appreciation (depreciation) in value of mutual funds	\$ 2,544,118	\$ (889,255)
Net appreciation in value of common collective trusts	35,670	48,609
Capital gains	217,850	49,864
Interest and dividends	232,791	188,273
Other gain (loss)	<u>10,378</u>	<u>(42)</u>
Total investment income (loss), net	3,040,807	(602,551)
Interest income on notes receivable from participants	53,300	40,036
Contributions:		
Participant	2,623,809	2,395,578
Employer	948,635	789,484
Participant rollovers	<u>95,870</u>	<u>210,844</u>
Total contributions	<u>3,668,314</u>	<u>3,395,906</u>
Total Additions	6,762,421	2,833,391
 Deductions		
Benefits paid to participants and beneficiaries	1,576,141	1,708,548
Administrative expenses	<u>45,169</u>	<u>31,588</u>
Total Deductions	<u>1,621,310</u>	<u>1,740,136</u>
Net increase	5,141,111	1,093,255
Net Assets Available for Benefits, beginning of year,	<u>21,887,436</u>	<u>20,794,181</u>
Net Assets Available for Benefits, end of year	<u>\$ 27,028,547</u>	<u>\$ 21,887,436</u>

*See accompanying independent auditor's report
and notes to financial statements.*

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the BenefitMall 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established on July 15, 1999, covering all employees of Centerstone Insurance and Financial Services, dba, BenefitMall (the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During the 2012 and 2011 plan years, Prudential Trust Company ("Prudential") served as the Plan's record keeper and trustee.

Contributions

Each year, participants may contribute a percentage of their pretax annual compensation, as defined in the Plan, up to the maximum of 20%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Employer matches up to 50% of the first 6% of each participant's contribution to the Plan during the plan year. To be eligible for matching contributions, participants must complete six months of service with the Employer. The Employer may also, at its discretion, make additional contributions to the Plan on an annual basis. For the years ended December 31, 2012 and 2011, the Employer made no additional contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of Company matching contributions, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest in Employer contributions on a five year schedule as follows:

Years of Vesting Service	Percentage Vested
0	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as transfers to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the vested balances in the participant's accounts and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator at the time the loan is approved.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN (continued)

Notes Receivable from Participants (continued)

At December 31, 2012, interest rates on outstanding loans to participants ranged from 4.25% to 9.25% and mature through 2022. Principal and interest are paid ratably through payroll deductions. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

On termination of service, death, or disability, a participant may elect to receive a lump-sum or installment payments equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeitures of non-vested Employer contributions are used to pay administrative expenses or to reduce future Employer matching contributions. As of December 31, 2012 and 2011, forfeitures totaling \$46,005 and \$25,740 are available for these purposes, respectively. Forfeitures used during 2012 and 2011 were \$16,950 and \$40,517, respectively.

Administrative Expenses

In 2012 and 2011, the Plan was charged with Trustee and record keeper expenses, while the Employer paid the remainder of the administrative expenses.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Management Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company.

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 year.

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable from Participants

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

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Payment of Benefits

Distributions to participants are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company 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 of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through the date of the Independent Auditor's Report, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The Plan's investments are held by a trustee in various participant-directed investment programs or funds. The participant can select his own investment options in any combination. These options may be changed by the participant at any time.

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

Fund	<u>2012</u>	<u>2011</u>
Growth Fund of America R3	\$ 3,764,731	\$ 2,937,837
Prudential Stable Val 10	3,798,406	3,247,317
MFS Inter New Discovery A	4,224,448	3,389,519
Pru Jen Value Fund A	2,380,077	1,943,451
Pru Govt Income Fund A	2,120,497	1,865,555
Gold Sachs Mid Cap Val A	1,650,816	1,255,732
Pru Jen Mid Cap Growth A	1,676,314	1,305,347

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures* establishes a framework for measuring fair value as it relates to financial assets and liabilities and to nonfinancial assets and liabilities measured at fair value on a recurring basis. That framework provides a three-level valuation hierarchy based upon observable and unobservable inputs, with preference given to observable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- 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.

There were no level 3 investments at December 31, 2012 or 2011. There were no transfers between Level 1 and Level 2 during 2012 and 2011.

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of:

December 31, 2012

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,650,816	\$ 1,650,816	\$ -
Foreign Large Blend	66,411	66,411	-
Large Growth	3,764,731	3,764,731	-
Real Estate	522,836	522,836	-
Large Value	723,735	723,735	-
Mid-Cap Growth	2,577,192	2,577,192	-
Large Blend	3,655,348	3,655,348	-
Intermediate Government	2,120,497	2,120,497	-
Small Growth	517,355	517,355	-
Mid-Cap Blend	221,533	221,533	-
Small Value	842,097	842,097	-
Multisector Bond	1,153,033	1,153,033	-
Foreign Small/Mid Growth	4,224,448	4,224,448	-
Total Mutual Funds	<u>22,040,032</u>	<u>22,040,032</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Common/Collective Trust Funds	<u>3,798,406</u>	<u>-</u>	<u>3,798,406</u>
Total Investments	<u>\$ 25,838,438</u>	<u>\$ 22,040,032</u>	<u>\$ 3,798,406</u>

BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

December 31, 2011

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds			
Mid-Cap Value	\$ 1,255,732	\$ 1,255,732	\$ -
Foreign Large Blend	28,577	28,577	-
Large Growth	2,937,837	2,937,837	-
Real Estate	307,212	307,212	-
Large Value	578,429	578,429	-
Mid-Cap Growth	1,960,792	1,960,792	-
Large Blend	2,975,869	2,975,869	-
Intermediate Government	1,865,555	1,865,555	-
Small Growth	400,488	400,488	-
Mid-Cap Blend	220,761	220,761	-
Small Value	780,051	780,051	-
Multisector Bond	936,641	936,641	-
Foreign Small/Mid Growth	3,389,519	3,389,519	-
Total Mutual Funds	<u>17,637,463</u>	<u>17,637,463</u>	<u>-</u>
Common/Collective Trust Funds			
Stable Value Fund	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Common/Collective Trust Funds	<u>3,331,902</u>	<u>-</u>	<u>3,331,902</u>
Total Investments	<u>\$ 20,969,365</u>	<u>\$ 17,637,463</u>	<u>\$ 3,331,902</u>

Mutual Funds

The mutual funds are valued at quoted market prices in an exchange and active markets, and are classified as Level 1 investments.

Common/Collective Trust Funds

The common/collective trust funds are valued at the net asset value of units held by the Plan at year-end, and generally, include the use of significant observable inputs in determining the unit value. These funds are classified as Level 2 investments.

NOTE 5 - PLAN TERMINATION

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

NOTE 6 - RISKS AND UNCERTAINTIES

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BENEFITMALL 401(k) PLAN
Notes to Financial Statements
December 31, 2012 and 2011

NOTE 7 - TAX STATUS

The Company adopted a prototype standardized 401(k) profit sharing plan developed by Prudential, which received a favorable opinion letter from the Internal Revenue Service on June 20, 2002, stating that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Management believes the plan and all amendments to it are being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes 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 United States Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - CERTIFIED INVESTMENTS

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest and dividends for the year ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the Plan). The Prudential stable value fund was certified by Wells Fargo Bank N.A. due to it investing in the Wells Fargo Stable Return Fund. The contract value of the Prudential stable value fund was certified by the trustee.

NOTE 9 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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BENEFITMALL 401(k) PLAN
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification No: 95-4018229

Plan No: 001

Form No: 5500, Schedule H, Part IV, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Fair Value
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*	Prudential Mutual Funds	John Han Small Cap Equ	**	517,355
*	Prudential Mutual Funds	Pru Stock Index Fund Z	**	1,275,271
*	Prudential Mutual Funds	Pru Jenn Mid Cap Growth A	**	1,676,314
*	Prudential Mutual Funds	Victory Special Value A	**	221,533
*	Prudential Mutual Funds	Allianz NFJ SM Cap Val A	**	842,097
*	Prudential Mutual Funds	Fid Adv Strategic Inco T	**	1,153,033
*	Prudential Mutual Funds	MFS Inter New Discovery A	**	4,224,448
*	Wells Fargo Bank Minnesota	Prudential Stable Val 10	**	3,798,406
	Participant loans	Notes receivable with interest rates ranging from 4.25% - 9.25%	**	<u>1,214,218</u>
	Total Assets (Held at End of Year)			<u>\$ 27,052,656</u>

* Denotes a party-in-interest as defined by ERISA.

** Cost information for participant-directed investments has been omitted, as permitted by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA

The data above is based upon or developed from information certified as accurate and complete by Prudential Trust Company (Trustee).