Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
JEWELRY CHANNEL INC 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/20/2011

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

THE JEWELRY CHANNEL

100 MICHAEL ANGELO WAY STE 400
AUSTIN, TX 78728-1281

2b Employer Identification Number (EIN) 20-8355838

2c Sponsor's telephone number 512-852-7017

2d Business code (see instructions) 515210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	THE JEWELRY CHANNEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] 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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	301
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**	284
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	300
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	300
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	96
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
JEWELRY CHANNEL INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE JEWELRY CHANNEL

D Employer Identification Number (EIN)
20-8355838

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1012	4378
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	1135	557
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	118187	270062
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	120334	274997
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	120334	274997

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	28653	
(B) Participants	2a(1)(B)	122794	
(C) Others (including rollovers)	2a(1)(C)	3447	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		154894
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	36	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		36
(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)	3244	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3244
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3388	
(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)		3388
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		13415
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		174977

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10480	
(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)		10480
f Corrective distributions (see instructions)	2f		9444
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	390	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		390
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		20314

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		154663
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: CALHOUN, THOMSON, & MATZA **(2)** EIN: 74-2859143

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e		X	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
JEWELRY CHANNEL INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE JEWELRY CHANNEL

D Employer Identification Number (EIN)
20-8355838

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**

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): 16-1470238

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedule

Years Ended December 31, 2012 and 2011

ctm Calhoun, Thomson+Matza, LLP
Certified Public Accountants

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedule

Years Ended December 31, 2012 and 2011

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust
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ctm Calhoun, Thomson+Matza, LLP
Certified Public Accountants

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Independent Auditors' Report

The Plan Administrator
Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust
Austin, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 3, which was certified by Mid Atlantic Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012, and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian 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

The supplemental schedule as of the year ended 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

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

Calman, Thomson & Matza, LLP

October 11, 2013

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value:		
Money market fund	**$ 4,378**	$ 970
Mutual funds	**270,038**	114,568
Total investments, at fair value	**274,416**	115,538
Notes receivable from plan participants	**557**	1,135
Total assets	**274,973**	116,673
Liabilities		
Excess contributions payable	**-**	9,747
Total liabilities	**-**	9,747
Net assets available for benefits	**$ 274,973**	$ 106,926

See accompanying notes to financial statements.

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust

Statements of Changes in Net Assets Available for Benefits

Year ended December 31,		**2012**		2011
Additions:				
Investment income (loss):				
Net appreciation (depreciation) in fair value of investments	**$**	**13,397**	$	(8,326)
Dividends		**3,244**		1,033
Net gain on sale of assets		**3,388**		883
Total investment income (loss)		**20,029**		(6,410)
Other income		**4,348**		-
Investment Earnings:				
Participant loan interest		**36**		6
Total investment earnings		**36**		6
Contributions:				
Employer		**28,653**		19,765
Participants		**122,794**		77,756
Rollover		**3,447**		30,522
Total contributions		**154,894**		128,043
Total additions		**179,307**		121,633
Deductions:				
Benefits payments		**10,870**		4,765
Corrective distributions		**-**		9,747
Administrative fees		**390**		195
Total deductions		**11,260**		14,707
Net increase in net assets available for benefits		**168,047**		106,926
Net assets available for benefits, beginning of year		**106,926**		-
Net assets available for benefits, end of year	**$**	**274,973**	$	106,926

See accompanying notes to financial statements.

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust
Notes to Financial Statements

1. Description of the Plan

The following description of the Jewelry Channel, Inc. ("the Company") 401(k) Profit Sharing Plan and Trust ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established and effective on January 1, 2011. All employees who have completed at least 1,000 hours of service during the 12-month period immediately following the date of hire and are age twenty-one or older are eligible to participate in the Plan. Eligible employees may become a participant in the Plan on the first day of the Plan year or the first day of the seventh month of the Plan year. The effective date that eligible participants were able to make elective deferrals into the Plan was April 20, 2011. On this date, the age and years of service requirements described above for eligibility purposes were waived. Any individual hired after this date is subject to the eligibility requirements described above. The Plan provides for a qualified cash or deferred arrangement described in Section 401(k) of the Internal Revenue Code (the "Code"). During 2012, Paychex administered the Plan and Mid Atlantic Trust Company was the custodian for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Investments and Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions in any combination of twenty-nine investment options. The investment options consist of twenty-eight funds and one money market fund. Participants may change their investment options at their discretion.

The Plan provides for investments in numerous investment securities, which in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of net assets available for benefits.

Contributions

Participants may contribute a percentage of their annual compensation, up to 92%, with the contributions and earnings thereupon being nontaxable until withdrawn from the Plan. Participants may also rollover amounts representing distributions from other qualified plans.

The Company may make a matching contribution to all employees as a percentage of the employee's deferral compensation, as defined, subject to the limits provided by the Code. The Company may also elect to make a profit sharing contribution with allocation based on the participant's compensation, as defined.

For the years ended December 31, 2012 and 2011, the Company elected to contribute a matching contribution to all employees at an amount equal to 100% of the participant's elective deferral not to exceed 1% of the participant's compensation. The Plan will determine the Employer Profit Sharing Contribution, if any, according to a pro rata formula in an amount determined each year by the managing body of the Employer and will be allocated to each Qualifying Participant's Individual Account. The Company did not declare any profit-sharing contributions during the years ended December 31, 2012 and 2011.

Participant Accounts
Each participant's account is credited with the participant's deferral contribution, the Company's matching and profit sharing contributions, and earnings of the participant's individual account. Allocations are based on participant compensation as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting
Participants are immediately 100% vested in their deferral contributions. The Company's matching and profit sharing contribution becomes vested based on the participant's number of years of service with the Company according to the following schedule: Less than 1 year – 0%, 1 year – 33%, 2 years – 66%, 3 years or more – 100%. One thousand hours of service must be completed to be credited with a year of vesting.

Benefit Payments
The Plan provides for distributions to participants upon termination of employment before the normal retirement age, disability, or upon reaching the normal retirement age but continue to work. Participants can request a distribution from the Plan of their vested interest in the Plan upon attainment of age 59 ½, even if they continue to work. Participants will receive their benefits as either a lump-sum amount, installment payments, or annuity contracts under various options equal to the value of the participant's vested interest.

Forfeitures
Forfeitures are used to offset the next employer contribution made and are not held for discretionary contributions or plan expenses. At December 31, 2012 and 2011, there was a forfeiture balance of $538 and $233, respectively. No forfeitures were used to offset employer contributions during the years ended December 31, 2012 and 2011. $233 of forfeitures were allocated to Plan participants during the year ended December 31, 2012.

Notes Receivable from Participants
Participants may borrow from their deferral contributions fund account from a minimum of $1,000 to a maximum equal to lesser of $50,000 or 50 percent of their vested account balance. Loans must be repaid within five years unless used for the purchase of a primary residence. Loans are secured by the vested balance of the participant's account and bear interest at U.S. Government Prime Rate plus 1% that is in effect on the date of the loan application and set for the life of the loan. The interest rate for loans was at 4.25% as of December 31, 2012 and 2011. Principal and interest are paid ratably through bi-weekly payroll deductions.

Income Tax Status
The Company has executed an adoption agreement, originally effective January 1, 2011, to establish a retirement plan and trust under the Texas Pension Consultants Prototype Non-Standardized 401(k) Profit Sharing Plan and Trust ("the Prototype"). The Prototype obtained its latest opinion letter dated March 31, 2008, in which the Internal Revenue Service ("IRS") stated that the Prototype, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Company has elected not to apply to the IRS for a separate determination letter for its plan. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Termination
The Company expects to continue the Plan indefinitely, but by resolution of its Board of Directors, reserves the right to terminate the Plan. If the Plan were terminated, the accrued benefit accounts for each participant would become fully vested and non-forfeitable. Such accrued benefit accounts will be held under the Plan to be distributed as provided in the Plan upon death, retirement or termination.

Administration
Administrative costs and expenses, including trustee, legal, loan administration, and accounting fees are paid out of the Plan unless paid directly by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting and present the net assets available for benefits and changes in those net assets.

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates. Due to uncertainties inherent in the estimates and assumptions process, it is at least reasonably possible the changes in these estimates and assumptions in the near term would be material to the financial statements.

Valuation of Investments and Income Recognition
The Plan's investments are valued at the reported price on the last day of business of the plan year. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. 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.

Concentration of Credit Risk
The Plan's participants are employed in the retail jewelry industry located in the Austin, Texas metropolitan area. All of the Plan's employer contributions and contributions receivable are from one contributing employer located within the Austin metropolitan area.

Payment of Benefits
Benefits are recorded when paid.

3. Information Certified by the Custodian

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

Years ended December 31,		**2012**		2011
Money market fund	**$**	**4,378**	$	970
Mutual funds		**270,038**		114,568
	$	**274,416**	$	115,538

Years ended December 31,		**2012**		2011
Net appreciation (depreciation) in fair value of mutual funds	**$**	**13,397**	$	(8,326)
Dividends		**3,244**		1,033
Net gain on sale of assets		**3,388**		883
	$	**20,029**	$	(6,410)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

4. Investments

The following table presents investments that represent five percent or more of the Plan's net assets:

December 31,		**2012**		2011
AllianceBernstein Balance Wealth Strat. Fund Class R	**$**	**105,551**	$	56,493
Vanguard 500 Index Fund Investor Class		**30,534**		*
Columbia Contrarian Core Fund Class A		*****		6,245

**Less than 5% of the Plan's net assets.*

5. Fair Value Measurements

The Plan follows the provisions of FASB ASC 820, Fair Value Measurements, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements), and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable

for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Money market fund and Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Notes receivable from plan participants: Valued at the unpaid principal and interest balance due at year end.

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

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

December 31, 2012	Level 1	Level 2	Level 3	Total
Money Market Fund	**$ 4,378**	**$ -**	**$ -**	**$ 4,378**
Mutual Funds				
Equity Funds	**106,350**	**-**	**-**	**106,350**
International Equity Funds	**24,811**	**-**	**-**	**24,811**
Balanced Funds	**109,914**	**-**	**-**	**109,914**
Fixed Income Funds	**24,120**	**-**	**-**	**24,120**
Alternative Asset Fund	**4,843**	**-**	**-**	**4,843**
Notes receivable to plan participants	**-**	**-**	**557**	**557**
	$ 274,416	**$ -**	**$ 557**	**$ 274,973**

December 31, 2011	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 970	$	$	$ 970
Mutual Funds				
Equity Funds	34,203	-	-	34,203
International Equity Funds	12,357	-	-	12,357
Balanced Funds	58,295	-	-	58,295
Fixed Income Funds	9,713	-	-	9,713
Notes receivable to plan participants	-	-	1,135	1,135
	$ 115,538	$ -	$ 1,135	$ 116,673

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets:

Year ended December 31, 2012	**Notes receivable from plan participants**
Balance, beginning of year	$ 1,135
Realized gains (losses)	-
Unrealized gains (losses)	-
Purchases, sales, issuances and settlements, net	(578)
Balance, end of year	$ 557

6. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2012**	2011
Net assets available for benefits per the financial statements	**$ 274,973**	$ 106,926
Add: Excess contributions payable	**-**	9,747
Add: Differences in benefit payments	**-**	3,661
Add: Differences in total investment income	**24**	-
Net assets available for benefits per Schedule H of the Form 5500	**$ 274,997**	$ 120,334

8. Commitments and Contingencies

For the years ended December 31, 2012 and 2011, the Plan was not in compliance with the fidelity bonding requirements of ERISA Section 412. This issue was corrected during 2013, however, the noncompliance could result in penalties to the Plan Sponsor.

9. Prohibited Transactions

As of and for the year ended December 31, 2012, the Plan Sponsor was not in compliance with the Annual Fee & Service Disclosure requirements of ERISA section 408(b)(2) and 404(a)(5). Non-compliance with these requirements is considered prohibited transactions as defined by ERISA. The Plan Sponsor is implementing procedures to ensure compliance with these requirements.

10. Subsequent Events

The Plan has evaluated subsequent events occurring after December 31, 2012, the date of the most recent statement of net assets available for benefits date, through October 11, 2013, the date the financial statements were available to be issued. The Plan does not believe any subsequent events have occurred that would require further disclosure or adjustment to the financial statements.

Supplemental Schedule

Jewelry Channel, Inc. 401(k) Profit Sharing Plan and Trust

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

Employer Identification Number: 20-8355838
Plan Number: 001
Form: 5500

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Federated Automated Cash Management Trust Class K Shares	4,378	Money Market Fund	*a*	$ 4,378
	Invesco Diversified Dividend Fund Class R	435	Mutual Fund	*a*	5,874
	Invesco Small Cap Equity Fund Class A	153	Mutual Fund	*a*	2,030
	AllianceBernstein Small-Mid Cap Value Fund Class R	518	Mutual Fund	*a*	10,431
	American Century Investments Equity Income Fund Class R	247	Mutual Fund	*a*	1,929
	Columbia Contrarian Core Fund Class A	784	Mutual Fund	*a*	12,617
	Franklin DynaTech Fund Class A	142	Mutual Fund	*a*	4,716
	Ivy Real Estate Securities Fund Class R	201	Mutual Fund	*a*	4,488
	Ivy Global Natural Resources Fund Class R	523	Mutual Fund	*a*	8,794
	Ivy Mid Cap Growth Fund Class R	637	Mutual Fund	*a*	11,682
	MFS New Discovery Fund Class R3	12	Mutual Fund	*a*	252
	MFS Utilities Fund Class R2	31	Mutual Fund		585
	Royce Specialty Equity Fund Consultant Class	522	Mutual Fund	*a*	10,553
	Vanguard 500 Index Fund Class	232	Mutual Fund	*a*	30,534
	Vanguard Small Capitalization Index Fund Investor Shares	42	Mutual Fund	*a*	1,643
	Victory Established Value Fund Class R	8	Mutual Fund	*a*	222
	BlackRock International Opportunities Portfolio Investor A Shares	252	Mutual Fund	*a*	8,269
	American Funds EuroPacific Growth Fund Class R-3	190	Mutual Fund	*a*	7,670
	First Eagle Overseas Fund Class A	278	Mutual Fund	*a*	6,126
	MFS International Growth Fund Class R2	118	Mutual Fund	*a*	2,747
	Wells Fargo Advantage Precious Metals Fund Class A	75	Mutual Fund	*a*	4,843
	Hartford Floating Rate Fund Class R3	307	Mutual Fund	*a*	2,751
	Hartford Inflation Plus Fund Class R3	406	Mutual Fund	*a*	4,908
	Lord Abbett Bond Debenture Fund Class A	146	Mutual Fund	*a*	1,191
	PIMCO Real Return Fund Class R	299	Mutual Fund	*a*	3,668
	Templeton Global Bond Fund Class A	851	Mutual Fund	*a*	11,388
	Vanguard Short-Term Treasury Fund Investor Shares	20	Mutual Fund	*a*	214
	AllianceBernstein Balance Wealth Strategy Fund Class R	8,659	Mutual Fund	*a*	105,551
	Ivy Asset Strategy Fund Class R	169	Mutual Fund	*a*	4,362
	Total Investments				$ 274,416

The above information has been certified by the custodian as being complete and accurate.

a The cost of participant-directed investments is not required to be disclosed.