

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan INSTAWARES HOLDING COMPANY, LLC 401(K) PLAN	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>01/01/1999</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) INSTAWARES HOLDING COMPANY, LLC 1305 CHASTAIN RD BLDG 100, STE 500 KENNESAW, GA 30144	2b Employer Identification Number (EIN) <u>26-4761683</u>	2c Sponsor's telephone number <u>678-942-3144</u>	2d Business code (see instructions) <u>454110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JEFF CAMP
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JEFF CAMP
	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 INSTAWARES HOLDING COMPANY, LLC 1305 CHASTAIN RD BLDG 100, STE 500 KENNESAW, GA 30144		3b Administrator's EIN 26-4761683 3c Administrator's telephone number 678-942-3144
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		5 195
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	207
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	21
d Subtotal. Add lines 6a , 6b , and 6c	6d	228
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	228
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	177
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2
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 2S 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>INSTAWARES HOLDING COMPANY, LLC 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>INSTAWARES HOLDING COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>26-4761683</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

GREAT WEST LIFE AND ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>84-0467907</u>	<u>68322</u>	<u>93947901</u>	<u>9</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>3410</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

DONALD WILLIAMS
10 INVERNESS CTR PKWY STE 400
BIRMINGHAM, AL 35242

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>2250</u>			<u>3</u>

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

CHARLES ANDERSON
10 INVERNESS CTR PKWY STE 400
BIRMINGHAM, AL 35242

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1160</u>			<u>3</u>

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 24458**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT****b** Balance at the end of the previous year **7b** 394101**c** Additions: (1) Contributions deposited during the year **7c(1)** 55875(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 3590(4) Transferred from separate account **7c(4)** 42(5) Other (specify below) **7c(5)** 2969▶ **LOAN REPAYMENTS, FORFEITURES**(6) Total additions **7c(6)** 62476**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 456577**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 116365(2) Administration charge made by carrier **7e(2)** 202(3) Transferred to separate account **7e(3)** 315552(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 432119**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 24458

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 INSTAWARES HOLDING COMPANY, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 INSTAWARES HOLDING COMPANY, LLC	D Employer Identification Number (EIN) 26-4761683

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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

ROYAL ALLIANCE ASSOCIATES INC.

10 INVERNESS CENTER PKWY STE 400
BIRMINGHAM, AL 35242

(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?
27 61	ADVISOR	1685	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	50	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
ROYAL ALLIANCE ASSOCIATES INC.	61	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
OPP DEVELOPING MKT Y - OPPENHEIMERF 13-2953455	<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> <div style="text-align: center;">\$5M+=0.25%</div>	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ROYAL ALLIANCE ASSOCIATES INC.	61	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
OPPHMR INTL GRTH Y - OPPENHEIMERFUN 13-2953455	<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> <div style="text-align: center;">\$5M+=0.25%</div>	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ROYAL ALLIANCE ASSOCIATES INC.	61	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PIONEER BOND Y - PIONEER FUNDS DIST 04-3042318	<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> <div style="text-align: center;">\$0-<\$50M=0.50% \$50M+=0.25%</div>	

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
ROYAL ALLIANCE ASSOCIATES INC.	61	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation PIONEER EQ INCOME Y - PIONEER FUNDS 04-3042318 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. \$0-<\$50M=0.50% \$50M+=0.25% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation AMCENT INFL-ADJBD IV - AMERICAN CEN 44-0619208 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation BLKRK HI YLD BD INST - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25% </div> </div>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
INVS AMER VALUE Y - INVESCO CANADA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6X7 CA	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
JANUS TRITON I - JANUS SERVICES LLC 43-1804048	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
NUVEEN EQUITY IDX I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
NUVEEN LGCP GR OPP I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
NUVEEN MDCP INDEX I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPP DEVELOPING MKT Y - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPPHMR INTL GRTH Y - OFI GLOBAL ASS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PIONEER BOND Y - PIONEER INVESTMENT 04-2890696	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PIONEER EQ INCOME Y - PIONEER INVES 04-2890696	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PRU/J MID CAP GR Z - PRUDENTIAL MUT 22-3703799	0.25%	
(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 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>INSTAWARES HOLDING COMPANY, LLC 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>INSTAWARES HOLDING COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>26-4761683</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: FUTURE FUNDS SERIES ACCT II OF GWL

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE AND ANNUITY INS. CO.

c EIN-PN <u>84-0467907-003</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</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):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 INSTAWARES HOLDING COMPANY, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 INSTAWARES HOLDING COMPANY, LLC		D Employer Identification Number (EIN) 26-4761683

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	0	3255
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	163
(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)	105221	90802
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	1266052	0
(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)	0	2042303
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	394101	24458
(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	1765374	2160981

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1765374	2160981
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)		
(B) Participants	2a(1)(B)	394479	
(C) Others (including rollovers)	2a(1)(C)	18141	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		412620
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)	4400	
(F) Other	2b(1)(F)	3590	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7990
(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)	38348	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		38348
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		156269
(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)		-39737
c Other income.....	2c		4015
d Total income. Add all income amounts in column (b) and enter total.....	2d		579505

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	166751	
(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)		166751
f Corrective distributions (see instructions)	2f		2467
g Certain deemed distributions of participant loans (see instructions).....	2g		8608
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	927	
(3) Investment advisory and management fees	2i(3)	3410	
(4) Other	2i(4)	1735	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6072
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		183898

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		395607
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: PORTER KEADLE MOORE

(2) EIN: 58-1303048

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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>INSTAWARES HOLDING COMPANY, LLC 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>INSTAWARES HOLDING COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>26-4761683</u>

Part I	Distributions
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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>20-3691708</u> <u>04-6568107</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
-----------------	-------------------

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.
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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): _____

INSTAWARES HOLDING COMPANY, LLC 401(K) PLAN

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011
(with Independent Auditor's Report thereon)



INDEPENDENT AUDITOR'S REPORT

To the Audit Committee
Instawares Holding Company, LLC 401(k) Plan
Kennesaw, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Instawares Holding Company, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 or provided by Fidelity Management Trust Company, the current Trustee of the Plan and Great-West Life & Annuity Insurance Company, the former Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustees held the Plan's assets and executed transactions. The Plan Administrator has obtained a certification from the current Trustee as of and for the period from September 30, 2012, to December 31, 2012, and the former Trustee from January 1, 2012, to September 30, 2012, and as of December 31, 2012, that the information provided to the Plan Administrator by the Trustees 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, Schedule of Assets Held for Investment Purposes, as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes 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 the 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 or provided by the Trustees, 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.

PORTER KEADLE MOORE, LLC

Atlanta, Georgia
October 14, 2013

Instawares Holding Company, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Mutual Funds, at fair value	\$ 2,042,466	-
Pooled separate accounts, at fair value	-	1,266,052
Guaranteed portfolio fund, at fair value	26,548	419,149
Notes receivable from participants	90,802	105,221
Contribution Receivable	<u>3,255</u>	<u>-</u>
Net assets reflecting all investments at fair value	2,163,071	1,790,422
Adjustment from fair value to contract value for fully-benefit responsive investment contract	<u>(2,090)</u>	<u>(25,048)</u>
Net assets available for benefits	\$ <u>2,160,981</u>	<u>1,765,374</u>

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

Instawares Holding Company, LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Interest and dividends	\$ 41,927
Net appreciation in fair value of investments	<u>116,532</u>
	158,459
Interest - notes receivable from participants	4,400
Contributions - participants	<u>412,620</u>
Total additions	<u>575,479</u>
Deductions from net assets attributed to:	
Benefits paid to participants	176,973
Administrative expenses	<u>2,899</u>
Total deductions	<u>179,872</u>
Change in net assets available for benefits	395,607
Net assets available for benefits:	
Beginning of year	<u>1,765,374</u>
End of year	\$ <u>2,160,981</u>

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

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(1) Description of the Plan

General

The Plan is a defined contribution plan covering substantially all employees of Instawares Holding Company, LLC (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Eligibility

Employees, who have attained the age of 21 and have worked three months, are eligible to enter the Plan. Once employees meet the eligibility requirements, the participant becomes automatically enrolled into the Plan at a 3% deferral percentage as specified in the Plan. After enrollment employee has option to change deferral percentage at any time. All investments are participant-directed and participants can invest in a single fund or may allocate their accounts among several funds. Participants can also periodically change their instructions concerning the allocation of their accounts. All contributions are allocated based on participant investment elections. The Plan's investments are maintained on a pooled basis, and actual investment income is allocated to the participant accounts based on their relative account balance.

Contributions

Eligible employees may make contributions to the Plan of up to 100% of their annual compensation, with certain limitations. The Company may make an additional discretionary contribution, which is allocated to each participant based on the proportion of the participant's compensation to total participant compensation. Each participant's account is credited with the participant's contribution, the Company's contribution and investment income or losses. The benefit to which a participant is entitled is the vested balance in the participant's account. No discretionary contributions were made by the Plan Sponsor in 2012.

Vesting

Participants are immediately vested in their contributions and earnings thereon. Participants vest in the Company's contributions according to the following vesting schedule:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 1	0%
1	33%
2	66%
3 or more	100%

Participants become fully vested at retirement (as defined), death, or if they become disabled while still an employee. Participants will also fully vest upon termination of the Plan.

Forfeitures

Upon termination of employment of a participant, amounts not vested will be forfeited and first, pay reasonable Plan expenses, second, to reduce employer match contributions, and third, reduce employer non-elective contributions. As of December 31, 2012 and 2011, unallocated forfeitures totaled \$0 and \$4,772, respectively. There was \$4,776 of forfeitures reallocated to participants in 2012. No forfeitures were used to pay Plan expenses in 2012.

Payment of Benefits

Upon retirement (as defined), a participant is entitled to receive 100% of his or her vested account balance in a lump sum or in installment distributions. Upon the death of a participant, the designated beneficiary is entitled to receive 100% of the participant's account in a lump sum distribution. In addition, disabled participants are entitled to 100% of their account balances. Plan participants who are terminated for reasons other than retirement, death or disability are entitled to receive only the vested portion of their accounts. The Plan also allows for certain hardship withdrawals prior to termination of employment.

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. The participants affected by any termination or discontinuance of contributions will immediately become fully vested in their accounts.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(1) Description of the Plan, continued

Notes Receivable from Participants

Participants may borrow from the Plan up to the lesser of \$50,000 or 50% of their vested account balance in the Plan with a minimum of \$1,000. The loans are secured by the vested balance in the participant's account and bear interest at 4.25%. Principal and interest are paid monthly under a level amortization schedule through payroll deductions.

Investment Options

Each participant may direct his or her interest in the Plan among investment options. The investment options consist of mutual funds and guaranteed investment contract funds that represent varying degrees of risk.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Instawares Holding Company, LLC 401(k) Plan (the "Plan") have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect those financial statements and disclosures. Actual results could differ from those estimates.

Investments

The Plan investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end.

The Plan provides for investments in various investment securities, which are exposed to various risks such as interest rate, credit and overall market volatility risks. 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 changes could materially affect the amounts reported in the statements of net assets available for benefits.

The net gain/(loss) from investment activity includes realized and unrealized gains and losses from investment activity as well as earnings on investments. Unrealized gains/(losses) are calculated as the difference between the current value of securities as of the end of the Plan year and either the current value at the end of the preceding year or the actual cost if such investments were purchased during the current year. Realized gains or losses on sales of investments are calculated as the difference between sales proceeds and the current value of investments at the beginning of the year or the actual cost if such investments were purchased during the year. Additions to net assets in the Plan are generated from contributions (from participants and matching from the employer), interest income, dividend income and increases in fair market value of Plan investments.

Securities transactions are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The Plan invests in an investment contract through a group variable annuity contract (Guaranteed Portfolio Fund) as of December 31, 2012 and 2011. Investment contracts held in 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 fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(2) Summary of Significant Accounting Policies, continued

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any unpaid interest, which approximates fair value. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2012 or 2011.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Substantially all administrative expense are paid by the Company. Administrative expenses paid from the Plan were \$2,460 for the Plan year ended December 31, 2012.

Subsequent Events

Management has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 14, 2013, the date on which the financial statements were available to be issued.

(3) Investments

The following table represents the fair value of investments that were 5% or greater of the Plan's net assets as of December 31, 2012 and 2011, respectively.

	<u>2012</u>	<u>2011</u>
American Funds EuroPacific Growth R3	\$ *	108,255
American Funds Fundamental Investors R3	*	177,470
Fidelity Advisor Freedom 2020 I	201,973	*
Fidelity Advisor Freedom 2025 I	375,790	*
Fidelity Advisor Freedom 2030 I	203,892	*
Fidelity Advisor Freedom 2035 I	580,100	*
Fidelity Advisor Freedom 2040 I	195,566	*
Guaranteed Portfolio Fund	*	419,149
Maxim T. Rowe Price Mid-Cap Growth	*	121,037

* Investment did not represent 5% or greater of the Plan's net assets at the respective year end.

The former Trustee of the Plan, Great-West Life & Annuity Insurance Company, and current Trustee of Plan, Fidelity Management Trust Company, have certified that the unaudited investment and investment income information is complete and accurate for 2012 and 2011, respectively.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Large-cap stock funds	\$ (2,674)
Mid-cap stock funds	(1,242)
Small-cap stock funds	(103)
International stock funds	1,171
Other stock funds	(36,732)
Specialty stock funds	61
Bond funds	<u>(218)</u>
	<u>(39,737)</u>
Pooled Separate Accounts- Index	23,616
Pooled Separate Accounts- Value	4,773
Pooled Separate Accounts- Growth	28,909
Pooled Separate Accounts – International	3,844
Pooled Separate Accounts – Other	<u>95,227</u>
	<u>156,369</u>
	<u>\$ 116,532</u>

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(4) Tax Status

Effective October 1, 2012, the Plan adopted a non-standardized form of a prototype plan sponsored by the Fidelity Management & Research Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. Although the Plan has been amended since receiving the opinion letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax years in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(5) Transactions with Parties-In-Interest

Certain Plan investments are mutual funds through Fidelity Management Trust Company, the current custodian, and an investment contract provided through Great-West Life & Annuity Insurance Company, the former custodian for the Plan. Transactions in these investments qualify as party-in-interest transactions. Investment fund earnings and losses posted to each Plan participant's account are net of investment management fees charged by each investment fund under the Plan.

(6) Fair Value Measurements and Disclosures

The FASB establishes a framework for measuring 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 are described below:

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.

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.

Mutual Funds

Investments in mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and classified within level 1 of the valuation hierarchy.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(6) Fair Value Measurements and Disclosures, continued

Guaranteed Portfolio Fund

Investments in the fully benefit responsive investment contract are valued based on the current market value and fair values of underlying amounts of the fund as determined by the custodian and are classified within level 2 of the valuation hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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:

<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds				
Large-cap stock funds	\$ 58,659	-	-	58,659
Mid-cap stock funds	79,289	-	-	79,289
Small-cap stock funds	25,946	-	-	25,946
International stock funds	63,438	-	-	63,438
Other stock funds	1,710,256	-	-	1,710,256
Specialty stock funds	15,207	-	-	15,207
Bond funds	89,508	-	-	89,508
Money market fund	<u>163</u>	<u>-</u>	<u>-</u>	<u>163</u>
Total mutual funds	2,042,466	-	-	2,042,466
Guaranteed Portfolio Fund	<u>-</u>	<u>26,548</u>	<u>-</u>	<u>26,548</u>
Total assets at fair value	\$ <u>2,042,466</u>	<u>26,548</u>	<u>-</u>	<u>2,069,014</u>
<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts – Index	\$ -	194,666	-	194,666
Pooled Separate Accounts – Value	-	87,899	-	87,899
Pooled Separate Accounts – Growth	-	246,908	-	246,908
Pooled Separate Accounts - International	-	42,603	-	42,603
Pooled Separate Accounts – Other	<u>-</u>	<u>693,976</u>	<u>-</u>	<u>693,976</u>
Total Pooled Separate Accounts	-	1,266,052	-	1,266,052
Guaranteed Portfolio Fund	<u>-</u>	<u>419,149</u>	<u>-</u>	<u>419,149</u>
Total Assets at Fair Value	\$ <u>-</u>	<u>1,685,201</u>	<u>-</u>	<u>1,685,201</u>

(7) **Guaranteed Portfolio Fund**

The Guaranteed Portfolio Fund is a general account product. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. Interest crediting rate is reset quarterly. The average yield earned and credited by the plan for the benefit responsive fund can be derived by averaging the quarterly gross interest rates and averaging the quarterly interest rates for the fund over the year, respectively. The average yield earned and credited for 2011 is 2.03% and for 2012 is 1.45%.

Instawares Holding Company, LLC 401(k) Plan

Schedule of Assets Held for Investment Purposes

EIN: 58-2368074

Plan Number: 001

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or <u>similar party</u>	(c) Description of investment including maturity date, rate of interest, <u>collateral par, or maturity value</u>	(d) Cost	(e) Current Value (\$)
	American Century	Inflated Adjustable Bond IV	N/A	37,804
	BlackRock	High Yield Bond Portfolio	N/A	24,964
*	Fidelity Advisor	Fidelity Money Market	N/A	163
*	Fidelity Advisor	Freedom 2015 I	N/A	26,711
*	Fidelity Advisor	Freedom 2020 I	N/A	201,973
*	Fidelity Advisor	Freedom 2025 I	N/A	375,790
*	Fidelity Advisor	Freedom 2030 I	N/A	203,892
*	Fidelity Advisor	Freedom 2035 I	N/A	580,100
*	Fidelity Advisor	Freedom 2040 I	N/A	195,566
*	Fidelity Advisor	Freedom 2045 I	N/A	78,969
*	Fidelity Advisor	Freedom 2050 I	N/A	31,009
*	Fidelity Advisor	Freedom 2055 Fund	N/A	4,067
*	Fidelity Advisor	Freedom Income I	N/A	12,179
*	Fidelity Advisor	Real Estate I	N/A	15,207
*	Fidelity Advisor	Small Cap Value Fund	N/A	4,518
*	Great-West	Guaranteed Portfolio Fund 1.80% Shares	N/A	26,548
	Invesco	American Value Fund Class Y	N/A	30,560
	Jan Triton	Fund I	N/A	21,428
	Nuveen	Equity Index Fund I	N/A	8,527
	Nuveen	Large Cap Growth Opportunities Fund	N/A	22,450
	Nuveen	Mid Cap Index Fund 1	N/A	13,984
	Oppenheimer	Developing Markets Y Fund	N/A	37,239
	Oppenheimer	International Growth Y Fund	N/A	26,199
*	Participants	Loan Fund, interest rate 4.25%	N/A	90,802
	Pioneer	Bond Y Fund	N/A	26,740
	Pioneer	Equity Income Y Fund	N/A	27,682
	Prudential Jennison	Mid Cap Growth Z Fund	N/A	34,745

* - Party-in-interest

N/A: Value is not applicable due to investment being participant directed

INSTAWARES HOLDING COMPANY, LLC 401(K) PLAN

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011
(with Independent Auditor's Report thereon)



INDEPENDENT AUDITOR'S REPORT

To the Audit Committee
Instawares Holding Company, LLC 401(k) Plan
Kennesaw, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Instawares Holding Company, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 or provided by Fidelity Management Trust Company, the current Trustee of the Plan and Great-West Life & Annuity Insurance Company, the former Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustees held the Plan's assets and executed transactions. The Plan Administrator has obtained a certification from the current Trustee as of and for the period from September 30, 2012, to December 31, 2012, and the former Trustee from January 1, 2012, to September 30, 2012, and as of December 31, 2012, that the information provided to the Plan Administrator by the Trustees 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, Schedule of Assets Held for Investment Purposes, as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes 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 the 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 or provided by the Trustees, 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.

PORTER KEADLE MOORE, LLC

Atlanta, Georgia
October 14, 2013

Instawares Holding Company, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Mutual Funds, at fair value	\$ 2,042,466	-
Pooled separate accounts, at fair value	-	1,266,052
Guaranteed portfolio fund, at fair value	26,548	419,149
Notes receivable from participants	90,802	105,221
Contribution Receivable	<u>3,255</u>	<u>-</u>
Net assets reflecting all investments at fair value	2,163,071	1,790,422
Adjustment from fair value to contract value for fully-benefit responsive investment contract	<u>(2,090)</u>	<u>(25,048)</u>
Net assets available for benefits	\$ <u>2,160,981</u>	<u>1,765,374</u>

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

Instawares Holding Company, LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Interest and dividends	\$ 41,927
Net appreciation in fair value of investments	<u>116,532</u>
	158,459
Interest - notes receivable from participants	4,400
Contributions - participants	<u>412,620</u>
Total additions	<u>575,479</u>
Deductions from net assets attributed to:	
Benefits paid to participants	176,973
Administrative expenses	<u>2,899</u>
Total deductions	<u>179,872</u>
Change in net assets available for benefits	395,607
Net assets available for benefits:	
Beginning of year	<u>1,765,374</u>
End of year	\$ <u>2,160,981</u>

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

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(1) Description of the Plan

General

The Plan is a defined contribution plan covering substantially all employees of Instawares Holding Company, LLC (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Eligibility

Employees, who have attained the age of 21 and have worked three months, are eligible to enter the Plan. Once employees meet the eligibility requirements, the participant becomes automatically enrolled into the Plan at a 3% deferral percentage as specified in the Plan. After enrollment employee has option to change deferral percentage at any time. All investments are participant-directed and participants can invest in a single fund or may allocate their accounts among several funds. Participants can also periodically change their instructions concerning the allocation of their accounts. All contributions are allocated based on participant investment elections. The Plan's investments are maintained on a pooled basis, and actual investment income is allocated to the participant accounts based on their relative account balance.

Contributions

Eligible employees may make contributions to the Plan of up to 100% of their annual compensation, with certain limitations. The Company may make an additional discretionary contribution, which is allocated to each participant based on the proportion of the participant's compensation to total participant compensation. Each participant's account is credited with the participant's contribution, the Company's contribution and investment income or losses. The benefit to which a participant is entitled is the vested balance in the participant's account. No discretionary contributions were made by the Plan Sponsor in 2012.

Vesting

Participants are immediately vested in their contributions and earnings thereon. Participants vest in the Company's contributions according to the following vesting schedule:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 1	0%
1	33%
2	66%
3 or more	100%

Participants become fully vested at retirement (as defined), death, or if they become disabled while still an employee. Participants will also fully vest upon termination of the Plan.

Forfeitures

Upon termination of employment of a participant, amounts not vested will be forfeited and first, pay reasonable Plan expenses, second, to reduce employer match contributions, and third, reduce employer non-elective contributions. As of December 31, 2012 and 2011, unallocated forfeitures totaled \$0 and \$4,772, respectively. There was \$4,776 of forfeitures reallocated to participants in 2012. No forfeitures were used to pay Plan expenses in 2012.

Payment of Benefits

Upon retirement (as defined), a participant is entitled to receive 100% of his or her vested account balance in a lump sum or in installment distributions. Upon the death of a participant, the designated beneficiary is entitled to receive 100% of the participant's account in a lump sum distribution. In addition, disabled participants are entitled to 100% of their account balances. Plan participants who are terminated for reasons other than retirement, death or disability are entitled to receive only the vested portion of their accounts. The Plan also allows for certain hardship withdrawals prior to termination of employment.

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. The participants affected by any termination or discontinuance of contributions will immediately become fully vested in their accounts.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(1) Description of the Plan, continued

Notes Receivable from Participants

Participants may borrow from the Plan up to the lesser of \$50,000 or 50% of their vested account balance in the Plan with a minimum of \$1,000. The loans are secured by the vested balance in the participant's account and bear interest at 4.25%. Principal and interest are paid monthly under a level amortization schedule through payroll deductions.

Investment Options

Each participant may direct his or her interest in the Plan among investment options. The investment options consist of mutual funds and guaranteed investment contract funds that represent varying degrees of risk.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Instawares Holding Company, LLC 401(k) Plan (the "Plan") have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect those financial statements and disclosures. Actual results could differ from those estimates.

Investments

The Plan investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end.

The Plan provides for investments in various investment securities, which are exposed to various risks such as interest rate, credit and overall market volatility risks. 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 changes could materially affect the amounts reported in the statements of net assets available for benefits.

The net gain/(loss) from investment activity includes realized and unrealized gains and losses from investment activity as well as earnings on investments. Unrealized gains/(losses) are calculated as the difference between the current value of securities as of the end of the Plan year and either the current value at the end of the preceding year or the actual cost if such investments were purchased during the current year. Realized gains or losses on sales of investments are calculated as the difference between sales proceeds and the current value of investments at the beginning of the year or the actual cost if such investments were purchased during the year. Additions to net assets in the Plan are generated from contributions (from participants and matching from the employer), interest income, dividend income and increases in fair market value of Plan investments.

Securities transactions are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The Plan invests in an investment contract through a group variable annuity contract (Guaranteed Portfolio Fund) as of December 31, 2012 and 2011. Investment contracts held in 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 fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(2) Summary of Significant Accounting Policies, continued

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any unpaid interest, which approximates fair value. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2012 or 2011.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Substantially all administrative expense are paid by the Company. Administrative expenses paid from the Plan were \$2,460 for the Plan year ended December 31, 2012.

Subsequent Events

Management has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 14, 2013, the date on which the financial statements were available to be issued.

(3) Investments

The following table represents the fair value of investments that were 5% or greater of the Plan's net assets as of December 31, 2012 and 2011, respectively.

	<u>2012</u>	<u>2011</u>
American Funds EuroPacific Growth R3	\$ *	108,255
American Funds Fundamental Investors R3	*	177,470
Fidelity Advisor Freedom 2020 I	201,973	*
Fidelity Advisor Freedom 2025 I	375,790	*
Fidelity Advisor Freedom 2030 I	203,892	*
Fidelity Advisor Freedom 2035 I	580,100	*
Fidelity Advisor Freedom 2040 I	195,566	*
Guaranteed Portfolio Fund	*	419,149
Maxim T. Rowe Price Mid-Cap Growth	*	121,037

* Investment did not represent 5% or greater of the Plan's net assets at the respective year end.

The former Trustee of the Plan, Great-West Life & Annuity Insurance Company, and current Trustee of Plan, Fidelity Management Trust Company, have certified that the unaudited investment and investment income information is complete and accurate for 2012 and 2011, respectively.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Large-cap stock funds	\$ (2,674)
Mid-cap stock funds	(1,242)
Small-cap stock funds	(103)
International stock funds	1,171
Other stock funds	(36,732)
Specialty stock funds	61
Bond funds	(218)
	<u>(39,737)</u>
Pooled Separate Accounts- Index	23,616
Pooled Separate Accounts- Value	4,773
Pooled Separate Accounts- Growth	28,909
Pooled Separate Accounts – International	3,844
Pooled Separate Accounts – Other	<u>95,227</u>
	<u>156,369</u>
	<u>\$ 116,532</u>

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(4) Tax Status

Effective October 1, 2012, the Plan adopted a non-standardized form of a prototype plan sponsored by the Fidelity Management & Research Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. Although the Plan has been amended since receiving the opinion letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax years in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(5) Transactions with Parties-In-Interest

Certain Plan investments are mutual funds through Fidelity Management Trust Company, the current custodian, and an investment contract provided through Great-West Life & Annuity Insurance Company, the former custodian for the Plan. Transactions in these investments qualify as party-in-interest transactions. Investment fund earnings and losses posted to each Plan participant's account are net of investment management fees charged by each investment fund under the Plan.

(6) Fair Value Measurements and Disclosures

The FASB establishes a framework for measuring 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 are described below:

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.

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.

Mutual Funds

Investments in mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and classified within level 1 of the valuation hierarchy.

Instawares Holding Company, LLC 401(k) Plan

Notes to Financial Statements

(6) Fair Value Measurements and Disclosures, continued

Guaranteed Portfolio Fund

Investments in the fully benefit responsive investment contract are valued based on the current market value and fair values of underlying amounts of the fund as determined by the custodian and are classified within level 2 of the valuation hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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:

<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds				
Large-cap stock funds	\$ 58,659	-	-	58,659
Mid-cap stock funds	79,289	-	-	79,289
Small-cap stock funds	25,946	-	-	25,946
International stock funds	63,438	-	-	63,438
Other stock funds	1,710,256	-	-	1,710,256
Specialty stock funds	15,207	-	-	15,207
Bond funds	89,508	-	-	89,508
Money market fund	<u>163</u>	<u>-</u>	<u>-</u>	<u>163</u>
Total mutual funds	2,042,466	-	-	2,042,466
Guaranteed Portfolio Fund	<u>-</u>	<u>26,548</u>	<u>-</u>	<u>26,548</u>
Total assets at fair value	\$ <u>2,042,466</u>	<u>26,548</u>	<u>-</u>	<u>2,069,014</u>
<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts – Index	\$ -	194,666	-	194,666
Pooled Separate Accounts – Value	-	87,899	-	87,899
Pooled Separate Accounts – Growth	-	246,908	-	246,908
Pooled Separate Accounts - International	-	42,603	-	42,603
Pooled Separate Accounts – Other	<u>-</u>	<u>693,976</u>	<u>-</u>	<u>693,976</u>
Total Pooled Separate Accounts	-	1,266,052	-	1,266,052
Guaranteed Portfolio Fund	<u>-</u>	<u>419,149</u>	<u>-</u>	<u>419,149</u>
Total Assets at Fair Value	\$ <u>-</u>	<u>1,685,201</u>	<u>-</u>	<u>1,685,201</u>

(7) **Guaranteed Portfolio Fund**

The Guaranteed Portfolio Fund is a general account product. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. Interest crediting rate is reset quarterly. The average yield earned and credited by the plan for the benefit responsive fund can be derived by averaging the quarterly gross interest rates and averaging the quarterly interest rates for the fund over the year, respectively. The average yield earned and credited for 2011 is 2.03% and for 2012 is 1.45%.

Instawares Holding Company, LLC 401(k) Plan

Schedule of Assets Held for Investment Purposes

EIN: 58-2368074

Plan Number: 001

December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or <u>similar party</u>	(c) Description of investment including maturity date, rate of interest, <u>collateral par, or maturity value</u>	(d) Cost	(e) Current Value (\$)
	American Century	Inflated Adjustable Bond IV	N/A	37,804
	BlackRock	High Yield Bond Portfolio	N/A	24,964
*	Fidelity Advisor	Fidelity Money Market	N/A	163
*	Fidelity Advisor	Freedom 2015 I	N/A	26,711
*	Fidelity Advisor	Freedom 2020 I	N/A	201,973
*	Fidelity Advisor	Freedom 2025 I	N/A	375,790
*	Fidelity Advisor	Freedom 2030 I	N/A	203,892
*	Fidelity Advisor	Freedom 2035 I	N/A	580,100
*	Fidelity Advisor	Freedom 2040 I	N/A	195,566
*	Fidelity Advisor	Freedom 2045 I	N/A	78,969
*	Fidelity Advisor	Freedom 2050 I	N/A	31,009
*	Fidelity Advisor	Freedom 2055 Fund	N/A	4,067
*	Fidelity Advisor	Freedom Income I	N/A	12,179
*	Fidelity Advisor	Real Estate I	N/A	15,207
*	Fidelity Advisor	Small Cap Value Fund	N/A	4,518
*	Great-West	Guaranteed Portfolio Fund 1.80% Shares	N/A	26,548
	Invesco	American Value Fund Class Y	N/A	30,560
	Jan Triton	Fund I	N/A	21,428
	Nuveen	Equity Index Fund I	N/A	8,527
	Nuveen	Large Cap Growth Opportunities Fund	N/A	22,450
	Nuveen	Mid Cap Index Fund 1	N/A	13,984
	Oppenheimer	Developing Markets Y Fund	N/A	37,239
	Oppenheimer	International Growth Y Fund	N/A	26,199
*	Participants	Loan Fund, interest rate 4.25%	N/A	90,802
	Pioneer	Bond Y Fund	N/A	26,740
	Pioneer	Equity Income Y Fund	N/A	27,682
	Prudential Jennison	Mid Cap Growth Z Fund	N/A	34,745

* - Party-in-interest

N/A: Value is not applicable due to investment being participant directed