

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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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 <u>TELOGIS, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/23/2008</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/23/2008</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/23/2008</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TELOGIS, INC.</u> <u>20 ENTERPRISE SUITE 100</u> <u>ALISO VIEJO, CA 92656</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>33-0953006</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>949-389-5500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>511210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>33-0953006</u>	2c Sponsor's telephone number <u>949-389-5500</u>	2d Business code (see instructions) <u>511210</u>	
2b Employer Identification Number (EIN) <u>33-0953006</u>					
2c Sponsor's telephone number <u>949-389-5500</u>					
2d Business code (see instructions) <u>511210</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. Signature of plan administrator	<u>12/03/2013</u> Date	<u>LINDSEY WYETT</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address TELOGIS, INC. 20 ENTERPRISE SUITE 100 ALISO VIEJO, CA 92656		3b Administrator's EIN 33-0953006
		3c Administrator's telephone number 949-389-5500
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		5 145
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	224
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	15
d Subtotal. Add lines 6a , 6b , and 6c	6d	239
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	239
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	110
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11
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: 2F 2G 2J 2K 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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan TELOGIS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TELOGIS, INC.	D Employer Identification Number (EIN) 33-0953006

Part I	Service Provider Information (see instructions)
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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

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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)

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 37 65	RECORDKEEPER	1340	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 ☐

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan TELOGIS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TELOGIS, INC.	D Employer Identification Number (EIN) 33-0953006	

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)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	112309	148842
(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)	109846	159088
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1366972	2773186
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1589127	3081116

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	1589127	3081116
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	341484	
(B) Participants	2a(1)(B)	786576	
(C) Others (including rollovers)	2a(1)(C)	238155	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1366215

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	11	
(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)	8459	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8470

(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)	58667	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		58667

(3) Rents	2b(3)		
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(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)		
(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)		221726
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1655078

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	161736	
(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)		161736
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1353	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1353
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		163089

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1491989
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: CLIENT TO DETERMINE PRIOR TO FILING

(2) EIN: 99-9999999

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.
---	--	--

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

A Name of plan <u>TELOGIS, INC. 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>TELOGIS, INC.</u>	D Employer Identification Number (EIN) <u>33-0953006</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____



Certified Public Accountants
and Financial Advisors

Telogis, Inc. 401(k) Plan

Financial Statements and
Supplemental Schedule
December 31, 2012 and 2011

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*Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator
Telogis, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan ("Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these 2012 financial statements.

Other Matter – 2011 Financial Statement

The statement of net assets available for benefits for the year ended December 31, 2011 was compiled by us and our report thereon, dated October 14, 2013, stated we did not audit or review the statement and, accordingly, do not express an opinion or provide any assurance about whether the statement is in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Supplemental Schedule

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP

Newport Beach, California
October 14, 2013

ACCOUNTANTS' COMPILATION REPORT

To the Participants and Administrator
Telogis, Inc. 401(k) Plan

We have compiled the accompanying statement of net assets available for benefits of Telogis, Inc. 401(k) Plan (the "Plan") as of December 31, 2011. We have not audited or reviewed the accompanying 2011 financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

The Plan sponsor is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist the Plan sponsor in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the 2011 financial statement.



Newport Beach, California
October 14, 2013

TELOGIS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u> <u>(Unaudited)</u>
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 2,773,186	\$ 1,366,972
Money market fund	<u>148,842</u>	<u>112,309</u>
Total investments at fair value	<u>2,922,028</u>	<u>1,479,281</u>
 Notes receivable from participants	 <u>159,088</u>	 <u>109,846</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 3,081,116</u></u>	 <u><u>\$ 1,589,127</u></u>

TELOGIS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

ADDITIONS

Investment income:	
Net appreciation in fair value of investments	\$ 221,726
Interest and dividend income	<u>58,678</u>
Total investment income	<u>280,404</u>
 Interest on notes receivable from participants	 <u>8,459</u>
 Contributions:	
Employee	1,024,731
Employer	<u>341,484</u>
Total contributions	<u>1,366,215</u>
 Total additions	 <u>1,655,078</u>

DEDUCTIONS

Benefits paid to participants	161,736
Administrative expenses	<u>1,353</u>
Total deductions	<u>163,089</u>

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS 1,491,989

NET ASSETS AVAILABLE FOR BENEFITS – beginning of year 1,589,127

NET ASSETS AVAILABLE FOR BENEFITS – end of year \$ 3,081,116

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN

The following description of the Telogis, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Telogis, Inc. (the “Company”, “Plan Sponsor” or “Plan Administrator”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. Fidelity Management Trust Company (the “Trustee”) is the Trustee of the Plan.

Eligibility

Employees over age 21 can elect to participate in the Plan on the first day of the month following completion of at least three consecutive months of service.

Participant Elective Deferral Contributions

Participants may elect to contribute up to a maximum of 90% of eligible compensation, not to exceed the limits of the Internal Revenue Code (the “IRC” or “Code”). Tax laws limit the amount of compensation that may be taken into account each Plan year; the maximum amount for the 2012 Plan year is \$250,000. The maximum contribution allowed for 2012 was \$17,000. Participants over the age 50 can defer an additional amount in excess of the dollar limit in the Code which was \$5,500 for the 2012 Plan year. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Employer Contributions

The Company may make discretionary matching and profit sharing contributions. Matching contributions are 100% of the participant’s deferral up to the first 4% of eligible compensation to employees participating in the Plan. There were no discretionary profit sharing contributions in 2012.

Participant Accounts

Each participant’s account is credited with the participant’s and Company’s contributions and allocation of Plan earnings and administrative expenses. Allocations are based on participant earnings or account balances, as defined. Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions are based on years of service according to the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	25%
2	50%
3	75%
4	100%

In addition, participants become fully vested in employer contributions upon death or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000. The loan may not exceed 50% of the participant's vested account balance. Loan transactions are treated as a transfer between the respective investment fund and the loan fund. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator over a period not to exceed ten years. Principal and interest is paid ratably through semimonthly payroll deductions. The interest rate on borrowings was 5.5% per annum as of December 31, 2012 and 2011.

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. All vested account balances not exceeding \$1,000 will be immediately distributed in a lump-sum payment. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. Participants who are current employees and over age 59.5 can elect to receive distributions.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document and upon approval by the Plan Administrator. After making a hardship withdrawal, a participant is suspended from making additional contributions for a period of six months from the effective date of such withdrawal. The minimum hardship withdrawal is \$500.

**TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

1. DESCRIPTION OF PLAN (continued)

Forfeitures

The unvested portion of a terminated participant's employer account will be forfeited and used to reduce future contributions of the Company or to pay Plan expenses. The Plan had \$19,438 in forfeitures at December 31, 2012. There was \$0 in forfeitures at December 31, 2011.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate or amend the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements and related schedules in conformity with GAAP requires management and the Trustee to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments in registered investment companies, which consist of mutual funds and money market funds, are stated at fair value based on units of participation as certified by the Trustee. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. The net realized and unrealized gains and losses are reflected in the statement of changes in net assets available for plan benefits as net appreciation in the fair value of investments.

**TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Plan Expenses

Certain administrative expenses are paid by the Company and, accordingly, are not reflected in the accompanying financial statements of the Plan. Administrative fees and plan expenses (exclusive of investment related expenses) for the year ended December 31, 2012, totaled \$7,975 of which \$1,353 was paid by the Plan (Note 6) and \$6,622 was paid by the Company.

Subsequent Events

The Plan evaluated subsequent events for their potential impact on the financial statements and disclosures through October 14, 2013, which is the date the financial statements were available to be issued.

**3. INFORMATION PREPARED AND CERTIFIED BY THE PLAN'S TRUSTEE
(UNAUDITED)**

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. INFORMATION PREPARED AND CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED) (continued)

Information regarding all investments at fair value, investment income, notes receivable from participants and interest income on notes receivable from participants as shown in the accompanying 2012 financial statements and supplemental schedule, has been certified by the Trustee as being complete and accurate.

Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA states, in part, that any statement of information prepared and certified as complete and accurate by the Plan's Trustee need not be audited or reported on by an independent auditor. Pursuant to that regulation, the Plan Administrator has instructed its independent auditor, Squar, Milner, Peterson, Miranda & Williamson, LLP, not to perform any auditing procedures with respect to information as of and for the year ended December 31, 2012 certified by the Trustee.

4. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 (unaudited):

	<u>2012</u>	<u>2011</u> (unaudited)
Fidelity Blue Chip Growth Fund	\$ 194,998	\$ 112,254
Fidelity Freedom 2030 Fund	\$ 155,558	*
Fidelity Retire Money Market	*	\$ 112,309
Fidelity Freedom 2040 Fund	\$ 249,461	\$ 116,718
Fidelity Freedom 2035 Fund	\$ 254,081	\$ 124,202

* Represents less than 5% of net assets.

5. FAIR VALUE MEASUREMENTS

The Plan accounts for its investments in accordance with ASC No. 820, *Fair Value Measurement*. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs 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 inputs used to measure fair value are as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

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 supported by little or no market activity and are significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value as of December 31, 2012 and 2011(unaudited):

- Registered investment companies (mutual funds): Valued at the daily closing prices reported by the fund. Mutual funds held by the plan are open-ended 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 are classified as Level 1 investments.
- Money market fund: The shares of the money market fund is valued at quoted market prices on an exchange which is an active market, which represent asset values of shares held by the Plan at year end and is classified as a Level 1 investment.

As of December 31, 2012 and 2011, the Plan did not hold any Level 3 investments. There have been no changes in the methodologies used to measure fair value at December 31, 2012 and 2011.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

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

The following tables set forth by level, within the ASC 820 fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2012 and 2011 (unaudited):

<i>Assets at Fair Value as of December 31, 2012</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Balanced funds	\$ 54,135	\$ —	\$ —	\$ 54,135
International funds	246,776	—	—	246,776
Large blend	287,453	—	—	287,453
Large growth	477,857	—	—	477,857
Large value	22,554	—	—	22,554
Lifecycle funds	956,086	—	—	956,086
Mid blend	142,394	—	—	142,394
Mid growth	29,613	—	—	29,613
Mid value	21,802	—	—	21,802
Small blend	75,047	—	—	75,047
Small value	61,623	—	—	61,623
Specialty funds	129,264	—	—	129,264
Bond funds	268,582	—	—	268,582
Total	<u>2,773,186</u>	<u>—</u>	<u>—</u>	<u>2,773,186</u>
Money market fund	<u>148,842</u>	<u>—</u>	<u>—</u>	<u>148,842</u>
Total assets at fair value	<u>\$ 2,922,028</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,922,028</u>

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

<i>Assets at Fair Value as of December 31, 2011 (Unaudited)</i>				
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced funds	\$ 9,489	\$ —	\$ —	\$ 9,489
International funds	148,486	—	—	148,486
Large blend	140,794	—	—	140,794
Large growth	253,701	—	—	253,701
Large value	15,566	—	—	15,566
Lifecycle funds	483,373	—	—	483,373
Mid blend	56,637	—	—	56,637
Mid growth	13,394	—	—	13,394
Mid value	12,738	—	—	12,738
Small blend	25,879	—	—	25,879
Small value	43,541	—	—	43,541
Specialty funds	34,198	—	—	34,198
Bond funds	129,176	—	—	129,176
Total	<u>1,366,972</u>	<u>—</u>	<u>—</u>	<u>1,366,972</u>
Money market fund	<u>112,309</u>	<u>—</u>	<u>—</u>	<u>112,309</u>
Total assets at fair value	<u>\$ 1,479,281</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,479,281</u>

6. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Certain Plan investments are shares of mutual funds managed by Fidelity. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. The Plan paid certain administrative expenses totaling \$1,353 to Fidelity in 2012. These transactions qualify as party in interest transactions for which a statutory exemption exists.

7. TAX STATUS

The Plan obtained its latest determination opinion letter on March 31, 2008, in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and 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.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

7. TAX STATUS (continued)

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

SUPPLEMENTAL SCHEDULE

TELOGIS, INC. 401(k) PLAN**EIN: 33-0953006****Plan No. 001****SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)****December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		Money Market Fund:		
*	Fidelity Investments	Fidelity Retire Money Market	**	\$ 148,842
		Registered Investment Companies:		
*	Fidelity Investments	Fidelity Fund	**	15,537
*	Fidelity Investments	Fidelity Puritan Fund	**	54,135
*	Fidelity Investments	Fidelity Value Strategies Fund	**	25,803
*	Fidelity Investments	Fidelity Equity-Income Fund	**	8,801
*	Fidelity Investments	Fidelity Investment Grade Bond Fund	**	62,631
*	Fidelity Investments	Fidelity Intermediate Bond Fund	**	107,758
*	Fidelity Investments	Fidelity Value Fund	**	21,802
*	Fidelity Investments	Fidelity OTC Portfolio	**	105,650
*	Fidelity Investments	Fidelity Overseas Fund	**	61,315
		Fidelity Leveraged Company Stock		
*	Fidelity Investments	Fund	**	97,050
		Fidelity Real Estate Investment		
*	Fidelity Investments	Portfolio	**	129,264
*	Fidelity Investments	Fidelity International Discovery Fund	**	117,640
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	48,439
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	**	194,998
*	Fidelity Investments	Fidelity Equity Dividend Income Fund	**	5,352
*	Fidelity Investments	Fidelity Growth Strategies Fund	**	17,762
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	98,931
*	Fidelity Investments	Fidelity Export and Multinational Fund	**	108,293
*	Fidelity Investments	Fidelity International Capital		
		Appreciation Fund	**	67,822
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	72,217
*	Fidelity Investments	Fidelity Freedom Income Fund	**	26,021
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	12,782
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	6,082
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	10,462
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	155,558
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	75,047
*	Fidelity Investments	Spartan Total Market Index Fund	**	97,176
*	Fidelity Investments	Spartan Extended Market Index Fund	**	19,540
*	Fidelity Investments	Fidelity Short-Term Bond Fund	**	10,877
*	Fidelity Investments	Fidelity Fifty	**	4,939

(continued)

TELOGIS, INC. 401(k) PLAN**EIN: 33-0953006****Plan No. 001****SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)****December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Fidelity Investments	Fidelity Stock Selector Large Cap Fund	**	8,401
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	249,461
*	Fidelity Investments	Fidelity Mid Cap Growth	**	11,851
*	Fidelity Investments	Fidelity Total Bond Fund	**	87,315
*	Fidelity Investments	Fidelity Value Discovery Fund	**	19,130
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	44,806
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	254,081
*	Fidelity Investments	Fidelity Small Cap Value Fund	**	61,623
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	130,064
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	63,096
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	3,674
		Total investments		<u>2,922,028</u>
*	Participant Loans	Interest of 5.5% per annum	—	<u>159,088</u>
		Total		<u>\$ 3,081,116</u>

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and disclosure under ERISA when the account is participant directed.



Certified Public Accountants
and Financial Advisors

Telogis, Inc. 401(k) Plan

Financial Statements and
Supplemental Schedule
December 31, 2012 and 2011

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*Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator
Telogis, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan ("Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these 2012 financial statements.

Other Matter – 2011 Financial Statement

The statement of net assets available for benefits for the year ended December 31, 2011 was compiled by us and our report thereon, dated October 14, 2013, stated we did not audit or review the statement and, accordingly, do not express an opinion or provide any assurance about whether the statement is in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Supplemental Schedule

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP

Newport Beach, California
October 14, 2013

ACCOUNTANTS' COMPILATION REPORT

To the Participants and Administrator
Telogis, Inc. 401(k) Plan

We have compiled the accompanying statement of net assets available for benefits of Telogis, Inc. 401(k) Plan (the "Plan") as of December 31, 2011. We have not audited or reviewed the accompanying 2011 financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

The Plan sponsor is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist the Plan sponsor in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the 2011 financial statement.



Newport Beach, California
October 14, 2013

TELOGIS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u> <u>(Unaudited)</u>
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 2,773,186	\$ 1,366,972
Money market fund	<u>148,842</u>	<u>112,309</u>
Total investments at fair value	<u>2,922,028</u>	<u>1,479,281</u>
 Notes receivable from participants	 <u>159,088</u>	 <u>109,846</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 3,081,116</u></u>	 <u><u>\$ 1,589,127</u></u>

TELOGIS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

ADDITIONS

Investment income:	
Net appreciation in fair value of investments	\$ 221,726
Interest and dividend income	<u>58,678</u>
Total investment income	<u>280,404</u>
 Interest on notes receivable from participants	 <u>8,459</u>
 Contributions:	
Employee	1,024,731
Employer	<u>341,484</u>
Total contributions	<u>1,366,215</u>
 Total additions	 <u>1,655,078</u>

DEDUCTIONS

Benefits paid to participants	161,736
Administrative expenses	<u>1,353</u>
Total deductions	<u>163,089</u>

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS 1,491,989

NET ASSETS AVAILABLE FOR BENEFITS – beginning of year 1,589,127

NET ASSETS AVAILABLE FOR BENEFITS – end of year \$ 3,081,116

**TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

1. DESCRIPTION OF PLAN

The following description of the Telogis, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Telogis, Inc. (the “Company”, “Plan Sponsor” or “Plan Administrator”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. Fidelity Management Trust Company (the “Trustee”) is the Trustee of the Plan.

Eligibility

Employees over age 21 can elect to participate in the Plan on the first day of the month following completion of at least three consecutive months of service.

Participant Elective Deferral Contributions

Participants may elect to contribute up to a maximum of 90% of eligible compensation, not to exceed the limits of the Internal Revenue Code (the “IRC” or “Code”). Tax laws limit the amount of compensation that may be taken into account each Plan year; the maximum amount for the 2012 Plan year is \$250,000. The maximum contribution allowed for 2012 was \$17,000. Participants over the age 50 can defer an additional amount in excess of the dollar limit in the Code which was \$5,500 for the 2012 Plan year. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Employer Contributions

The Company may make discretionary matching and profit sharing contributions. Matching contributions are 100% of the participant’s deferral up to the first 4% of eligible compensation to employees participating in the Plan. There were no discretionary profit sharing contributions in 2012.

Participant Accounts

Each participant’s account is credited with the participant’s and Company’s contributions and allocation of Plan earnings and administrative expenses. Allocations are based on participant earnings or account balances, as defined. Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions are based on years of service according to the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	25%
2	50%
3	75%
4	100%

In addition, participants become fully vested in employer contributions upon death or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000. The loan may not exceed 50% of the participant's vested account balance. Loan transactions are treated as a transfer between the respective investment fund and the loan fund. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator over a period not to exceed ten years. Principal and interest is paid ratably through semimonthly payroll deductions. The interest rate on borrowings was 5.5% per annum as of December 31, 2012 and 2011.

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. All vested account balances not exceeding \$1,000 will be immediately distributed in a lump-sum payment. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. Participants who are current employees and over age 59.5 can elect to receive distributions.

Hardship Withdrawals

A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document and upon approval by the Plan Administrator. After making a hardship withdrawal, a participant is suspended from making additional contributions for a period of six months from the effective date of such withdrawal. The minimum hardship withdrawal is \$500.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN (continued)

Forfeitures

The unvested portion of a terminated participant's employer account will be forfeited and used to reduce future contributions of the Company or to pay Plan expenses. The Plan had \$19,438 in forfeitures at December 31, 2012. There was \$0 in forfeitures at December 31, 2011.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate or amend the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements and related schedules in conformity with GAAP requires management and the Trustee to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments in registered investment companies, which consist of mutual funds and money market funds, are stated at fair value based on units of participation as certified by the Trustee. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. The net realized and unrealized gains and losses are reflected in the statement of changes in net assets available for plan benefits as net appreciation in the fair value of investments.

**TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Plan Expenses

Certain administrative expenses are paid by the Company and, accordingly, are not reflected in the accompanying financial statements of the Plan. Administrative fees and plan expenses (exclusive of investment related expenses) for the year ended December 31, 2012, totaled \$7,975 of which \$1,353 was paid by the Plan (Note 6) and \$6,622 was paid by the Company.

Subsequent Events

The Plan evaluated subsequent events for their potential impact on the financial statements and disclosures through October 14, 2013, which is the date the financial statements were available to be issued.

**3. INFORMATION PREPARED AND CERTIFIED BY THE PLAN'S TRUSTEE
(UNAUDITED)**

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. INFORMATION PREPARED AND CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED) (continued)

Information regarding all investments at fair value, investment income, notes receivable from participants and interest income on notes receivable from participants as shown in the accompanying 2012 financial statements and supplemental schedule, has been certified by the Trustee as being complete and accurate.

Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA states, in part, that any statement of information prepared and certified as complete and accurate by the Plan's Trustee need not be audited or reported on by an independent auditor. Pursuant to that regulation, the Plan Administrator has instructed its independent auditor, Squar, Milner, Peterson, Miranda & Williamson, LLP, not to perform any auditing procedures with respect to information as of and for the year ended December 31, 2012 certified by the Trustee.

4. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 (unaudited):

	<u>2012</u>	<u>2011</u> (unaudited)
Fidelity Blue Chip Growth Fund	\$ 194,998	\$ 112,254
Fidelity Freedom 2030 Fund	\$ 155,558	*
Fidelity Retire Money Market	*	\$ 112,309
Fidelity Freedom 2040 Fund	\$ 249,461	\$ 116,718
Fidelity Freedom 2035 Fund	\$ 254,081	\$ 124,202

* Represents less than 5% of net assets.

5. FAIR VALUE MEASUREMENTS

The Plan accounts for its investments in accordance with ASC No. 820, *Fair Value Measurement*. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs 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 inputs used to measure fair value are as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

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 supported by little or no market activity and are significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value as of December 31, 2012 and 2011(unaudited):

- Registered investment companies (mutual funds): Valued at the daily closing prices reported by the fund. Mutual funds held by the plan are open-ended 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 are classified as Level 1 investments.
- Money market fund: The shares of the money market fund is valued at quoted market prices on an exchange which is an active market, which represent asset values of shares held by the Plan at year end and is classified as a Level 1 investment.

As of December 31, 2012 and 2011, the Plan did not hold any Level 3 investments. There have been no changes in the methodologies used to measure fair value at December 31, 2012 and 2011.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

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

The following tables set forth by level, within the ASC 820 fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2012 and 2011 (unaudited):

<i>Assets at Fair Value as of December 31, 2012</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Balanced funds	\$ 54,135	\$ —	\$ —	\$ 54,135
International funds	246,776	—	—	246,776
Large blend	287,453	—	—	287,453
Large growth	477,857	—	—	477,857
Large value	22,554	—	—	22,554
Lifecycle funds	956,086	—	—	956,086
Mid blend	142,394	—	—	142,394
Mid growth	29,613	—	—	29,613
Mid value	21,802	—	—	21,802
Small blend	75,047	—	—	75,047
Small value	61,623	—	—	61,623
Specialty funds	129,264	—	—	129,264
Bond funds	268,582	—	—	268,582
Total	<u>2,773,186</u>	<u>—</u>	<u>—</u>	<u>2,773,186</u>
Money market fund	<u>148,842</u>	<u>—</u>	<u>—</u>	<u>148,842</u>
Total assets at fair value	<u>\$ 2,922,028</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,922,028</u>

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS (continued)

<i>Assets at Fair Value as of December 31, 2011 (Unaudited)</i>				
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced funds	\$ 9,489	\$ —	\$ —	\$ 9,489
International funds	148,486	—	—	148,486
Large blend	140,794	—	—	140,794
Large growth	253,701	—	—	253,701
Large value	15,566	—	—	15,566
Lifecycle funds	483,373	—	—	483,373
Mid blend	56,637	—	—	56,637
Mid growth	13,394	—	—	13,394
Mid value	12,738	—	—	12,738
Small blend	25,879	—	—	25,879
Small value	43,541	—	—	43,541
Specialty funds	34,198	—	—	34,198
Bond funds	129,176	—	—	129,176
Total	<u>1,366,972</u>	<u>—</u>	<u>—</u>	<u>1,366,972</u>
Money market fund	<u>112,309</u>	<u>—</u>	<u>—</u>	<u>112,309</u>
Total assets at fair value	<u>\$ 1,479,281</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,479,281</u>

6. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Certain Plan investments are shares of mutual funds managed by Fidelity. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. The Plan paid certain administrative expenses totaling \$1,353 to Fidelity in 2012. These transactions qualify as party in interest transactions for which a statutory exemption exists.

7. TAX STATUS

The Plan obtained its latest determination opinion letter on March 31, 2008, in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and 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.

TELOGIS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

7. TAX STATUS (continued)

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

SUPPLEMENTAL SCHEDULE

TELOGIS, INC. 401(k) PLAN**EIN: 33-0953006****Plan No. 001****SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)****December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		Money Market Fund:		
*	Fidelity Investments	Fidelity Retire Money Market	**	\$ 148,842
		Registered Investment Companies:		
*	Fidelity Investments	Fidelity Fund	**	15,537
*	Fidelity Investments	Fidelity Puritan Fund	**	54,135
*	Fidelity Investments	Fidelity Value Strategies Fund	**	25,803
*	Fidelity Investments	Fidelity Equity-Income Fund	**	8,801
*	Fidelity Investments	Fidelity Investment Grade Bond Fund	**	62,631
*	Fidelity Investments	Fidelity Intermediate Bond Fund	**	107,758
*	Fidelity Investments	Fidelity Value Fund	**	21,802
*	Fidelity Investments	Fidelity OTC Portfolio	**	105,650
*	Fidelity Investments	Fidelity Overseas Fund	**	61,315
		Fidelity Leveraged Company Stock		
*	Fidelity Investments	Fund	**	97,050
		Fidelity Real Estate Investment		
*	Fidelity Investments	Portfolio	**	129,264
*	Fidelity Investments	Fidelity International Discovery Fund	**	117,640
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	48,439
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	**	194,998
*	Fidelity Investments	Fidelity Equity Dividend Income Fund	**	5,352
*	Fidelity Investments	Fidelity Growth Strategies Fund	**	17,762
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	98,931
*	Fidelity Investments	Fidelity Export and Multinational Fund	**	108,293
*	Fidelity Investments	Fidelity International Capital		
		Appreciation Fund	**	67,822
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	72,217
*	Fidelity Investments	Fidelity Freedom Income Fund	**	26,021
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	12,782
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	6,082
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	10,462
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	155,558
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	75,047
*	Fidelity Investments	Spartan Total Market Index Fund	**	97,176
*	Fidelity Investments	Spartan Extended Market Index Fund	**	19,540
*	Fidelity Investments	Fidelity Short-Term Bond Fund	**	10,877
*	Fidelity Investments	Fidelity Fifty	**	4,939

(continued)

TELOGIS, INC. 401(k) PLAN**EIN: 33-0953006****Plan No. 001****SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)****December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Fidelity Investments	Fidelity Stock Selector Large Cap Fund	**	8,401
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	249,461
*	Fidelity Investments	Fidelity Mid Cap Growth	**	11,851
*	Fidelity Investments	Fidelity Total Bond Fund	**	87,315
*	Fidelity Investments	Fidelity Value Discovery Fund	**	19,130
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	44,806
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	254,081
*	Fidelity Investments	Fidelity Small Cap Value Fund	**	61,623
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	130,064
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	63,096
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	3,674
		Total investments		2,922,028
*	Participant Loans	Interest of 5.5% per annum	—	159,088
		Total		<u>\$ 3,081,116</u>

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and disclosure under ERISA when the account is participant directed.