Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

CCC GROUP, INC.

5797 DIETRICH ROAD
SAN ANTONIO, TX 78219

2b Employer Identification Number (EIN)
74-2391991

2c Sponsor's telephone number
210-661-4251

2d Business code (see instructions)
237990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2013	SHARON HALEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2013	SHARON HALEY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4050
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**	3962
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	62
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4029
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	4029
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	717
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	802
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CCC GROUP, INC.

D Employer Identification Number (EIN)
74-2391991

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

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

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

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

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

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

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

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

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

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

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

MORGAN STANLEY INS SERVICES INC

51-0116113

(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?
53	SHAREHOLDER SERVICE PROVI	0	Yes [X] No [ ]	Yes [ ] No [X]	58425	Yes [ ] No [X]

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 72	CONTRACT ADMINISTRATOR	19850	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WELLS FARGO GALLIARD

94-6751924

(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?
52	INVESTMENT PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
MORGAN STANLEY INS SERVICES INC	53	58425

(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.
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	COMMISSIONS AND FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS GROWTH ALLOCATION FUND 04-3158862	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER MONEY MARKET FD BABSON 04-3212059	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE FUND 04-3287965	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADVISOR SMALL CAP FUND 04-3429226	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL JENNISON NTRL RSRCS FD 13-3422833	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS GR OPPORTUNITIES FD 13-5108880	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN TRADEWINDS VALUE OPPORT FD 20-1732515	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TOTAL RETURN FUND PIMCO 33-0239892	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SMALL CAP INDEX FUND 39-1882210	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2015 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2020 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2025 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2030 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2035 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2040 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2045 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG 2050 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT LIVESTRONG INCM PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY GROWTH FUND 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING GLOBAL REAL ESTATE FUND 58-2449151	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO CHARTER FUND 75-6082574	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CAP VALUE FUND 84-1458637	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN SMALL CAP VALUE FUND 94-3237550	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO STBL RTN FD GALLIARD 94-6751924	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER FUNDS EUROPACIFIC GROWTH FUND 95-6810128	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WELLS FARGO GALLIARD	52	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO STBL RTN FD GALLIARD 94-6751924	BASIS POINTS * PLAN ASSETS

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CCC GROUP, INC.

D Employer Identification Number (EIN)
74-2391991

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MF-R1 WELLS FARGO STBL RTN FD

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0819611-001	C	2379026

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CCC GROUP, INC.

D Employer Identification Number (EIN)
74-2391991

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)	500000	500000
(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)		
(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)	883299	848134
(9) Value of interest in common/collective trusts	1c(9)	2637037	2379026
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18360352	21692731
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(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	22380688	25419891
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	93522	177951
k Total liabilities (add all amounts in lines 1g through1j)	1k	93522	177951
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	22287166	25241940

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	506137	
(B) Participants	2a(1)(B)	2565186	
(C) Others (including rollovers)	2a(1)(C)	375911	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3447234
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	34780	
(F) Other	2b(1)(F)	3	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		34783
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	499741	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		499741
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		34669
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		1711956
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		5728383

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2566486	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2566486
f Corrective distributions (see instructions)	2f		84429
g Certain deemed distributions of participant loans (see instructions)	2g		102844
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	19850	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		19850
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2773609

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		2954774
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) [X] 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 [X] No

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

(1) Name: RINALDO J. GONZALEZ, CPA, P.C. **(2)** EIN: 74-2433094

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CCC GROUP, INC.

D Employer Identification Number (EIN)
74-2391991

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-1590850

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

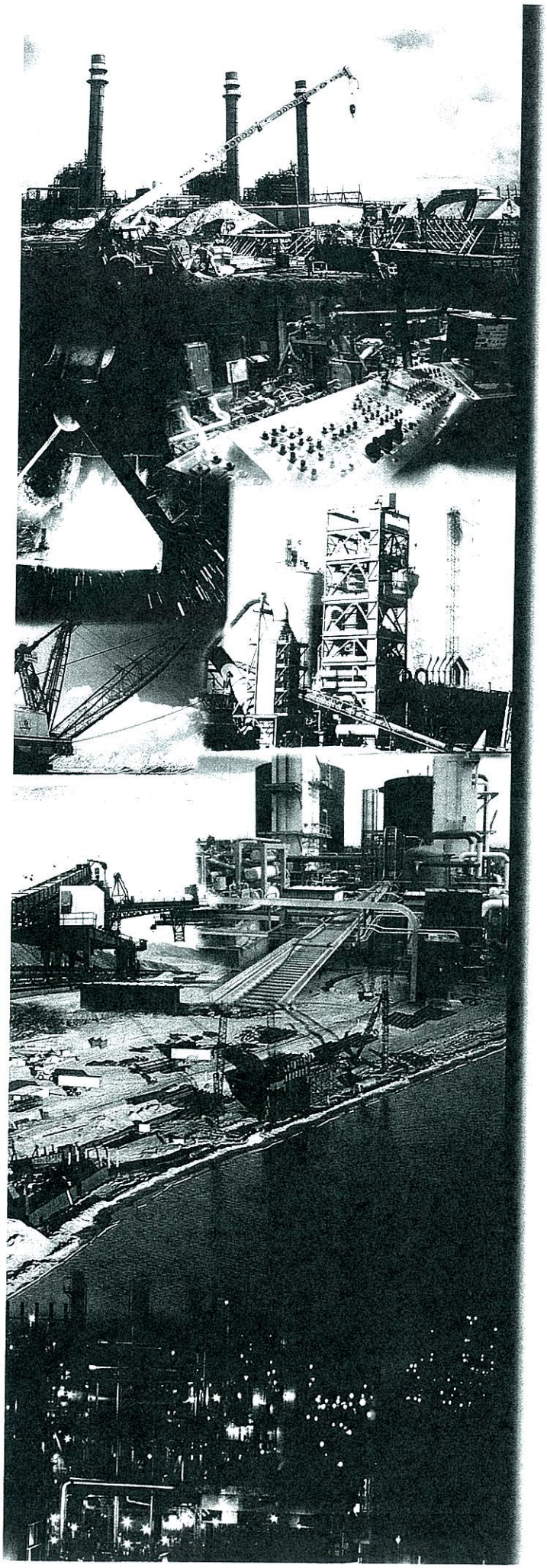
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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

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

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

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

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



CCC GROUP, INC.

401(k)

Retirement Savings Plan

Financial Statements
December 31, 2012 and 2011

(With Independent Auditor's Report thereon)

RINALDO J. GONZALEZ
A Professional Corporation
CERTIFIED PUBLIC ACCOUNTANT
7800 IH 10 West - Suite 505
San Antonio, Texas 78230
(210) 366-9430 FAX (210) 366-9451

INDEPENDENT AUDITORS' REPORT

To The Board of Directors of
CCC Group, Inc.
P.O. Box 200350
San Antonio, Texas 78220-0350

Report on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of CCC Group, Inc. 401(k) Retirement Savings Plan of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Plan's Management's Responsibility for the Financial Statements

Plan's 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by plan's management, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of CCC Group, Inc. 401(k) Retirement Savings Plan of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule referred to as "Schedule 1" is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is responsibility of the Plan's management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements a whole.



San Antonio, Texas
August 26, 2013

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments at fair value:		
Shares of participant directed investment portfolios:		
Wls Frgo Stbl Rtn Fd (Glliard)	2,379,025.68	2,637,036.77
Total Return Fund (PIMCO)	1,930,863.10	1,704,203.96
AmerCnt LIVESTRONG Incm Ptf Fd	1,420,522.88	1,321,884.53
AmerCnt LIVESTRONG 2015 Ptf Fd	186,461.30	118,170.18
AmerCnt LIVESTRONG 2020 Ptf Fd	5,115,084.98	4,519,165.81
AmerCnt LIVESTRONG 2025 Ptf Fd	190,663.34	221,949.22
AmerCnt LIVESTRONG 2030 Ptf Fd	3,602,335.76	3,034,383.21
AmerCnt LIVESTRONG 2035 Ptf Fd	103,338.73	67,013.76
AmerCnt LIVESTRONG 2040 Ptf Fd	1,680,011.11	1,375,129.51
AmerCnt LIVESTRONG 2045 Ptf Fd	141,249.16	78,493.09
AmerCnt LIVESTRONG 2050 Ptf Fd	657,587.73	509,115.67
MFS Value Fund	635,048.00	435,543.88
Invesco Charter Fund	830,402.27	564,930.90
Perkins Mid Cap Value Fund	495,698.04	495,525.37
Nuveen Tradewinds Value Opp Fund	401,267.16	491,580.11
Goldman Sachs Gr Opportunities	480,450.08	355,259.40
Franklin Small Cap Value Fund	379,697.31	324,992.47
Northern Small Cap Index Fund	366,024.17	372,416.89
Fidelity Advisor Small Cap Fund	237,542.60	221,410.27
AmerFunds EuroPacific Gr Fund	1,021,248.56	961,608.53
Prudntl Jennsn Ntrl Rsrcs Fund	106,290.16	82,150.01
ING Global Real Estate Fund	625,639.59	303,045.66
American Century Growth Fund	1,067,652.28	802,379.09
MFS Growth Allocation Fund	14,916.05	-
Holding Account	2,736.97	-
Participant Notes Receivable	848,133.94	883,298.93
Total shares of investment portfolios	24,919,890.95	21,880,687.22
Receivables:		
Employer's contribution	500,000.00	500,000.00
Total receivables	500,000.00	500,000.00
Total assets	25,419,890.95	22,380,687.22
LIABILITIES		
Participants' refunds	177,951.46	93,522.17
Total liabilities	177,951.46	93,522.17
NET ASSETS AVAILABLE FOR BENEFITS	**$ 25,241,939.49**	**$ 22,287,165.05**

See accompanying notes to financial statements.

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2012 ~ Participant Directed

	WLS FRGO STBL RTN FD (GALLIARD)	TOTAL RETURN FUND (PIMCO)	AMERCNT LIVESTRONG INCM PTF FD	AMERCNT LIVESTRONG 2015 PTF FUND	AMERCNT LIVESTRONG 2020 PTF FUND	AMERCNT LIVESTRONG 2025 PTF FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ 34,669.23	$ 51,460.49	$ 88,807.61	$ 9,526.45	$ 398,498.87	$ 22,374.13
Earnings:						
Loan interest	2,545.83	2,586.99	544.23	1,090.34	8,723.26	453.66
Dividend income		114,298.85	23,467.19	2,166.27	94,582.49	3,770.31
Other interest						
Total earnings	2,545.83	116,885.84	24,011.42	3,256.61	103,305.75	4,223.97
Total investment income (loss)	37,215.06	168,346.33	112,819.03	12,783.06	501,804.62	26,598.10
Loan repayments:						
Participant loan payments	12,057.34	13,009.54	12,607.30	12,327.10	50,197.38	2,586.43
Total repayments	12,057.34	13,009.54	12,607.30	12,327.10	50,197.38	2,586.43
Contributions:						
Participants' (Employee Deferred Salary)	185,842.12	233,592.62	82,697.13	48,524.75	428,236.33	28,463.02
Employer's	19,037.74	47,249.92	21,414.53	3,653.70	94,682.42	6,568.02
Rollovers	2,838.93	16,205.09			265,788.65	
Other						
Total contributions	207,718.79	297,047.63	104,111.66	52,178.45	788,707.40	35,031.04
TOTAL ADDITIONS:	256,991.19	478,403.50	229,537.99	77,288.61	1,340,709.40	64,215.57
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	466,614.81	411,817.89	103,645.46	21,533.00	565,596.12	100,729.59
Loans to participants	5,295.30	6,287.47	10,800.00	1,500.00	115,056.38	2,300.00
Administrative expenses	5,167.93	990.26	420.78	221.10	3,048.16	187.61
TOTAL DEDUCTIONS:	477,078.04	419,095.62	114,866.24	23,254.10	683,700.66	103,217.20
Net increase (decrease) prior to transfers	(220,086.85)	59,307.88	114,671.75	54,034.51	657,008.74	(39,001.63)
Transfers	(37,924.17)	167,348.71	(16,033.40)	14,256.61	(61,089.95)	7,715.75
Other activities	(0.07)	2.55			0.38	
NET INCREASE (DECREASE):	(258,011.09)	226,659.14	98,638.35	68,291.12	595,919.17	(31,285.88)
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	2,637,036.77	1,704,203.96	1,321,884.53	118,170.18	4,519,165.81	221,949.22
End of year	**$ 2,379,025.68**	$ 1,930,863.10	$ 1,420,522.88	$ 186,461.30	$ 5,115,084.98	$ 190,663.34

See accompanying notes to financial statements

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2012 ~ Participant Directed

	AMERCNT LIVESTRONG 2030 PTF FUND	AMERCNT LIVESTRONG 2035 PTF FUND	AMERCNT LIVESTRONG 2040 PTF FUND	AMERCNT LIVESTRONG 2045 PTF FUND	AMERCNT LIVESTRONG 2050 PTF FUND	MFS VALUE FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ 311,921.00	$ 6,940.12	$ 168,968.55	$ 10,284.55	$ 66,159.57	$ 63,663.74
Earnings:						
Loan interest	9,434.34	360.12	3,060.73	40.33	1,329.89	679.36
Dividend income	51,072.37	927.84	21,045.70	963.53	6,152.94	14,942.37
Other interest						
Total earnings	60,506.71	1,287.96	24,106.43	1,003.86	7,482.83	15,621.73
Total investment income (loss)	372,427.71	8,228.08	193,074.98	11,288.41	73,642.40	79,285.47
Loan repayments:						
Participant loan payments	84,130.98	(4,053.98)	20,968.81	4,859.20	7,223.11	6,044.52
Total repayments	84,130.98	(4,053.98)	20,968.81	4,859.20	7,223.11	6,044.52
Contributions:						
Participants' (Employee Deferred Salary)	369,722.54	50,620.76	214,512.26	67,246.84	122,852.38	70,809.61
Employer's	83,929.91	5,514.31	55,908.13	10,235.98	24,376.21	12,930.27
Rollovers		7,462.59				13,036.51
Other						
Total contributions	453,652.45	63,597.66	270,420.39	77,482.82	147,228.59	96,776.39
TOTAL ADDITIONS:	910,211.14	67,771.76	484,464.18	93,630.43	228,094.10	182,106.38
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	241,752.49	29,908.73	131,827.12	54,925.45	38,052.78	24,088.62
Loans to participants	82,495.80		20,764.52	4,900.00	29,084.00	7,136.70
Administrative expenses	2,380.73	661.30	2,115.20	466.04	1,371.80	239.95
TOTAL DEDUCTIONS:	326,629.02	30,570.03	154,706.84	60,291.49	68,508.58	31,465.27
Net increase (decrease) prior to transfers	583,582.12	37,201.73	329,757.34	33,338.94	159,585.52	150,641.11
Transfers	(15,629.57)	(876.76)	(24,875.74)	29,417.13	(11,113.46)	48,863.01
Other activities						
NET INCREASE (DECREASE):	567,952.55	36,324.97	304,881.60	62,756.07	148,472.06	199,504.12
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	3,034,383.21	67,013.76	1,375,129.51	78,493.09	509,115.67	435,543.88
End of year	$ 3,602,335.76	$ 103,338.73	$ 1,680,011.11	$ 141,249.16	$ 657,587.73	$ 635,048.00

See accompanying notes to financial statements

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2012 ~ Participant Directed

	INVESCO CHARTER FUND	PERKINS MID CAP VALUE FUND	NUVEEN TRADEWINDS VALUE OPP FD	GOLDMAN SACHS GR OPPORTUNITIES	FRANKLIN SMALL CAP VALUE FUND	NORTHERN SMALL CAP INDEX FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ 63,957.98	$ 28,321.16	$ (13,284.32)	$ 24,621.87	$ 44,172.53	$ 45,436.42
Earnings:						
Loan interest	845.31	481.44	370.28	228.35	641.56	414.03
Dividend income	8,389.17	20,934.80	12,184.74	34,019.99	15,394.66	8,102.91
Other interest						
Total earnings	9,234.48	21,416.24	12,555.02	34,248.34	16,036.22	8,516.94
Total investment income (loss)	73,192.46	49,737.40	(729.30)	58,870.21	60,208.75	53,953.36
Loan repayments:						
Participant loan payments	5,759.36	(1,589.84)	4,192.32	1,234.49	(2,038.35)	1,815.86
Total repayments	5,759.36	(1,589.84)	4,192.32	1,234.49	(2,038.35)	1,815.86
Contributions:						
Participants' (Employee Deferred Salary)	114,804.19	46,855.84	58,800.63	45,329.70	35,753.32	51,193.54
Employer's	16,753.22	10,650.45	11,762.70	8,240.10	8,561.87	9,122.14
Rollovers	9,400.48	1,922.07	7,714.47	1,922.07	7,996.16	3,059.84
Other						
Total contributions	140,957.89	59,428.36	78,277.80	55,491.87	52,311.35	63,375.52
TOTAL ADDITIONS:	219,909.71	107,575.92	81,740.82	115,596.57	110,481.75	119,144.74
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	29,567.27	43,546.01	20,955.13	40,541.76	20,947.78	12,158.39
Loans to participants	9,674.85	3,604.29	1,696.93	561.90	2,380.59	2,330.94
Administrative expenses	538.94	198.41	198.86	91.73	172.37	212.20
TOTAL DEDUCTIONS:	39,781.06	47,348.71	22,850.92	41,195.39	23,500.74	14,701.53
Net increase (decrease) prior to transfers	180,128.65	60,227.21	58,889.90	74,401.18	86,981.01	104,443.21
Transfers	85,342.72	(60,054.54)	(149,202.85)	50,789.50	(32,276.17)	(110,835.93)
Other activities						
NET INCREASE (DECREASE):	265,471.37	172.67	(90,312.95)	125,190.68	54,704.84	(6,392.72)
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	564,930.90	495,525.37	491,580.11	355,259.40	324,992.47	372,416.89
End of year	$ 830,402.27	$ 495,698.04	$ 401,267.16	$ 480,450.08	$ 379,697.31	$ 366,024.17

See accompanying notes to financial statements

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2012 ~ Participant Directed

	FIDELITY ADVISOR SMALL CAP FUND	AMERFUNDS EUROPACIFIC GR FUND	PRUDNTL JENNSN NTRL RSRCS FUND	ING GLOBAL REAL ESTATE FUND	AMERICAN CENTURY GROWTH FUND	MFS GROWTH ALLOCATION FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ 12,525.22	$ 160,287.88	$ (5,225.08)	$ 78,062.51	$ 74,581.72	$ (107.36)
Earnings:						
Loan interest	190.90	989.30		515.78	887.91	
Dividend income	1,237.15	14,541.16		8,209.37	43,087.91	249.22
Other interest						
Total earnings	1,428.05	15,530.46	-	8,725.15	43,975.82	249.22
Total investment income (loss)	13,953.27	175,818.34	(5,225.08)	86,787.66	118,557.54	141.86
Loan repayments:						
Participant loan payments	1,480.11	6,619.36		1,986.18	11,089.64	
Total repayments	1,480.11	6,619.36	-	1,986.18	11,089.64	-
Contributions:						
Participants' (Employee Deferred Salary)	23,787.94	146,439.48	13,389.05	35,230.29	90,481.43	
Employer's	5,154.22	24,330.37	2,619.60	7,468.78	15,972.52	-
Rollovers	546.80	8,276.96	2,483.12	6,518.26	18,002.76	
Other						
Total contributions	29,488.96	179,046.81	18,491.77	49,217.33	124,456.71	-
TOTAL ADDITIONS:	44,922.34	361,484.51	13,266.69	137,991.17	254,103.89	141.86
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	37,302.52	59,973.97	5,919.69	65,072.60	40,009.00	-
Loans to participants	1,288.80	5,997.90		2,546.53	6,116.64	
Administrative expenses	110.17	313.25	13.13	275.75	453.94	-
TOTAL DEDUCTIONS:	38,701.49	66,285.12	5,932.82	67,894.88	46,579.58	-
Net increase (decrease) prior to transfers	6,220.85	295,199.39	7,333.87	70,096.29	207,524.31	141.86
Transfers	9,911.48	(235,559.36)	16,806.28	252,497.64	57,748.88	14,774.19
Other activities						
NET INCREASE (DECREASE):	16,132.33	59,640.03	24,140.15	322,593.93	265,273.19	14,916.05
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	221,410.27	961,608.53	82,150.01	303,045.66	802,379.09	-
End of year	$ 237,542.60	$ 1,021,248.56	$ 106,290.16	$ 625,639.59	$ 1,067,652.28	$ 14,916.05

See accompanying notes to financial statements

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2012 ~ Participant Directed

	PARTICIPANT NOTES	OTHER	TOTAL
ADDITIONS (additions to net assets attributed to):			
Investment income:			
Net realized gain (loss) on sale of assets	$ -	$ -	$ 1,746,624.84
Earnings:			
Loan interest	(1,633.29)	-	34,780.65
Dividend income	-	-	499,740.94
Other interest	-	-	-
Total earnings	(1,633.29)	-	534,521.59
Total investment income (loss)	(1,633.29)	-	2,281,146.43
Loan repayments:			
Participant loan payments	(252,506.86)	-	(0.00)
Total repayments	(252,506.86)	-	(0.00)
Contributions:			
Participants' (Employee Deferred Salary)			2,565,185.77
Employer's	-		506,137.11
Rollovers		2,736.61	375,911.37
Other			-
Total contributions	-	2,736.61	3,447,234.25
TOTAL ADDITIONS:	(254,140.15)	2,736.61	5,728,380.68
DEDUCTIONS (deductions to net assets attributed to):			
Benefits paid to participants	102,844.38	84,429.32	2,753,759.88
Loans to participants	(321,819.54)		-
Administrative expenses	-	-	19,849.61
TOTAL DEDUCTIONS:	(218,975.16)	84,429.32	2,773,609.49
Net increase (decrease) prior to transfers	(35,164.99)	(81,692.71)	2,954,771.19
Transfers		-	0.00
Other activities		0.39	3.25
NET INCREASE (DECREASE):	(35,164.99)	(81,692.32)	2,954,774.44
NET ASSETS AVAILABLE FOR BENEFITS:			
Beginning of year	883,298.93	406,477.83	22,287,165.05
End of year	$ 848,133.94	$ 324,785.51	$ 25,241,939.49

See accompanying notes to financial statements

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2011 ~ Participant Directed

	WLS FRGO STBL RTN FD (GALLIARD)	TOTAL RETURN FUND (PIMCO)	AMERCNT LIVESTRONG INCM PTF FD	AMERCNT LIVESTRONG 2015 PTF FUND	AMERCNT LIVESTRONG 2020 PTF FUND	AMERCNT LIVESTRONG 2025 PTF FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ 41,927.97	$ 1,886.16	$ 15,872.06	$ (1,621.71)	$ (2,615.67)	$ (2,252.74)
Earnings:						
Loan interest	1,484.83	2,233.70	885.52	862.11	10,153.64	974.87
Dividend income		53,527.33	23,679.70	294.49	62,875.65	1,668.65
Other interest						
Total earnings	1,484.83	55,761.03	24,565.22	1,156.60	73,029.29	2,643.52
Total investment income (loss)	43,412.80	57,647.19	40,437.28	(465.11)	70,413.62	390.78
Loan repayments:						
Participant loan payments	13,315.09	11,949.31	11,982.75	11,573.44	82,199.95	(21,308.44)
Total repayments	13,315.09	11,949.31	11,982.75	11,573.44	82,199.95	(21,308.44)
Contributions:						
Participants' (Employee Deferred Salary)	221,030.43	195,905.43	119,672.55	22,163.71	408,380.90	25,888.34
Employer's	42,451.09	32,354.10	35,322.50	4,120.10	93,122.89	6,000.14
Rollovers	4,252.79	12,851.87		-	-	-
Other						
Total contributions	267,734.31	241,111.40	154,995.05	26,283.81	501,503.79	31,888.48
TOTAL ADDITIONS:	324,462.20	310,707.90	207,415.08	37,392.14	654,117.36	10,970.82
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	205,438.29	156,288.62	185,237.32	8,458.03	267,161.31	20,346.19
Loans to participants	50,024.19	10,755.26	-	2,534.42	93,262.37	4,076.09
Administrative expenses	5,511.02	1,159.62	346.77	157.86	2,681.66	291.37
TOTAL DEDUCTIONS:	260,973.50	168,203.50	185,584.09	11,150.31	363,105.34	24,713.65
Net increase (decrease) prior to transfers	63,488.70	142,504.40	21,830.99	26,241.83	291,012.02	(13,742.83)
Transfers	439,755.28	88,082.83	(41,422.97)	72,782.31	(200,852.94)	110,413.33
Other activities						
NET INCREASE (DECREASE):	503,243.98	230,587.23	(19,591.98)	99,024.14	90,159.08	96,670.50
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	2,133,792.79	1,473,616.73	1,341,476.51	19,146.04	4,429,006.73	125,278.72
End of year	$ 2,637,036.77	$ 1,704,203.96	$ 1,321,884.53	$ 118,170.18	$ 4,519,165.81	$ 221,949.22

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2011 ~ Participant Directed

	AMERCNT LIVESTRONG 2030 PTF FUND	AMERCNT LIVESTRONG 2035 PTF FUND	AMERCNT LIVESTRONG 2040 PTF FUND	AMERCNT LIVESTRONG 2045 PTF FUND	AMERCNT LIVESTRONG 2050 PTF FUND	MFS VALUE FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ (36,781.23)	$ (1,573.86)	$ (28,585.01)	$ (3,520.66)	$ (17,394.92)	$ (10,973.06)
Earnings:						
Loan interest	10,926.18	137.62	2,759.38	19.32	883.21	419.28
Dividend income	31,513.19	189.18	12,377.53	402.21	4,102.20	7,661.18
Other interest						
Total earnings	42,439.37	326.80	15,136.91	421.53	4,985.41	8,080.46
Total investment income (loss)	5,658.14	(1,247.06)	(13,448.10)	(3,099.13)	(12,409.51)	(2,892.60)
Loan repayments:						
Participant loan payments	135,445.18	2,129.96	36,065.77	540.80	6,071.58	2,112.29
Total repayments	135,445.18	2,129.96	36,065.77	540.80	6,071.58	2,112.29
Contributions:						
Participants' (Employee Deferred Salary)	373,545.39	32,906.44	206,718.57	54,533.03	112,053.68	64,384.58
Employer's	93,491.54	3,621.06	58,511.70	7,260.34	28,676.65	10,460.85
Rollovers	-	21,518.13				3,289.00
Other						
Total contributions	467,036.93	58,045.63	265,230.27	61,793.37	140,730.33	78,134.43
TOTAL ADDITIONS:	608,140.25	58,928.53	287,847.94	59,235.04	134,392.40	77,354.12
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	342,518.93	1,079.60	271,712.07	15,228.92	73,874.88	46,895.15
Loans to participants	117,227.51	8,546.69	34,897.43	1,500.00	25,260.81	2,108.85
Administrative expenses	3,263.91	517.03	3,330.70	359.85	1,446.68	186.98
TOTAL DEDUCTIONS:	463,010.35	10,143.32	309,940.20	17,088.77	100,582.37	49,190.98
Net increase (decrease) prior to transfers	145,129.90	48,785.21	(22,092.26)	42,146.27	33,810.03	28,163.14
Transfers	(108,453.73)	-	8,445.16	(10,722.44)	(96,758.51)	6,761.89
Other activities						
NET INCREASE (DECREASE):	36,676.17	48,785.21	(13,647.10)	31,423.83	(62,948.48)	34,925.03
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	2,997,707.04	18,228.55	1,388,776.61	47,069.26	572,064.15	400,618.85
End of year	$ 3,034,383.21	$ 67,013.76	$ 1,375,129.51	$ 78,493.09	$ 509,115.67	$ 435,543.88

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2011 ~ Participant Directed

	INVESCO CHARTER FUND	PERKINS MID CAP VALUE FUND	NUVEEN TRADEWINDS VALUE OPP FD	GOLDMAN SACHS GR OPPORTUNITIES	FRANKLIN SMALL CAP VALUE FUND	NORTHERN SMALL CAP INDEX FUND
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ (19,256.36)	$ (52,126.37)	$ (68,738.79)	$ (48,865.34)	$ (31,600.71)	$ (26,600.88)
Earnings:						
Loan interest	605.30	538.72	451.88	808.83	646.46	512.49
Dividend income	3,789.69	39,548.02	39,521.64	23,896.36	15,319.60	2,728.39
Other interest						
Total earnings	4,394.99	40,086.74	39,973.52	24,705.19	15,966.06	3,240.88
Total investment income (loss)	(14,861.37)	(12,039.63)	(28,765.27)	(24,160.15)	(15,634.65)	(23,360.00)
Loan repayments:						
Participant loan payments	6,642.63	3,868.26	7,321.85	3,741.85	1,739.17	5,907.25
Total repayments	6,642.63	3,868.26	7,321.85	3,741.85	1,739.17	5,907.25
Contributions:						
Participants' (Employee Deferred Salary)	78,173.77	42,740.54	70,982.15	43,967.05	38,979.90	44,439.45
Employer's	12,237.34	10,933.91	18,523.59	7,772.85	7,035.04	8,042.20
Rollovers	13,625.74	798.73	3,523.88		164.48	4,087.72
Other						
Total contributions	104,036.85	54,473.18	93,029.62	51,739.90	46,179.42	56,569.37
TOTAL ADDITIONS:	95,818.11	46,301.81	71,586.20	31,321.60	32,283.94	39,116.62
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	77,109.95	93,838.34	40,764.20	62,481.84	48,504.02	42,458.77
Loans to participants	5,401.94	301.98	13,279.42	5,137.76	15,752.97	3,558.24
Administrative expenses	439.45	138.06	229.39	178.50	300.35	271.08
TOTAL DEDUCTIONS:	82,951.34	94,278.38	54,273.01	67,798.10	64,557.34	46,288.09
Net increase (decrease) prior to transfers	12,866.77	(47,976.57)	17,313.19	(36,476.50)	(32,273.40)	(7,171.47)
Transfers	216,536.42	(18,166.61)	(155,895.10)	58,691.59	(35,953.48)	(164,153.91)
Other activities						
NET INCREASE (DECREASE):	229,403.19	(66,143.18)	(138,581.91)	22,215.09	(68,226.88)	(171,325.38)
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	335,527.71	561,668.55	630,162.02	333,044.31	393,219.35	543,742.27
End of year	$ 564,930.90	$ 495,525.37	$ 491,580.11	$ 355,259.40	$ 324,992.47	$ 372,416.89

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2011 ~ Participant Directed

	FIDELITY ADVISOR SMALL CAP FUND	AMERFUNDS EUROPACIFIC GR FUND	PRUDNTL JENNSN NTRL RSRCS FUND	ING GLOBAL REAL ESTATE FUND	AMERICAN CENTURY GROWTH FUND	PARTICIPANT NOTES
ADDITIONS (additions to net assets attributed to):						
Investment income:						
Net realized gain (loss) on sale of assets	$ (48,563.57)	$ (169,212.79)	$ (26,494.35)	$ (26,689.44)	$ (48,764.84)	$ -
Earnings:						
Loan interest	151.71	1,024.23	29.14	642.46	1,443.37	1,912.54
Dividend income	22,601.98	13,138.71		11,573.74	30,939.19	-
Other interest						-
Total earnings	22,753.69	14,162.94	29.14	12,216.20	32,382.56	1,912.54
Total investment income (loss)	(25,809.88)	(155,049.85)	(26,465.21)	(14,473.24)	(16,382.28)	1,912.54
Loan repayments:						
Participant loan payments	303.89	9,460.57	387.12	853.92	11,035.24	(343,339.43)
Total repayments	303.89	9,460.57	387.12	853.92	11,035.24	(343,339.43)
Contributions:						
Participants' (Employee Deferred Salary)	25,637.87	131,501.72	21,262.07	38,312.50	75,646.81	
Employer's	5,095.73	21,821.75	4,307.15	6,790.24	14,858.59	-
Rollovers	164.48	8,410.33	1,597.46	328.96	5,915.50	
Other						
Total contributions	30,898.08	161,733.80	27,166.68	45,431.70	96,420.90	-
TOTAL ADDITIONS:	5,392.09	16,144.52	1,088.59	31,812.38	91,073.86	(341,426.89)
DEDUCTIONS (deductions to net assets attributed to):						
Benefits paid to participants	23,927.52	89,099.33	44,835.95	27,758.82	45,677.63	19,514.38
Loans to participants	4,337.50	8,070.75	1,097.65	9,696.11	7,146.59	(423,974.53)
Administrative expenses	175.63	355.17	126.65	293.29	384.48	-
TOTAL DEDUCTIONS:	28,440.65	97,525.25	46,060.25	37,748.22	53,208.70	(404,460.15)
Net increase (decrease) prior to transfers	(23,048.56)	(81,380.73)	(44,971.66)	(5,935.84)	37,865.16	63,033.26
Transfers	3,841.18	(44,936.86)	(132,966.35)	7,549.90	(2,576.99)	
Other activities						
NET INCREASE (DECREASE):	(19,207.38)	(126,317.59)	(177,938.01)	1,614.06	35,288.17	63,033.26
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	240,617.65	1,087,926.12	260,088.02	301,431.60	767,090.92	820,265.67
End of year	$ 221,410.27	$ 961,608.53	$ 82,150.01	$ 303,045.66	$ 802,379.09	$ 883,298.93

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
Year Ended December 31, 2011 ~ Participant Directed

	OTHER	TOTAL
ADDITIONS (additions to net assets attributed to):		
Investment income:		
Net realized gain (loss) on sale of assets	$ -	$ (612,546.11)
Earnings:		
Loan interest	-	40,506.79
Dividend income	-	401,348.63
Other interest	-	-
Total earnings	-	441,855.42
Total investment income (loss)	-	(170,690.69)
Loan repayments:		
Participant loan payments	-	(0.00)
Total repayments	-	(0.00)
Contributions:		
Participants' (Employee Deferred Salary)		2,448,826.88
Employer's	(31,119.10)	501,692.25
Rollovers		80,529.07
Other		-
Total contributions	(31,119.10)	3,031,048.20
TOTAL ADDITIONS:	(31,119.10)	2,860,357.51
DEDUCTIONS (deductions to net assets attributed to):		
Benefits paid to participants	(276,862.96)	1,933,347.10
Loans to participants		-
Administrative expenses	-	22,145.50
TOTAL DEDUCTIONS:	(276,862.96)	1,955,492.60
Net increase (decrease) prior to transfers	245,743.86	904,864.91
Transfers	-	0.00
Other activities		-
NET INCREASE (DECREASE):	245,743.86	904,864.91
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	160,733.97	21,382,300.14
End of year	$ 406,477.83	$ 22,287,165.05

CCC GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the CCC Group, Inc. ("Company") 401(K) Retirement Savings Plan ("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 eligible full-time employees of the Company immediately upon employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The plan was established in 1996.

Contributions. Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. The Company may make contributions, at its own discretion, and at the option of the Company's board of directors. Contributions are subject to certain limitations.

Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of the Company's contribution. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service.

Investment Options. Upon enrollment in the Plan, a participant may direct employee contributions in the following investment options:

Wls Frgo Stbl Rtn Fd (Galliard) – Seeks safety of principal and consistency of returns with minimal volatility. The underlying investment is the Wells Fargo Stable Return Fund, a collective investment trust ("the Trust"), and advised by Galliard. This investment option is designed for conservative investors seeking more income than money market funds without the price fluctuation of stock or bond investments. It invests in investment contracts issued by highly rated companies. These include guaranteed investment contracts (GICs), security backed investment contracts, separate account GICs and cash equivalents.

PIMCO Total Return Fund – The investment seeks maximum total return, consistent with preservation of capital and prudent investment management. The fund normally invests at least 65% of its total assets in a diversified portfolio of Fixed Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It invests primarily in investment-grade debt securities, but may invest up to 10% of its total assets in high yield securities ("junk bonds") rated B or higher by Moody's, or equivalently rated by S&P or Fitch, or, if unrated, determined by PIMCO to be of comparable quality.

AmerCnt LIVESTRONG Incm Ptf Fd – The investment seeks current income; capital appreciation is a secondary objective. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target asset mix for LIVESTRONG Income Portfolio is expected to remain fixed over time with a 45% allocation to equities, 45% allocation to fixed income securities and 10% allocation to cash.

AmerCnt LIVESTRONG 2015 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 47.9% of assets in underlying funds that invest in stocks, 43.6% of assets in underlying funds that invest in bonds, and 8.5% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2020 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 52.9% of assets in underlying funds that invest in stocks, 41.1% of assets in underlying funds that invest in bonds, and 6.0% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2025 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 58.6% of assets in underlying funds that invest in stocks, 36.4% of assets in underlying funds that invest in bonds, and 5% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2030 Ptf Fd – The investment seeks the highest total return consistent with its asset mix.The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 64.5% of assets in underlying funds that invest in stocks, 30.5% of assets in underlying funds that invest in bonds, and 5% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2035 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 70.8% of assets in underlying funds that invest in stocks, 25.7% of assets in underlying funds that invest in bonds, and 3.5% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2040 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 77.15% of assets in underlying funds that invest in stocks, 21.85% of assets in underlying funds that invest in bonds, and 1% of assets in underlying funds that invest in cash equivalents.

AmerCnt LIVESTRONG 2045 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 81.4% of assets in underlying funds that invest in stocks, and 18.6% of assets in underlying funds that invest in bonds.

AmerCnt LIVESTRONG 2050 Ptf Fd – The investment seeks the highest total return consistent with its asset mix. The fund invests in other American Century mutual funds that represent a variety of asset classes and investment styles. The target date in the fund name refers to the approximate year an investor plans to retire and stop making new investments in the fund. The current target allocation of the fund is to invest 83.9% of assets in underlying funds that invest in stocks, 16.1% of assets in underlying funds that invest in bonds.

MFS Value Fund – The investment seeks capital appreciation. The fund normally invests its assets in equity securities. Equity securities include common stocks, preferred stocks, securities convertible into stocks, and depositary receipts for those securities. It focuses on the stocks of companies it believes are undervalued compared

to their perceived worth (value companies). The fund may invest in companies of any size, while it focuses on companies with large capitalizations. The fund may invest in foreign securities.

Invesco Charter Fund – The investment seeks long-term growth of capital. The fund invests primarily in equity securities. The advisor seeks to construct a portfolio of issuers that have high or improving return on invested capital (ROIC), quality management, a strong competitive position and which are trading at compelling valuations. The fund may invest up to 25% of total assets in foreign securities, which includes debt and equity securities.

Perkins Mid Cap Value Fund – The investment seeks capital appreciation. The fund primarily invests in the common stocks of midsized companies whose stock prices the portfolio managers believe to be undervalued. It invests, under normal circumstances, at least 80% of its net assets in equity securities of companies whose market capitalization falls, at the time of purchase, within the 12-month average of the capitalization range of the Russell Midcap® Value Index. The fund may also invest in foreign equity and debt securities, which may include investments in emerging markets.

Nuveen Tradewinds Value Opp Fd – The investment seeks long-term capital appreciation. The fund invests primarily in equity securities of companies with varying market capitalizations, which may include small-, mid-, and large-capitalization companies. It invests primarily in U.S. equity securities, but may invest up to 35% of net assets in non-U.S. equity securities, including up to 15% of net assets in equity securities of companies located in emerging market countries.

Goldman Sachs Gr Opportunities – The investment seeks long-term growth of capital. The fund invests, under normal circumstances, at least 90% of its total assets measured at the time of purchase ("total assets") in equity investments with a primary focus on mid-cap companies. Although it invests primarily in publicly traded U.S. securities, the fund may invest up to 25% of its total assets in foreign securities, including securities of issuers in countries with emerging markets or economies ("emerging countries") and securities quoted in foreign currencies.

Franklin Small Cap Value Fund – The investment seeks long-term total return. The fund normally invests at least 80% of its net assets in investments of small-capitalization (small-cap) companies. Small-cap companies are companies with market capitalizations (the total market value of a company's outstanding stock) under $3.5 billion at the time of purchase. It generally invests in equity securities that the fund's investment manager believes are undervalued and have the potential for capital appreciation. The fund invests primarily in common stocks. It may invest up to 25% of its total assets in foreign securities.

Northern Small Cap Index Fund – The investment seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the Russell 2000® Index. The fund invests substantially all (and at least 80%) of its net assets in the equity securities included in the Russell 2000 Index, in weightings that approximate the relative composition of securities contained in the Russell 2000 Index, and in Russell 2000 Index futures approved by the Commodity Futures Trading Commission. It is passively managed, which means it tries to duplicate the investment composition and performance of the index by using computer programs and statistical procedures.

Fidelity Advisor Small Cap Fund – The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in securities of companies with small market capitalizations (which, for purposes of this fund, are those companies with market capitalizations similar to companies in the Russell 2000® Index or the S&P SmallCap 600® Index). It invests primarily in common stocks. The fund invests in domestic and foreign issuers. It invests in either "growth" stocks or "value" stocks or both.

AmerFunds EuroPacific Gr Fund – The investment seeks long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for

growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets.

Prudntl Jennsn Ntrl Rsrcs Fund – The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in equity securities of natural resource companies and in asset-based securities. Natural resource companies are U.S. and foreign (non-U.S. based) companies that own, explore, mine, process or otherwise develop, or provide goods and services with respect to, natural resources. Asset-based securities are securities, the values of which are related to the market value of a natural resource. The principal type of equity and equity related security in which the fund invests is common stock. It is non-diversified.

ING Global Real Estate Fund – The investment seeks high total return, consisting of capital appreciation and current income. The fund normally invests at least 80% of net assets in a portfolio of equity securities of companies that are principally engaged in the real estate industry. It may invest in companies located in countries with emerging securities markets. The fund may invest in other investment companies, including exchange traded funds. It is non-diversified.

American Century Growth Fund – The investment seeks long-term capital growth. The fund invests in stocks of companies that the adviser believes will increase in value over time. The portfolio managers use a variety of analytical research tools and techniques to identify the stocks of larger-sized companies that meet their investment criteria. Under normal market conditions, the fund's portfolio will primarily consist of securities of companies demonstrating business improvement.

MFS Growth Allocation Fund - The investment seeks a high level of total return consistent with a greater than moderate level of risk. The fund is designed to provide diversification among different asset classes by investing its assets in other mutual funds advised by the adviser referred to as underlying funds. Within the stock fund allocations, the adviser seeks to diversify globally (by including domestic and international underlying funds), in terms of market capitalization (by including large, mid, and small capitalization underlying funds), and by style (by including both growth and value underlying funds). Participants may change their investment options for future contributions at any time. They may change investment options of existing balances at any time. However, when transferring existing balances from one investment to another, restrictions on transfer frequency may apply.

Participant Notes Receivable. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. The rate of interest will be one percent (1%) above the prime commercial lending rate as quoted in The Wall Street Journal on the day in which the loan is actually made. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits. On termination of service due to death, disability, or normal or early retirement, a participant may elect to receive a lump-sum amount 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. Also, participants age 59 ½ and still working may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts. During 2012 and 2011, forfeited non-vested accounts totaled $30,952.81 and $31,119.10, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared using the accrual method of accounting.

Valuation of Investments

The financial statements reflect the requirements of Fair Value Measurements and Disclosures of the Accounting Standards Codification (ASC). ASC applies to all financial instruments and all nonfinancial assets and nonfinancial liabilities that are being measured and reported on a fair value basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ACS also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels.

Level 1 inputs-Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 inputs-Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs-Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

As required by ACS, at December 31, 2012 and 2011, the Plan's portfolio investments were classified as follows, based on fair values:

	Total Fair Value Measurement at December 31, 2012	Level 1	Level 2
Wls Frgo Stbl Rtn Fd (Galliard)	$ 2,379,025.68	$ 0.00	2,379,025.68
All other investment portfolio	21,692,731.33	21,692,731.33	0.00
Total portfolio investments	$ 24,071,757.01	$ 21,692,731.33	$ 2,379,025.68

	December 31, 2011	Level 1	Level 2
Wls Frgo Stbl Rtn Fd (Galliard)	$ 2,637,036.77	$ 0.00	$ 2,637,036.77
All other investment portfolio	18,360,351.52	18,360,351.52	0.00
Total portfolio investments	$ 20,997,388.29	$ 18,360,351.52	$ 2,637,036.77

The valuation of the Wells Fargo Stable Return Fund R (Galliard) was based on the calculation of "unit valuations" of the Fund as determined by an audit of the Fund by an independent auditor.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits and Refunds

Benefits and refunds are recorded when paid.

Administrative Expenses

Substantially, all administrative expenses are paid by the Company.

NOTE C – INVESTMENTS

The following presents investments at December 31, 2012 that exceed 5% of the Plan's assets.

Wls Frgo Stbl Rtn Fd (Glliard)	$ 2,379,025.68
Total Return Fund (PIMCO)	1,930,863.10
AmerCnt LIVESTRONG Incm Ptf Fd	1,420,522.88
AmerCnt LIVESTRONG 2020 Ptf Fd	5,115,084.98
AmerCnt LIVESTRONG 2030 Ptf Fd	3,602,335.76
AmerCnt LIVESTRONG 2040 Ptf Fd	1,680,011.11

NOTE D - PLAN TERMINATION

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

NOTE E - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	2012	2011
Net assets available for benefits per the financial statements and Form 5500	$25,241,939.49	$22,287,165.05

NOTE F – BENEFITS

Benefits are recorded when paid and amounted to $ 2,753,759.85 in 2012; and $1,933,347.10 in 2011.

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the third party administrator by a letter dated May 11, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plans' returns have been audited through the year ended December 31, 2007.

NOTE H – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 20, 2013 which is the date the financial statements were available to be issued.

Supplemental Schedule

Schedule H, line 41 – Schedule of Assets held at End of Year

Plan Name: CCC Group, Inc. 401(K) Retirement savings Plan
EIN: 74-2391991
Plan #: 001
Period End: 12/31/2012

(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
*	MassMutual Premier	Holding Account - MF - AG	$	-	2,737
*	American Century	MF - OT		1,012,941	1,067,652
*	MFS Investment Management	MF - 1522		15,023	14,916
*	Fidelity Advisor	MF - 251		242,999	237,543
*	JennisonDryden	MF - 262		112,927	106,290
*	ING	MF - 959		569,413	625,640
*	Goldman Sachs	MF - CBB		467,700	480,450
*	AIM	MF - D7		778,199	830,402
*	Nuveen	MR - JZ		421,529	401,267
*	Northern Funds	MF - QV		322,733	366,024
*	Franklin/Templeton	MF - SF		330,017	379,697
*	Janus	MF - TIS		478,428	495,698
*	American Funds	MF - QV		967,043	1,021,249
*	MFS Investment Management	MF - VV		556,952	635,048
*	PIMCO Funds	MF - WZ		1,914,182	1,930,863
*	American Century	MF - ZB		1,260,268	1,420,523
*	American Century	MF - ZF		183,092	186,461
*	American Century	MF - ZG		4,519,748	5,115,085
*	American Century	MF - ZH		177,145	190,663
*	American Century	MF - ZI		3,142,330	3,602,336
*	American Century	MF - ZK		98,983	103,339
*	American Century	MF - ZL		1,440,665	1,680,011
*	American Century	MF - ZQ		135,257	141,249
*	American Century	MF - ZR		569,125	657,588
*	Wells Fargo Bank, N.A.	MRE - R1		2,265,897	2,379,026
*	Participant Loans	4.250000 - 9.250000		-	848,134

A Name of Plan	B Three-digit plan Number
CCC Group, Inc. 401(k) Retirement Savings Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
CCC Group, Inc.	**742391991**

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual Premier	Holding Account - MF-AG	0	2,737
*	American Century	MF-0T	1,012,941	1,067,652
*	MFS Investment Management	MF-1522	15,023	14,916
*	Fidelity Advisor	MF-251	242,999	237,543
*	JennisonDryden	MF-262	112,927	106,290
*	ING	MF-959	569,413	625,640
*	Goldman Sachs	MF-CBB	467,700	480,450
*	AIM	MF-D7	778,199	830,402
*	Nuveen	MF-JZ	421,529	401,267
*	Northern Funds	MF-QV	322,733	366,024
*	Franklin/Templeton	MF-SF	330,017	379,697
*	Janus	MF-TIS	478,428	495,698
*	American Funds	MF-VB	967,043	1,021,249
*	MFS Investment Management	MF-VV	556,952	635,048
*	PIMCO Funds	MF-WZ	1,914,182	1,930,863
*	American Century	MF-ZB	1,260,268	1,420,523
*	American Century	MF-ZF	183,092	186,461
*	American Century	MF-ZG	4,519,748	5,115,085
*	American Century	MF-ZH	177,145	190,663
*	American Century	MF-ZI	3,142,330	3,602,336
*	American Century	MF-ZK	98,983	103,339
*	American Century	MF-ZL	1,440,665	1,680,011
*	American Century	MF-ZQ	135,257	141,249
*	American Century	MF-ZR	569,125	657,588
*	Wells Fargo Bank, N.A.	MF-R1	2,265,897	2,379,026
	Participant Loans	4.250000 – 9.250000	0	848,134

A Name of Plan	B Three-digit plan Number
CCC Group, Inc. 401(k) Retirement Savings Plan	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
CCC Group, Inc.	742391991

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2015 Prtfl Fd - Class R (MF-ZF).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2020 Prtfl Fd - Class R (MF-ZG).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2025 Prtfl Fd - Class R (MF-ZH).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2030 Prtfl Fd - Class R (MF-ZI).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2035 Prtfl Fd - Class R (MF-ZK).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2040 Prtfl Fd - Class R (MF-ZL).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2045 Prtfl Fd - Class R (MF-ZQ).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG 2050 Prtfl Fd - Class R (MF-ZR).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent LIVESTRONG Incm Prtfl Fd - Class R (MF-ZB).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Growth Fund - Class A (MF-0T).
American Funds	956810128		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to Amer Funds EuroPacific Growth Fund - Class 3 (MF-VB).
Fidelity Advisor	043429226		MassMutual provided the Plan with the required written disclosure for Management Fees received by Fidelity Advisor with respect to Fidelity Advisor Small Cap Fund - Class A (MF-251).
Franklin/Templeton	943237550		MassMutual provided the Plan with the required written disclosure for Management Fees received by Franklin/Templeton with respect to Franklin Small Cap Value Fund - Class A (MF-SF).
Goldman Sachs	135108880		MassMutual provided the Plan with the required written disclosure for Management Fees received by Goldman Sachs with respect to Goldman Sachs Gr Opportunities Fd - Class A (MF-CBB).
ING	582449151		MassMutual provided the Plan with the required written disclosure for Management Fees received by ING with respect to ING Global Real Estate Fund - Class A (MF-959).

Copyright © 2010 Massachusetts Mutual Life Insurance Company, Springfield, MA 01111. All rights reserved. MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) [of which Retirement Services is a division] and its affiliated companies and sales representatives.

Invesco	756082574	MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Charter Fund - Class A (MF-D7).
Janus	841458637	MassMutual provided the Plan with the required written disclosure for Management Fees received by Janus with respect to Perkins Mid Cap Value Fund - Class S (MF-TIS).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2015 Prtfl Fd - Class R (MF-ZF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2020 Prtfl Fd - Class R (MF-ZG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2025 Prtfl Fd - Class R (MF-ZH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2030 Prtfl Fd - Class R (MF-ZI).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2035 Prtfl Fd - Class R (MF-ZK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2040 Prtfl Fd - Class R (MF-ZL).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2045 Prtfl Fd - Class R (MF-ZQ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG 2050 Prtfl Fd - Class R (MF-ZR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Cent LIVESTRONG Incm Prtfl Fd - Class R (MF-ZB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Funds EuroPacific Growth Fund - Class 3 (MF-VB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to American Century Growth Fund - Class A (MF-0T).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Fidelity Advisor Small Cap Fund - Class A (MF-251).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Franklin Small Cap Value Fund - Class A (MF-SF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Goldman Sachs Gr Opportunities Fd - Class A (MF-CBB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to ING Global Real Estate Fund - Class A (MF-959).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Charter Fund - Class A (MF-D7).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to MFS Growth Allocation Fund - Class 3 (MF-1522).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to MFS Value Fund - Class 3 (MF-VV).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Nuveen Tradewinds Value Opport Fd - Class A (MF-JZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Perkins Mid Cap Value Fund - Class S (MF-TIS).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Premier Money Market Fd (Babson) - Class A (MF-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Prudential Jennison Ntrl Rsrcs Fd - Class A (MF-262).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Total Return Fund (PIMCO) - Class A (MF-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fd (Babson) - Class A (MF-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (11 basis points * plan assets) with respect to Premier Money Market Fd (Babson) - Class A (MF-AG).

Copyright © 2010 Massachusetts Mutual Life Insurance Company, Springfield, MA 01111. All rights reserved. MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) [of which Retirement Services is a division] and its affiliated companies and sales representatives.

Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Amer Funds EuroPacific Growth Fund - Class 3 (MF-VB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Fidelity Advisor Small Cap Fund - Class A (MF-251).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Total Return Fund (PIMCO) - Class A (MF-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (20 basis points * plan assets) with respect to Franklin Small Cap Value Fund - Class A (MF-SF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (20 basis points * plan assets) with respect to ING Global Real Estate Fund - Class A (MF-959).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (20 basis points * plan assets) with respect to Prudential Jennison Ntrl Rsrcs Fd - Class A (MF-262).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2015 Prtfl Fd - Class R (MF-ZF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2020 Prtfl Fd - Class R (MF-ZG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2025 Prtfl Fd - Class R (MF-ZH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2030 Prtfl Fd - Class R (MF-ZI).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2035 Prtfl Fd - Class R (MF-ZK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2040 Prtfl Fd - Class R (MF-ZL).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2045 Prtfl Fd - Class R (MF-ZQ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG 2050 Prtfl Fd - Class R (MF-ZR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Amer Cent LIVESTRONG Incm Prtfl Fd - Class R (MF-ZB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Goldman Sachs Gr Opportunities Fd - Class A (MF-CBB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Invesco Charter Fund - Class A (MF-D7).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to MFS Growth Allocation Fund - Class 3 (MF-1522).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to MFS Value Fund - Class 3 (MF-VV).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Nuveen Tradewinds Value Opport Fd - Class A (MF-JZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Perkins Mid Cap Value Fund - Class S (MF-TIS).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Growth Fund - Class A (MF-0T).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (51 basis points * plan assets) with respect to Wells Fargo Stbl Rtn Fd (Galliard) (MF-R1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (6 basis points * plan assets) with respect to Northern Small Cap Index Fund (MF-QV).
MFS Investment Management	043158862	MassMutual provided the Plan with the required written disclosure for Management Fees received by MFS Investment Management with respect to MFS Growth Allocation Fund - Class 3 (MF-1522).
MFS Investment Management	043287965	MassMutual provided the Plan with the required written disclosure for Management Fees received by MFS Investment Management with respect to MFS Value Fund - Class 3 (MF-VV).
Northern Funds	391882210	MassMutual provided the Plan with the required written disclosure for Management Fees received by Northern Funds with respect to Northern Small Cap Index Fund (MF-QV).
Nuveen	201732515	MassMutual provided the Plan with the required written disclosure for Management Fees

Copyright © 2010 Massachusetts Mutual Life Insurance Company, Springfield, MA 01111. All rights reserved. MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) [of which Retirement Services is a division] and its affiliated companies and sales representatives.

		received by Nuveen with respect to Nuveen Tradewinds Value Opport Fd - Class A (MF-JZ).
PIMCO Funds	330239892	MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to Total Return Fund (PIMCO) - Class A (MF-WZ).
Prudential	133422833	MassMutual provided the Plan with the required written disclosure for Management Fees received by Prudential with respect to Prudential Jennison Ntrl Rsrcs Fd - Class A (MF-262).
Wells Fargo Galliard	946751924	Wells Fargo Galliard received estimated Management Fees of (9 basis points * plan assets) with respect to Wells Fargo Stbl Rtn Fd (Galliard) (MR-R1).

Copyright © 2010 Massachusetts Mutual Life Insurance Company, Springfield, MA 01111. All rights reserved. MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) [of which Retirement Services is a division] and its affiliated companies and sales representatives.

Schedule C Soft Dollar Compensation
Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.

© 2012 Massachusetts Mutual Life Insurance Company. All rights reserved. www.massmutual.com
MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) [of which Retirement Services is a division] and its affiliated companies and sales representatives. Springfield, MA 01111-0001