

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>COMMOLOCO THRIFT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>020</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>020</u>	1c Effective date of plan <u>07/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>020</u>				
1c Effective date of plan <u>07/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COMMOLOCO, INC.</u> <u>601 NORTHWEST 2ND STREET</u> <u>EVANSVILLE, IN 47701</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>66-0384086</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>812-468-5673</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522298</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>66-0384086</u>	2c Sponsor's telephone number <u>812-468-5673</u>	2d Business code (see instructions) <u>522298</u>	
2b Employer Identification Number (EIN) <u>66-0384086</u>					
2c Sponsor's telephone number <u>812-468-5673</u>					
2d Business code (see instructions) <u>522298</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/12/2013</u> Date	<u>FILED WITH AUTHORIZED SIGNATURE</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address DAVID GUTSCHER		3b Administrator's EIN 13-2592361
		3c Administrator's telephone number 812-468-5673
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		5 263
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	87
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	32
d Subtotal. Add lines 6a , 6b , and 6c	6d	119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	89
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2T 3C 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>COMMOLOCO THRIFT PLAN</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMMOLOCO, INC.</u>	D Employer Identification Number (EIN) <u>66-0384086</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

BARON CAPITAL INC. 767 5TH AVENUE
NEW YORK, NY 10153

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

GALLIARD CAPITAL MANAGEMENT 800 LASALLE AVENUE
STE 1100
MINNEAPOLIS, MN 55402

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

JANUS MUTUAL FUNDS 151 DETROIT STREET
DENVER, CO 80219-0668

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

VANGUARD 100 VANGUARD BLVD
MALVERN, PA 19355-2331

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

NORTHERN TRUST

801 SOUTH CANAL STREET
CHICAGO, IL 60607

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

PACIFIC INVESTMENT MGMT CORP

840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660-6397

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

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(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)

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(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?
15 18 19 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER	8963	Yes ☒ No ☐	Yes ☐ No ☒	4	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>COMMOLOCO THRIFT PLAN</u>	B Three-digit plan number (PN) ►	<u>020</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>COMMOLOCO, INC.</u>	D Employer Identification Number (EIN) <u>66-0384086</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST MSCI ACWI EX U.S.

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

c EIN-PN <u>45-6138589-117</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6919</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND

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

c EIN-PN <u>94-6751924-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>399</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	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 COMMOLOCO THRIFT PLAN	B Three-digit plan number (PN) ►	020
C Plan sponsor's name as shown on line 2a of Form 5500 COMMOLOCO, INC.	D Employer Identification Number (EIN) 66-0384086	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	41745
	(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)	189784	106205
	(9) Value of interest in common/collective trusts.....	1c(9)	4803	7318
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1506810	1203594
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1701397	1358862

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1701397	1358862
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	64469	
(B) Participants	2a(1)(B)	83510	
(C) Others (including rollovers)	2a(1)(C)	1	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		147980

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)	4110	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4110

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7698	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7698

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		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)		866
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		12656
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		173310

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	506882	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		506882
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8963	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8963
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		515845

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-342535
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
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.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>COMMOLOCO THRIFT PLAN</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMMOLOCO, INC.</u>	D Employer Identification Number (EIN) <u>66-0384086</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-2020334</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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): _____

CommoLoCo Thrift Plan

**Financial Statements and Supplemental Schedule
December 31, 2012 and 2011**

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



Independent Auditor's Report

To the Participants and Administrator of CommoLoco Thrift Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Banco Popular, the trustee of the plan, and Mercer Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2012 and December 31, 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter

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

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

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

PricewaterhouseCoopers LLP

October 11, 2013

CommoLoCo Thrift Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value (see Note 5)		
Mutual funds	\$ 1,203,594	\$ 1,506,810
Common collective trust funds	7,318	4,803
Total investments, at fair value	<u>1,210,912</u>	<u>1,511,613</u>
Receivables		
Employer contributions	41,745	-
Loans receivable from participants	106,205	189,784
Total receivables	<u>147,950</u>	<u>189,784</u>
Total assets	<u>1,358,862</u>	<u>1,701,397</u>
Net assets available for benefits at fair value	1,358,862	1,701,397
Net assets available for benefits	<u><u>\$ 1,358,862</u></u>	<u><u>\$ 1,701,397</u></u>

See accompanying notes to the financial statements.

CommoLoCo Thrift Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

	<u>2012</u>
Additions:	
Investment income	
Net appreciation in fair value of mutual funds	\$ 12,656
Net appreciation in fair value of common collective trust funds	866
Dividend income	7,698
Net investment income	<u>21,220</u>
 Interest income from participant loans	 4,110
 Contributions	
Participants	83,510
Employer	64,469
Total contributions	<u>147,979</u>
Other additions	<u>1</u>
Total additions to net assets	<u>173,310</u>
 Deductions:	
Distributions paid to participants	506,882
Administrative expenses	8,963
Total deductions from net assets	<u>515,845</u>
Net decrease	<u>(342,535)</u>
 Net assets available for benefits at:	
Beginning of year	1,701,397
End of year	<u><u>\$ 1,358,862</u></u>

See accompanying notes to the financial statements.

CommoLoCo Thrift Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Description of the Plan

The following description of the CommoLoCo Thrift Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a complete description of the provisions of the Plan. Copies are available from the Plan Administrator.

Definition of Terms

Terms referenced below related to the Plan’s provisions are defined in these notes or in Plan documents.

General

The Plan was most recently amended and restated effective January 1, 2008 and December 31, 2010, respectively. The Plan is sponsored by CommoLoCo, Inc. (the “Company”), and is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), the Puerto Rico Internal Revenue Code of 1994, as amended (the “PR Code”), and effective January 1, 2011, the Plan is intended to be qualified under the Puerto Rico Internal Revenue Code of 2011, as amended (the “2011 PR Code”). The Plan is offered to eligible employees of CommoLoCo, Inc., an indirect wholly owned subsidiary of Springleaf Finance, Inc. (“Springleaf”). Salaried and certain regular employees, who are residents of Puerto Rico, are eligible to participate in the Plan upon their employment commencement date. Non-salaried employees are eligible to participate in the Plan upon completion of one year of service. The Plan provides for participant elective salary deferrals (participant pre-tax contributions) in accordance with Sections 1165(a) and (e) of the PR Code and, effective January 1, 2011, under Sections 1081.01(a) and (d) of the 2011 PR Code.

Banco Popular is currently the trustee for the Plan. The custodian of the Plan is Mercer Trust Company (“Mercer”).

On November 30, 2010, FCFI Acquisition LLC indirectly acquired an 80% economic interest in the Springleaf from AIG Capital Corporation (“ACC”), a direct wholly-owned subsidiary of American International Group, Inc. AIG, through ACC, indirectly retained a 20% economic interest in Springleaf. The Company is the Plan sponsor. As a result, the Plan is transferred in its entirety to the buyer.

Participant Accounts

Each participant’s account is credited with his/her contribution and the Company matching contribution plus an allocation of the investment income (loss) and administrative expenses. The benefit to which a participant is entitled is the amount of the participant’s vested account balance.

Contributions and Vesting

Participants may contribute, on a pre-tax basis, a basic contribution amount ranging from one to six percent of base pay. Participants may also make additional pre-tax contributions in an amount ranging from one to four percent of base pay. All contributions are subject to the contribution limitations as described below. The Company makes matching contributions equal to 100% of the first 3% of the participant’s basic contribution, plus 50% of the next 3% of the participant’s basic contribution. In addition to these amounts, participants who attain the age of fifty by the end of the year are provided

CommoLoCo Thrift Plan

Notes to Financial Statements

December 31, 2012 and 2011

an opportunity to contribute an additional \$1,000 in pre-tax catch up contributions. These additional pre-tax contributions are not eligible for Company match. Employee contributions and earnings thereon vest immediately.

Participants may change their contribution rate and investment election for future contributions, as well as transfer all or part of their employee account balances among funds daily. All changes, except transfers, are effective as soon as administratively feasible. Transfers are effective on the business day the request is received.

Effective January 1, 2009, the Plan was amended to increase the employee contributions limit to \$9,000 per calendar year (\$10,000 for the 2011 and 2012 calendar years, and \$12,000 for the 2013 calendar year and years thereafter) or such other limitation as imposed from time to time by the PR Code and the 2011 PR Code, reduced by any "excess deferrals" from other plans allocated to the Plan by March 1 of the next following calendar year within the meaning of, and pursuant to the provisions of the PR Code and the 2011 PR Code.

All participants are immediately fully vested in the Company's matching contributions, employee contributions and earnings.

The Plan permits acceptance of lump-sum rollover contributions from a qualified plan of a prior employer. There is no Company match on any of these rollover contributions.

Investment Options

Plan assets are invested in the investment options offered under the Plan at the direction of Plan participants, and in accordance with the Plan document. Participants may make transfers between existing funds or change the allocation of their current contributions on a daily basis.

To reduce administrative and fund transaction costs associated with short-term trading by participants which can impact all investors in a particular fund, restrictions are placed on frequent or short-term trading. Mercer limits participant exchange activity. If a participant exchanges out of a fund, he or she cannot exchange back into that fund for ninety days. This restriction applies to all funds, except money market funds and stable value funds.

In addition, as detailed in the Redemption Fees section below, one fund in the Plan will charge a redemption fee on shares that are exchanged out of the fund within a certain period after being exchanged into the fund. The fee, which will be paid directly to the fund, is generally imposed by a fund to discourage short-term trading and protect the interests of long-term investors.

Distributions

An employee can withdraw the vested portion of his or her account in the Plan upon termination, retirement, death, or is in need of the funds due to a case of hardship, as defined by Plan management. Employees may make unlimited withdrawals from the Plan; however, restrictions on the sources of funds available for withdrawals prior to age 59½ apply (see Plan document detail on restrictions). Participants who retire, leave the Company or become disabled can elect between receiving a lump sum distribution equal to the entire value of their vested account or deferring the funds in the Plan indefinitely if the account balance is more than \$5,000. Distributions are mandatory for account balances of \$5,000 or less. Beneficiaries receive a lump sum distribution equal to the full value of accounts held by the Plan participants who die. Funds taken out of the Plan, and not reinvested into

CommoLoCo Thrift Plan
Notes to Financial Statements
December 31, 2012 and 2011

another qualified plan or an individual retirement account, subject the distribution to income tax and potential penalties.

Participant Loans

The Plan has a general loan provision which enables employees who have an account balance of at least \$2,000 to borrow up to 50% of the value of their vested accounts, except that no loans will be made for less than \$1,000 or more than \$50,000. Loans are granted for a period not to exceed 60 months. The maximum term for primary residence loans is 180 months. Additionally, no more than one general purpose loan may be taken at one time. The rate of interest on any loan to a participant under the Plan shall be determined by the Plan Administrator and shall be equal to the prime rate of interest at the beginning of the quarter in which the loan originates. Loans outstanding at December 31, 2012 were issued at interest rates ranging between 3.25% and 6.00%. Loan repayments by participants who are employed by the Company including principal and interest are generally made through after-tax payroll deductions.

Each loan is secured through the vested balance in the participant's Plan account. If a participant defaults on his or her loan by failing to make timely repayments (90 days without a payment), the outstanding principal and interest due on the loan is deemed a distribution and reported as a taxable distribution to the participant in the year of default. In the event of a participant's termination from the Plan, the outstanding loan, whether in default or not, becomes immediately due and if unpaid, will be deemed a distribution. In the event of a loan default at time of distribution, the distribution will be reduced by the outstanding loan amount.

Redemption Fees

The Vanguard PRIMECAP Fund charges a redemption fee on shares that are exchanged out of the fund within a certain period after being exchanged into the fund. This fee is generally imposed by a fund to discourage short-term trading and protect the interests of long-term fund investors. The Vanguard PRIMECAP Fund charges a redemption fee of 1% on shares that are redeemed before they have been held for one year.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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Investment Valuation and Income Recognition

Shares of mutual funds and common collective trust funds are valued at the net asset value ("NAV") of the shares held by the Plan at year end. The NAV per share is calculated daily by each fund based on the market value of the underlying securities within each fund.

The net appreciation (depreciation) in fair value of investments, including realized gains or losses and net change in unrealized gains or losses, is reflected in the Statement of Changes in Net Assets Available for Benefits. Realized gains or losses on the disposal of investments are determined by specific identification and recognized on the trade date basis. Interest income is recorded on the accrual basis. Dividend income is recognized on the ex-dividend date. Purchases and sales are recorded on a trade date basis.

Loans Receivable from Participants

Participant loans are classified as Loans receivable from participants in the Statement of Net Assets Available for Benefits and are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Distributions

Distributions made to participants are recorded when paid.

Recent Accounting Standards

Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS

In May 2011, the FASB and the International Accounting Standards Board jointly issued ASU 2011-04, resulting in a common fair value meaning between U.S. GAAP and IFRS and consistency of disclosures relating to fair value. The ASU became effective for interim and annual periods beginning after December 15, 2011. The adoption of this new standard did not have a material effect on the Plan's financial statements.

Financial Instruments

In February 2013, the FASB issued ASU 2013-03, which clarifies the intended scope of the disclosures required by ASU 2011-04. The amendments clarify that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in the entirety (Level 1, 2, or 3)" does not apply to nonpublic entities for items that are not measured at fair value in the statement of financial position but for which fair value is disclosed. The ASU became effective upon issuance. The adoption of this ASU did not have a material effect on the Plan's financial statements.

Disclosures about Offsetting Assets and Liabilities

In December 2011, the FASB issued ASU 2011-11, which requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The amendments in this ASU

CommoLoCo Thrift Plan
Notes to Financial Statements
December 31, 2012 and 2011

are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. The amendments should be applied retrospectively for all prior periods presented. The adoption of this new standard is not expected to have a material effect on the Plan's financial statements.

3. Certified Investment Information

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the information in this footnote, as well as any information related to investments and investment activity, was prepared by or derived from information certified by the trustee and custodian, which was furnished to Plan management. Plan management has obtained certifications from the trustee and custodian that such information is complete and accurate.

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Investments, at fair value	<u>\$ 1,210,912</u>	<u>\$ 1,511,613</u>
Loans receivable from participants	<u>\$ 106,205</u>	<u>\$ 189,784</u>
Net investment income	<u>\$ 21,220</u>	
Interest income from participant loans	<u>\$ 4,110</u>	

In addition, disclosures included in note 4 and the Schedule of Assets Held at End of Year related to the investments and investment income detailed above have been derived from information certified by the trustee and the custodian.

4. Investments

The following investments represent 5 percent or more of the Plan's net assets:

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Vanguard Total Bond Market Index Fund	\$ 151,887	\$ -
Vanguard Prime Money Market Fund	994,249	1,308,096

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During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$13,522 as follows:

	Year Ended December 31, 2012
Mutual funds	\$ 12,656
Common collective trust funds	866
	<u>\$ 13,522</u>

5. Fair Value Measurements

The Plan carries its investments at fair value which are measured and classified in a hierarchy that prioritizes inputs to valuation techniques based on whether those inputs are observable or unobservable. Observable inputs, which reflect market data obtained from independent sources, and unobservable inputs, which reflect the Plan's market assumptions, create the following fair value hierarchy:

The Plan measures and classifies instruments in the financial statements in a hierarchy for disclosure purposes consisting of three "Levels" based on the observability of inputs available in the market place used to measure the fair values. In general, the Plan determines the fair value measurements classified as Level 1 based on inputs utilizing quoted prices in active markets for identical instruments that the Plan has the ability to access. The Plan generally obtains market price data from exchange or dealer markets. The Plan does not adjust the quoted price for such instruments.

The Plan determines the fair value measurements as Level 2 based on inputs utilizing other than quoted prices included in Level 1 that are observable for the instruments, either directly or indirectly. Level 2 inputs include quoted prices for similar instruments in active markets, and inputs other than quoted prices that are observable for the instrument, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are observable inputs for the instrument, and include situations where there is little, if any, market activity for the instrument.

This hierarchy requires the Plan to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. Based on the Plan's investment strategy, Plan management believes it has no significant concentrations of risk.

Following are descriptions of the valuation methodologies used for instruments carried at fair value in the Plan; the methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other entities within the industry, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

CommoLoCo Thrift Plan
Notes to Financial Statements
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Mutual Funds, Common Collective Trust Funds, and Money Market Fund

Mutual funds, common collective trust funds, and money market funds are valued at the NAV of shares held by the Plan at year-end.

Assets and Liabilities Measured at Fair Value

The following tables present information about the Plan's investments measured at fair value and indicate the level of the fair value measurement based on the levels of the inputs used at December 31, 2012 and 2011, respectively.

	2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Fixed Income Funds	\$ 1,146,136	\$ -	\$ -	\$ 1,146,136
Index Funds	8,332	-	-	8,332
Balanced Fund	34,087	-	-	34,087
Growth Funds	6,009	-	-	6,009
Equity Funds	9,030	-	-	9,030
Total Mutual Funds	\$ 1,203,594	\$ -	\$ -	\$ 1,203,594
Common Collective Trust Funds				
Fixed Income Funds	\$ -	\$ 399	\$ -	\$ 399
International Equity Funds	-	6,919	-	6,919
Total Common Collective Trust Funds	\$ -	\$ 7,318	\$ -	\$ 7,318
Total Investments	\$ 1,203,594	\$ 7,318	\$ -	\$ 1,210,912

	2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Fixed Income Funds	\$ 1,392,694	\$ -	\$ -	\$ 1,392,694
Index Funds	15,637	-	-	15,637
Balanced Fund	84,619	-	-	84,619
Growth Funds	1,138	-	-	1,138
Equity Funds	12,722	-	-	12,722
Total Mutual Funds	\$ 1,506,810	\$ -	\$ -	\$ 1,506,810
Common Collective Trust Funds				
Fixed Income Funds	\$ -	\$ 687	\$ -	\$ 687
International Equity Funds	-	4,116	-	4,116
Total Common Collective Trust Funds	\$ -	\$ 4,803	\$ -	\$ 4,803
Total Investments	\$ 1,506,810	\$ 4,803	\$ -	\$ 1,511,613

There were no transfers of financial instruments between Level 1, Level 2, or Level 3 during the years ended December 31, 2012 and 2011.

In certain cases, the inputs used to measure the fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value

CommoLoCo Thrift Plan

Notes to Financial Statements

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measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement. Plan management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment. In making the assessment, Plan management considers factors specific to the asset or liability.

6. Tax Status

On July 17, 2009, the Plan received a favorable determination letter from the Puerto Rico Treasury Department ("PR Treasury"), stating that the Plan, as amended and restated July 1, 2001, is qualified under Sections 1165(a) and (e) of the PR Code and, therefore, the related trust is exempt from Puerto Rico income taxes. The Plan has been restated since receiving said determination letter. However, the Plan Administrator believes the Plan has been designed and operated in material compliance with the applicable requirements of the PR Code, and therefore the Plan is intended to be qualified and the related trust to be exempt in Puerto Rico under Section 1165(a) of the PR Code and, pursuant to ERISA Section 1022(i)(1), under Section 501(a) of the U.S. Internal Revenue Code of 1986.

Pursuant to PR Treasury's Circular Letter No. 11-10, the Plan shall be treated as having obtained an initial favorable determination letter regarding its qualification under Section 1081.01(a) of the 2011 PR Code. The Plan Administrator intends to amend the Plan to incorporate the new qualification requirements under Section 1081.01(a) of the 2011 PR Code effective as of January 1, 2011, unless otherwise provided by the 2011 PR Code, and to request a new or updated favorable determination stating that the Plan, as amended and restated effective January 1, 2008 and December 1, 2010, is qualified retroactively under Section 1165(a) of the PR Code for Plan years 2008 through 2010, both inclusive, and under Section 1081.01(a) of the 2011 PR Code for Plan years 2011 and thereafter, in conformity with the process and timetable established by PR Treasury's Circular Letter No. 11-10.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) recognized if Plan management deems it more-likely-than-not that the Plan has taken an uncertain position that would not be sustained upon examination by the respective governmental agencies. As of December 31, 2012, it was determined that there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the respective governmental agencies however, there are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

As described in Note 1, the plan documents allow for in-service distributions from employer contributions and earnings, after-tax contributions and earnings, and rollover contributions and document. Management assessed the facts and circumstances surrounding these distributions for the 2010 plan year and determined that this error be corrected following the guidance set forth in the IRS Employee Plans Compliance Resolution System (Rev. Proc. 2008-50) to maintain the tax-qualified status of the Plan. As part of the self-correction process, letters were sent in fourth quarter 2011 to each participant involved notifying each of them that the payment each received was not eligible for favorable tax treatment, and specifically was not eligible for tax-free rollover, and that we are requesting that all pre-tax funds disbursed in error, plus applicable earnings from the date of the distribution to the date of repayment, be returned to the trust.

7. Administrative Expenses

Loan initiation fees were assessed and charged to the individual funds, which were paid by the Plan. All other administrative expenses of the Plan are paid by Springleaf.

CommoLoCo Thrift Plan
Notes to Financial Statements
December 31, 2012 and 2011

8. Plan Termination

Although it has not expressed any intent to do so, Springleaf has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become one hundred percent vested in the employer contribution portion of their balance.

9. Related Party Transactions

Banco Popular is the Trustee and Mercer is the custodian. The Plan pays trustee and custodian fees for their services. These fees qualify as party-in-interest transactions.

10. Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rate fluctuations, market volatility and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks and changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

Plan investments include a variety of investments that may directly or indirectly invest in securities with contractual cash flows. The value, liquidity, and related income of these securities are sensitive to changes in economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

11. Subsequent Events

In September 2013, the Plan discovered that the amendment to implement the January 1, 2012 change in employer match had not been formally adopted by the CommoLoCo Board of Directors. The Company contributed to the Plan according to the amendment from January 1, 2012 through the current date. The Plan is being amended as originally intended. However, since the amendment had not been formally adopted, the Company will contribute an amount equal to the difference in employer match rates plus interest from January 1, 2012 through the date that the amendment is made effective. As of the date of these financial statements, the amount for the 2012 plan year is \$41,745 and is recorded as an employer contribution receivable on the December 31, 2012 financial statements.

The Plan's management evaluated subsequent events through October 11, 2013, the date on which the financial statements were available to be issued.

CommoLoCo Thrift Plan
Form 5500, Schedule H – Part IV, Line 4i
Schedule of Assets (Held at End of Year)
As of December 31, 2012

Issue	Description	Cost **	Current Value	
Perkins Small Cap Value Fund	Equity Mutual Fund	\$	4,425	***
Vanguard PRIMECAP Fund Admiral Shares	Equity Mutual Fund		3,654	***
Northern Trust MSCI ACWI ex-US Equity Index	International Equity Common Collective Trust Fund		6,919	***
Baron Small Cap Fund	Equity Mutual Fund		657	***
PIMCO Total Return Fund	Equity Mutual Fund		294	***
Vanguard Target Retirement 2010 Fund	Growth Mutual Fund		19	***
Vanguard Target Retirement 2015 Fund	Growth Mutual Fund		321	***
Vanguard Target Retirement 2030 Fund	Growth Mutual Fund		1,610	***
Vanguard Target Retirement 2035 Fund	Growth Mutual Fund		2,691	***
Vanguard Target Retirement 2040 Fund	Growth Mutual Fund		1,368	***
Vanguard Institutional Index Fund	Index Mutual Fund		8,332	***
Vanguard Total Bond Market Index Fund	Fixed Income Mutual Fund		151,887	***
Vanguard Prime Money Market Fund	Fixed Income Mutual Fund		994,249	***
Wells Fargo Stable Return Fund	Fixed Income Common Collective Trust Fund		399	***
Vanguard Wellington Fund Admiral Shares	Balanced Mutual Fund		34,087	***
Total Investments		\$	<u>1,210,912</u>	

		Loans issued at interest rates between 3.25% and 6.00%, maturity dates ranging from April 2012 to June 2017		
* Loans receivable from participants		\$	106,205	***
Total		\$	<u>1,317,117</u>	

* Party-in-interest.

** Cost is not required for participant directed investments.

*** This schedule has been derived from information certified by Mercer, the custodian,
as complete and accurate.

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

Part II Basic Plan Information —enter all requested information			
1a Name of plan	CommoLoco Thrift Plan		
	1b Three-digit plan number (PN) ►	020	
	1c Effective date of plan	07/01/2001	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN)		
CommoLoco, Inc.	66-0384086		
601 Northwest 2nd Street	2c Sponsor's telephone number		
Evansville	(812) 468-5673		
IN 47701	2d Business code (see instructions)		
	522298		

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		Oct 11, 2013	DAVID GUTSCHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2012)
v. 120126

