# 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
NETSPEND CORPORATION 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2002

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

NETSPEND CORPORATION

701 BRAZOS
SUITE 1300
AUSTIN, TX 78701

**2b** Employer Identification Number (EIN)
74-2907514

**2c** Sponsor's telephone number
512-532-8394

**2d** Business code (see instructions)
522190

**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. | 10/14/2013 | CY HARRISON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/14/2013 | CY HARRISON |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 627 |
| **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** | 488 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 113 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 602 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 602 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 461 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 37 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 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)** | [ ] | **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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
NETSPEND CORPORATION 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NETSPEND CORPORATION

**D** Employer Identification Number (EIN)
74-2907514

## 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

NATIONWIDE INSURANCE

31-4156830

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

NFP SECURITIES, INC.

1250 CAPITAL OF TEXAS, HWY S
BUILDING 2, STE 125
AUSTIN, TX 78746-3300

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

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

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

NATIONWIDE

31-4156830

| (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 26 37 53 64 99 | TRUST RECORDKEEPER | 70316 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

NFP SECURITIES INC.

1250 CAPTIAL OF TEXAS HIGHWAY S
BUILDING #2 SUITE 125
AUSTIN, TX 78746

| (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? |
|---|---|---|---|---|---|---|
| 49 99 | ADVISORY FIRM | 39837 | Yes [X] No [ ] | Yes [ ] No [X] | 0 | Yes [ ] No [X] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

| **(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 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
NETSPEND CORPORATION 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NETSPEND CORPORATION

**D** Employer Identification Number (EIN)
74-2907514

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 0 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 744538 | 3723752 |
| **(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) | | 35226 |
| **(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) | 243129 | 292472 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 9121839 | 8584003 |
| **(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) | | |
| **(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 | 10109506 | 12635453 |
| **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 through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 10109506 | 12635453 |

## 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) | 940545 | |
| **(B)** Participants | 2a(1)(B) | 1852055 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 293412 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 3086012 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 12481 | |
| **(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) | 6698 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 19179 |
| **(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) | 247892 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 247892 |
| **(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) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 428970 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3782053 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1086107 | |
| (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) | | 1086107 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 99320 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 12908 | |
| (3) Investment advisory and management fees | 2i(3) | 57771 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 70679 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1256106 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 2525947 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: PMB HELIN DONOVAN, LLP **(2)** EIN: 74-3001153

**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
NETSPEND CORPORATION 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NETSPEND CORPORATION

**D** Employer Identification Number (EIN)
74-2907514

## 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): 31-4156830

**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):




# NETSPEND CORPORATION 401(K) PLAN

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**NETSPEND CORPORATION 401(K) PLAN**
Index to Financial Statements and Supplemental Schedule
December 31, 2012 and 2012


| | |
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| Independent Auditors' Report | 1 |
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PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

# Independent Auditors' Report

To the Plan Administrator
Netspend Corporation 401(k) Plan:

**Report on the Financial Statements**
We were engaged to audit the accompanying financial statements of NetSpend Corporation 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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

***Auditor's Responsibility***
Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 C, which was certified by Nationwide Financial Services, Inc. the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

***Emphasis of Matter***
As further discussed in Notes A and J to the financial statements, NetSpend Corporation was acquired on July 1, 2013 by Total System Services, Inc. The Plan will be merged into Total System Services, Inc.'s employee benefit plan effective December 31, 2013.

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

PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

**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 have been audited by us in accordance with the 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.

**PMB HELIN DONOVAN, LLP**

PMB Helin Donovan, LLP

Austin, Texas
October 8, 2013

**NETSPEND CORPORATION 401(k) PLAN**
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| Investments, at fair value | | |
| Cash | $ - | $ 9,866,377 |
| Money market funds | 3,723,752 | - |
| Mutual funds, at quoted price | 8,584,003 | - |
| Common stock, at quoted price | 35,226 | - |
| Total investments | 12,342,981 | 9,866,377 |
| Receivables | | |
| Participant contribution receivables | - | 49,432 |
| Employer contribution receivables | - | 27,306 |
| Notes receivable from participants | 292,472 | 243,129 |
| Total receivables | 292,472 | 319,867 |
| TOTAL ASSETS | 12,635,453 | 10,186,244 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 12,635,453 | $ 10,186,244 |

See accompanying notes to the financial statements.

**NETSPEND CORPORATION 401(k) PLAN**

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

| | | |
|---|---|---|
| **ADDITIONS:** | | |
| Additions to net assets attributable to: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | $ | 428,970 |
| Dividends and interest | | 260,373 |
| Total investment income | | 689,343 |
| Interest on notes receivable from participants | | 6,698 |
| Contributions: | | |
| Participants | | 1,802,623 |
| Employer | | 913,239 |
| Rollover | | 293,412 |
| Total contributions | | 3,009,274 |
| Total additions | | 3,705,315 |
| **DEDUCTIONS:** | | |
| Benefits paid to participants | | 1,185,427 |
| Administrative expenses | | 70,679 |
| Total deductions | | 1,256,106 |
| NET INCREASE IN ASSETS AVAILABLE FOR BENEFITS | | 2,449,209 |
| **NET ASSETS AVAILABLE FOR BENEFITS:** | | |
| BEGINNING OF YEAR | | 10,186,244 |
| END OF YEAR | $ | 12,635,453 |

See the accompanying notes to the financial statements.

## NOTE A - DESCRIPTION OF PLAN

The following description of the Netspend Corporation 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### General

Netspend Corporation (the "Plan Sponsor" or "Plan Administrator") adopted the Netspend Corporation 401(k) Plan effective January 1, 2002. The Plan has been amended throughout the subsequent years to comply with tax law and regulatory changes.

The Plan is a defined contribution plan with 401(k) option covering all employees of the Plan Sponsor. Participation in the Plan is at the election of the employee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective December 31, 2011, the Plan changed trustees from Capital Bank and Trust to Nationwide Financial Services, Inc. ("Nationwide" or "Trustee"). All assets of the Plan were transferred to Nationwide effective January 4, 2012.

On July 1, 2013 the Plan Sponsor was acquired by Total System Services, Inc. The Plan will be merged into Total System Services, Inc.'s employee benefit plan effective December 31, 2013.

### Employee Contributions

Contributions are made to the Plan by the Plan Sponsor on behalf of each eligible participant based upon the participant's elected compensation deferral through payroll deductions. The Plan Sponsor funds the contributions at the end of each payroll period. Eligible participants may elect to contribute 1% to 100% of their eligible compensation, in whole percentages, to the Plan up to the statutory limit of $17,000 for 2012, as permitted by the Internal Revenue Code of 1986, as amended ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participants age 50 and older as of December 31 of the Plan year are permitted to make elective catch-up deferrals in accordance with Section 414(v) of the IRC.

### Employer Contributions

Effective January 1, 2007, the Plan Sponsor elected to make Safe Harbor matching contributions to the account of each eligible participant in an amount equal to the sum of 100% of the amount of the participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% of the participant's compensation, but do not exceed 5% of the participant's compensation.

The Plan Sponsor may make a discretionary matching contribution to the account of each eligible participant of up to 4% of a participant's compensation. The Plan Sponsor may make a discretionary profit-sharing contribution which is allocated among participants in proportion to their wages. The Plan Sponsor did not elect to make discretionary matching contributions or profit-sharing contributions in 2012.

**Participant Accounts**
Each participant's account is credited with the participant's contribution and allocations of (a) the Plan's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. 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 and fully (100%) vested in their contributions plus actual earnings thereon. Safe Harbor employer contributions are one-hundred percent (100%) vested immediately. Discretionary employer matching contributions vest over a three year period based on years of service, and discretionary employer profit-sharing contributions vest over a six year period based on year of service.

**Notes Receivable from Participants**
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000, or 50% of their vested account balance, whichever is less. The notes receivable are secured by the balance in the participant's account and bear interest at which are commensurate with prevailing rates as determined by the Plan Administrator. All notes must be repaid within a specified period of time, not to exceed 60 months, except those that are used for the purchase of a principal residence in which case the note can be extended for 10 years. In most cases, repayment of the note will be made through after-tax payroll deductions.

**Rollovers and Transfers**
Participants who have a balance in another qualified employee benefit plan, as described in Section 401(a) of the Internal Revenue Code, may transfer or rollover the lump sum values of their account directly into the Plan, provided it meets the requirements of the Internal Revenue Code.

**Payment of Benefits**
Benefits become available to participants on the earliest of four events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) upon the participant's retirement, or (4) disability. Benefits are payable as lump sums, rollover distributions, or installment distributions.

**Individual Account (including rollovers)**
Terminating employees with vested account balances (including rollovers) below $1,000 will automatically be paid out.

If the participant is terminated and the vested balance exceeds $1,000, but is less than $5,000, the Plan Sponsor will direct the balance to be paid. If the participant has not provided distribution instructions, the balance will be distributed to an individual retirement account established in the participant name. If the participants vested account balance exceeds $5,000, the participants benefits will not be distributed until the participant requests payment from the Plan Administrator. The benefits can be left in the Plan until the participant retires. However, the participant is required to begin taking minimum distributions no later than April 1 of the calendar year following the calendar year the participant turns 70 ½ or terminates employment, whichever is later. In-service withdrawals are permitted after age 59 ½.

On termination of service due to death prior to retirement, 100% of the Plan contributions become immediately vested. If the vested balance is less than $5,000, the beneficiary will received a lump sum payment of the entire balance unless the beneficiary elects for the distribution to be directly rolled into IRA. If the vested balance exceeds $5,000 and is not subject to Retirement Equity Act (REA), the beneficiary will receive the money in periodic payments from an insurance company, unless a special form is signed. These periodic payments will be made on a monthly basis. If the vested balance exceeds $5,000 and is subject to REA, the beneficiary will receive benefits in one of the following forms of distributions, lump sum, installment payments, or annuity contract.

If the participant becomes disabled and is eligible for Social Security disability benefits, or is determined disabled by a physician selected by the Plan Administrator, the full value of the participant's account becomes 100% vested.

**Forfeited Accounts**
At December 31, 2012 and 2011, forfeited non-vested accounts totaled $48 and $0, respectively. These accounts may be used to reduce future Plan administrative expenses and employer contributions. In 2012, $1,326 in forfeited non-vested account balances were utilized to reduce Plan administrative expenses.

**Eligible Rollover Distributions**
Payments from the Plan that are eligible rollover distributions may be taken in two ways: (1) paid in a direct rollover to an individual retirement account or another eligible retirement plan, (2) paid to the participant. If the participant elects to have plan benefits paid directly to the participant, only 80% is paid as the Plan Administrator is required to withhold 20% of the payment for income tax withholding.

If the participant account balance exceeds $1,000, but is less than $5,000, the participant may request the benefits which are paid in a lump sum payment or direct rollover to a traditional IRA. If the balance exceeds $5,000, the benefits are paid in the form of an annuity, or elect for different payment method.

If at least one of the following events has occurred for a qualified distribution: (1) employee attains age 59 1/2, (2) death of participant, or (3) long-term disability, the entire amount of the deferral account, including investment earnings, will be distributed to the participant tax-free if the qualification distribution rule is satisfied.

**Distributions During Employment**
As a general rule, participant's contributions will remain in the Plan as long as the participant remains employed by the Plan Sponsor. The Plan does provide exceptions to this rule for withdrawals of the participant's contributions under certain circumstances (subject to the satisfaction of the Plan Administrator) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post secondary education for participant or their dependents,
- To prevent eviction from or foreclosure on the participants principal residence,
- Payments for burial or funeral expenses for participant or their dependents, and
- Expenses for the repair of damage to the participant's principal residence.

However, should a participant reach age 59 1/2 and not elect to terminate employment, the participant can take an in-service distribution from their vested account balance.

**Plan Expenses**
Certain expenses of operating and maintaining the Plan have been paid by the Plan Sponsor and through utilization of forfeited accounts. Certain Plan expenses were paid by the Plan and charged on a pro-rata basis to the value of the participants account balances.

## NOTE B - SUMMARY OF ACCOUNTING POLICIES

**Basis of Accounting**
Because the decision to terminate the Plan was made after the end of the Plan year, the accompanying financial statements of the Plan have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Estimates**
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Income Recognition**
The Plan presents in the statement of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are recorded on a settlement date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**Investment Valuation**
Investments are reflected in the accompanying statements of net assets available for benefits at their estimated fair values. Fair value at December 31, 2012 and 2011, as determined by the Trustee, is based primarily on the quoted market prices of the underlying securities. Money market investments are valued at cost plus accrued earnings, which approximates fair value, as determined by the Trustee. Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

**Certified Investments**
Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Nationwide Financial Services, Inc. (the Trustee of the Plan).

**Notes Receivable from Participants**
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document. The Plan recorded $6,698 of interest income on notes receivable from participants during 2012.

**Payment of Benefits**
Benefits are recorded when paid.

**Administrative Expenses**
Certain administrative expenses, including advisory services, are paid by the Plan Sponsor and, accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to the participants and, therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

## NOTE C - INVESTMENTS (UNAUDITED)

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

| | 2012 | 2011 |
|---|---|---|
| ***Mutual funds, at fair value*** | | |
| Principal Midcap Blend Institutional Fund* | $ 674,877 | $ - |
| T. Rowe Price New Horizons Fund* | 709,344 | - |
| Vanguard Target Retirement 2035 Fund* | 689,933 | - |
| ***Money market funds, at fair value*** | | |
| Dreyfus Cash Management Institutional Fund* | $ 3,535,961 | $ - |
| ***Cash*** | | |
| Cash** | $ - | $ 9,866,377 |

* Less than 5% of total Plan assets as of December 31, 2011
** Less than 5% of total Plan assets as of December 31, 2012

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

| | |
|---|---|
| Mutual funds | $ 436,320 |
| Common stock | (7,350) |
| | $ 428,970 |

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

a. Investments (unaudited), as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2012 and 2011.
b. Dividends and net appreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2012.
c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2012, as shown in the attached schedule at pages 13-15.

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

## NOTE D - TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2006.

## NOTE E - RELATED PARTY TRANSACTIONS

The Plan Sponsor provided certain Plan administrative services without compensation during the year ended December 31, 2012. During 2012, the Plan Sponsor paid $39,837 of investment advisory fees on behalf of the Plan.

## NOTE F - NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2012 and 2011.

## NOTE G - FIDELITY BOND

From October 2011 to October 2012, the Plan's fidelity bond coverage was $10,000,000 and the Plan was in compliance with ERISA bonding requirements. From October 2012 through the rest of the Plan year, the Plan's fidelity bond coverage was $3,000,000 and the Plan was in compliance with ERISA bonding requirements.

## NOTE H - FAIR VALUE

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy requires classification based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level one Quoted market prices in active markets for identical assets or liabilities
- Level two Inputs other than level one inputs that are either directly or indirectly observable

- Level three Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

The following table presents the assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy as reported on the statements of net assets available for benefits at December 31, 2012 and 2011. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | December 31, 2012 |
|---|---|---|---|---|
| Money market funds | $ 3,723,752 | $ - | $ - | $ 3,723,752 |
| Mutual funds: | | | | |
| Blend | 2,251,207 | - | - | 2,251,207 |
| Value | 1,165,719 | - | - | 1,165,719 |
| Foreign | 542,943 | - | - | 542,943 |
| Growth | 1,398,746 | - | - | 1,398,746 |
| Target | 2,124,306 | - | - | 2,124,306 |
| Balanced | 16,857 | - | - | 16,857 |
| Specialty | 194,656 | - | - | 194,656 |
| Bond | 889,569 | - | - | 889,569 |
| Total | 8,584,003 | - | - | 8,584,003 |
| Common stock | 35,226 | - | - | 35,226 |
| Total | $ 12,342,981 | $ - | $ - | $ 12,342,981 |

There were no assets measured at fair value on a recurring basis at December 31, 2011.

The investment securities are reported at fair value utilizing Level 1 inputs. The prices for these instruments are obtained through the Plan Trustee with whom the Plan Sponsor has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include market quotations and matrix pricing. The fair value measurements consider observable data that may include market quotes, market spreads, and cash flows, among other things. Management reviews the data and assumptions used in pricing the securities by its third party providers to ensure the lowest level of significant input is market observable data.

## NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | | |
|---|---|---|
| Net assets available for benefits per financial statements | $ | 10,186,244 |
| Participant contributions receivable | | (49,432) |
| Employer contributions receivable | | (27,306) |
| Net assets available for benefits per Form 5500 | $ | 10,109,506 |

The following is a reconciliation of contributions for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

| | | |
|---|---|---|
| Contributions per financial statements | $ | 3,009,274 |
| Participant contributions receivable related to 2011 | | 49,432 |
| Employer contributions receivable related to 2011 | | 27,306 |
| Contributions per Form 5500 | $ | 3,086,012 |

## NOTE J - SUBSEQUENT EVENTS

The Plan Sponsor evaluates events that occur subsequent to the balance sheet date, but before financial statements are issued, for possible adjustment to the financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan Sponsor's financial statements are electronically prepared for filing with Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. For the financial statements as of and for the period ending December 31, 2012, this date was October 8, 2013.

As discussed in Note A, on July 1, 2013 the Plan Sponsor was acquired by Total System Services, Inc. The Plan will be merged into Total System Services, Inc.'s employee benefit plan effective December 31, 2013.

**NETSPEND CORPORATION 401(K) PLAN**

Employer Identification Number (EIN) 74-2907514

Plan Number (PN) 001

Schedule of Assets Held for Investment Purposes at End of Year

Schedule H, Line 4i

December 31, 2012

(Unaudited)

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | **Identity of Issuer, Borrower, Lessor or Similar Party** | **Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value** | **Cost** | **Current Value** |
| | **Money Market Fund** | | | |
| | Dreyfus | Cash Management Institutional Fund | ** | $ 3,535,961 |
| | Nationwide Financial Services, Inc. | Money Market Institutional Fund | ** | 183,562 |
| | TD Ameritrade | Money Market Fund | ** | 4,229 |
| | | | | **3,723,752** |
| | **Mutual Funds** | | | |
| | Aberdeen | Global Equity Fund | ** | 5,979 |
| | AllianceBernstein | Discovery Growth Fund | ** | 9,872 |
| | AllianceBernstein | High Income Fund | ** | 4,634 |
| | AllianceBernstein | Small Cap Growth Advisory Fund | ** | 9,872 |
| | AllianceBernstein | Small Cap Growth Fund | ** | 9,872 |
| | American Century Investments | Inflation Adjusted Bond Fund | ** | 5,514 |
| | American Century Investments | Short Duration Inflation Protection Bond Fund | ** | 5,044 |
| | American Funds | American Balanced Fund | ** | 5,197 |
| | American Funds | American High Income Trust Fund | ** | 5,251 |
| | American Funds | American Mutual Fund | ** | 5,514 |
| | American Funds | Capital World Bond Fund | ** | 1,859 |
| | American Funds | New Economy Fund | ** | 5,498 |
| | American Funds | New World Fund | ** | 5,418 |
| | American Funds | U.S. Government Securities Fund | ** | 4,841 |
| | Blackrock | Equity Dividend Investor Fund | ** | 4,389 |
| | Calvert Investments | Equity Fund | ** | 12,743 |
| | Charles Schwab | Market Track Fund | ** | 2,568 |
| | Charles Schwab | S&P 500 Fund | ** | 2,535 |
| | Delaware Growth Funds | Select Growth Fund | ** | 4,358 |
| | Delaware Growth Funds | Small Mid Cap Growth Fund | ** | 3,315 |
| | Deutsche Bank | Emerging Market Fund | ** | 547,099 |
| | Deutsche Bank | U.S. Large Company Fund | ** | 6,105 |
| | Deutsche Bank | U.S. Small Cap Fund | ** | 131,863 |
| | DWS Investments | Global Real Estate Securities Fund | ** | 3,887 |
| | Eaton Vance | Floating Rate Fund | ** | 2,300 |
| | Fidelity Investments | Balanced Fund | ** | 11,661 |
| | Fidelity Investments | Growth Opportunity Fund | ** | 6,057 |
| | Fidelity Investments | Large Cap Fund | ** | 6,193 |
| | Harbor Funds | Bond Institutional Fund | ** | 6,584 |
| | Harbor Funds | Capital Appreciation Institutional Fund | ** | 284,521 |
| | Harbor Funds | International Institutional Fund | ** | 5,148 |
| | Invesco | Energy Investor Fund | ** | 1,234 |
| | Invesco | Global Health Care Fund | ** | 249 |
| | JPMorgan Chase & Co. | Growth Advantage Fund | ** | 5,264 |
| | JPMorgan Chase & Co. | Small Cap Value Fund | ** | 5,218 |
| | JPMorgan Chase & Co. | U.S. Equity Fund | ** | 196,520 |

(Continued)

| (b) Identity of Issuer, 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 |
|---|---|---|---|
| Legg Mason | Western Asset Core Plus Bond Fund | ** | $ 3,213 |
| Legg Mason | Western Asset Inflation Indexed Plus Bond Fund | ** | 3,817 |
| Lord Abbett and Co. | Value Opportunities Fund | ** | 2,177 |
| MFS Investment Management | Global Growth Fund | ** | 4,458 |
| MFS Investment Management | Global Total Return Fund | ** | 16,788 |
| MFS Investment Management | Massachusetts Investors Growth Stock Fund | ** | 291,061 |
| MFS Investment Management | Utility Fund | ** | 17,299 |
| MFS Investment Management | Value Fund | ** | 6,768 |
| Nationwide Financial Services, Inc. | International Index Institutional Fund | ** | 126,122 |
| Neuberger Berman Funds | Genesis Fund | ** | 2,201 |
| Neuberger Berman Funds | High Income Fund | ** | 1,057 |
| The Oakmark Funds | Oakmark Fund | ** | 273 |
| The Oakmark Funds | International Fund | ** | 4,897 |
| The Oakmark Funds | Select Fund | ** | 276 |
| Oppenheimer Funds | Commodity Strategy Total Return Fund | ** | 1,288 |
| Oppenheimer Funds | Gold & Special Minerals Fund | ** | 3,972 |
| Oppenheimer Funds | International Bond Fund | ** | 2,822 |
| Oppenheimer Funds | International Growth Fund | ** | 5,483 |
| Pacific Heights Asset Management | Permanent Portfolio Fund | ** | 24,616 |
| Pacific Investment Management Company | Commodity Real Return Strategy Fund | ** | 906 |
| Pacific Investment Management Company | Emerging Local Bond Institutional Fund | ** | 2,529 |
| Pacific Investment Management Company | High Yield Institutational Fund | ** | 2,504 |
| Pacific Investment Management Company | Real Return Institutional Fund | ** | 559,186 |
| Pacific Investment Management Company | Total Return Institutional Fund | ** | 3,895 |
| Parnassus Investments | Small Cap Fund | ** | 2,236 |
| Parnassus Investments | Workplace Fund | ** | 959 |
| Pioneer Equity Group | Equity Income Fund | ** | 4,777 |
| Principal Financial Group | Equity Income Institutional Fund | ** | 115,922 |
| Principal Financial Group | Large Cap Growth Institutional Fund | ** | 6,434 |
| Principal Financial Group | Large Cap S&P 500 Index Institutional Fund | ** | 1,510 |
| Principal Financial Group | Mid Cap Blend Institutional Fund | ** | 674,877 |
| Prudential Investment Management Services | Financial Services Fund | ** | 3,949 |
| Prudential Investment Management Services | Jennison Growth Fund | ** | 7,207 |
| Prudential Investment Management Services | Total Return Bond Fund | ** | 3,855 |
| Putnam Investments | Equity Income Fund | ** | 1,091 |
| Ridgeworth Investments | Total Return Bond Fund | ** | 246,672 |
| T. Rowe Price | Health Science Fund | ** | 2,329 |
| T. Rowe Price | New Horizons Fund | ** | 709,344 |
| T. Rowe Price | Small Cap Value Fund | ** | 4,558 |
| Touchstone Investments | Sands Capital Institutional Growth Fund | ** | 4,642 |
| Touchstone Investments | Sands Capital Select Growth Fund | ** | 4,331 |
| Turner Investments | Small Cap Growth Investment Fund | ** | 3,242 |
| Van Eck | International Investors Gold Fund | ** | 3,966 |
| Vanguard Group | 500 Index Fund | ** | 393,043 |
| Vanguard Group | Divident Growth Investor Fund | ** | 454,691 |
| Vanguard Group | Energy Investor Fund | ** | 3,187 |
| Vanguard Group | Equity Income Investor Fund | ** | 377,302 |
| Vanguard Group | GNMA Investor Fund | ** | 151,298 |
| Vanguard Group | Health Care Investor Fund | ** | 4,899 |
| Vanguard Group | Inflation-Protected Securities Fund | ** | 24,021 |
| Vanguard Group | International Growth Investors Fund | ** | 379,304 |
| Vanguard Group | Mid Cap Growth Investors Fund | ** | 154,327 |
| Vanguard Group | Select Value Investors Fund | ** | 83,766 |

(Continued)

| | (b) Identity of Issuer, 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 |
|---|---|---|---|---|
| | Vanguard Group | Small Cap Value Index Investors Fund | ** | $ 153,752 |
| | Vanguard Group | Target Retirement 2010 Fund | ** | 13,867 |
| | Vanguard Group | Target Retirement 2015 Fund | ** | 228,123 |
| | Vanguard Group | Target Retirement 2020 Fund | ** | 200,106 |
| | Vanguard Group | Target Retirement 2025 Fund | ** | 101,383 |
| | Vanguard Group | Target Retirement 2030 Fund | ** | 335,878 |
| | Vanguard Group | Target Retirement 2035 Fund | ** | 689,933 |
| | Vanguard Group | Target Retirement 2040 Fund | ** | 329,599 |
| | Vanguard Group | Target Retirement 2045 Fund | ** | 91,036 |
| | Vanguard Group | Target Retirement 2050 Fund | ** | 40,962 |
| | Vanguard Group | Target Retirement 2055 Fund | ** | 20,648 |
| | Vanguard Group | Target Retirement 2060 Fund | ** | 1 |
| | Vanguard Group | Target Retirement Income Fund | ** | 70,694 |
| | Vanguard Group | Target Retirement Fund | ** | 2,076 |
| | Vanguard Group | Total Bond Market Index Signal Fund | ** | 11,745 |
| | Vanguard Group | Total Stock Market Index Signal Fund | ** | 24,238 |
| | Wells Fargo | Discover Investor Fund | ** | 961 |
| | Wells Fargo | Emerging Market Equity Fund | ** | 3,449 |
| | Wells Fargo | Growth Fund | | 3,762 |
| | Yacktman Services | Focused Service Fund | ** | 12,267 |
| | | | | **8,584,003** |
| | **Common Stock** | | | |
| | Advanced Micro Devices, Inc. | 8,000 shares | ** | 19,200 |
| | Microsoft Corporation | 600 shares | ** | 16,026 |
| | | | | **35,226** |
| * | Notes receivable from participants | Interest rates ranging from 3.25% to 4.25% | | 292,472 |
| | | | | **$ 12,635,453** |

* Party-in-interest

** Self-directed investment

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Abrden Glbl Eq A | 5,575 | 5,979 |
| | Nationwide Life Ins Co | Allber Disc Gr K | 9,007 | 9,872 |
| | Nationwide Life Ins Co | Allber Hi Inc A | 4,201 | 4,634 |
| | Nationwide Life Ins Co | Allber SmCap Gr Adv | 8,994 | 9,872 |
| | Nationwide Life Ins Co | Allber SmCap Gr K | 8,979 | 9,872 |
| | Nationwide Life Ins Co | AmCent Infl Adj Bd A | 5,248 | 5,514 |
| | Nationwide Life Ins Co | AmCent Shtdrinflprtbd Inst | 4,980 | 5,044 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Amfds Am Bal R1 | 4,788 | 5,197 |
| | Nationwide Life Ins Co | Amfds Am Hi Inc Tr R1 | 4,788 | 5,251 |
| | Nationwide Life Ins Co | Amfds Am Mut R3 | 5,053 | 5,514 |
| | Nationwide Life Ins Co | Amfds Cap Wld Bd R6 | 1,781 | 1,859 |
| | Nationwide Life Ins Co | Amfds New Econ R1 | 4,788 | 5,498 |
| | Nationwide Life Ins Co | Amfds New Wld R1 | 4,788 | 5,418 |
| | Nationwide Life Ins Co | Amfds Us Govt Sec R3 | 4,788 | 4,841 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Blkrk Eq Divd Inv A | 4,201 | 4,389 |
| | Nationwide Life Ins Co | Clvrt Eq I | 11,316 | 12,743 |
| | Nationwide Life Ins Co | De Sel Gr A | 3,982 | 4,358 |
| | Nationwide Life Ins Co | De Smid Cap Gr A | 3,180 | 3,315 |
| | Nationwidei Life Ins Co | Dfa Emrg Mkt | 507,947 | 547,099 |
| | Nationwide Life Ins Co | Dfa Us Lg Co | 5,720 | 6,105 |
| | Nationwide Life Ins Co | Dfa Us Smcap | 121,982 | 131,863 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwidei Life Ins Co | Dws Rreff Glblrealest Seca | 3,306 | 3,887 |
| | Nationwide Life Ins Co | Drey Cash Mgt Inst | 3,550,796 | 3,535,961 |
| | Nationwide Life Ins Co | Ev Flotng Rt A | 2,189 | 2,300 |
| | Nationwide Life Ins Co | Fidadv Bal A | 11,348 | 11,661 |
| | Nationwide Life Inc Co | Fidadv Gr Oppr A | 5,857 | 6,057 |
| | Nationwide Life Ins Co | Fidadv Lgcap A | 5,857 | 6,193 |
| | Nationwide Life Ins Co | Harbor Bd Inst | 6,302 | 6,584 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Harbor Cap App Inst | 276,821 | 284,521 |
| | Nationwide Life Ins Co | Harbor Intl Inst | 4,699 | 5,148 |
| | Nationwide Life Ins Co | Invsco Enrgy Inv | 1,242 | 1,234 |
| | Nationwide Life Ins Co | Invsco Glbl Hlth Care A | 249 | 249 |
| | Nationwide Life Ins Co | Jpm Gr Advtg A | 5,273 | 5,264 |
| | Nationwide Life Ins Co | Jpm Smcap Val A | 4,702 | 5,218 |
| | Nationwide Life Ins Co | Jpm Us Eq R5 | 184,789 | 196,520 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Leggm Wstras Croplsbd I | 3,060 | 3,213 |
| | Nationwide Life Ins Co | Leggmwstrasinfindplsbdinst | 3,680 | 3,817 |
| | Nationwide Life Ins Co | Lrdabt Val Oppr A | 2,101 | 2,178 |
| | Nationwide Life Ins Co | Mfs Glbl Gr R1 | 4,201 | 4,458 |
| | Nationwide Life Ins Co | Mfs Glbl Ttl Rtn A | 15,762 | 16,788 |
| | Nationwide Life Ins Co | Mfs Mass Inv Gr Stk R4 | 268,822 | 291,061 |
| | Nationwide Life Ins Co | Mfs Util R1 | 15,762 | 17,299 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Mfs Val A | 6,248 | 6,768 |
| | Nationwide Life Ins Co | Mgrs Ycktmn Focs Svc | 11,339 | 12,267 |
| | Nationwide Life Ins Co | Nw Intl INdx Inst | 114,912 | 126,122 |
| | Nationwide Life Ins Co | Nw Mny Mkt Inst | 183,279 | 183,562 |
| | Nationwide Life Ins Co | Neuber Genesis Tr | 2,101 | 2,201 |
| | Nationwide Life Inc Co | Neuber Hi Inc A | 990 | 1,057 |
| | Nationwide Life Ins Co | Okmrk Fd II | 253 | 273 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Okmrk Intl II | 4,201 | 4,897 |
| | Nationwide Life Ins Co | Okmrk Sel II | 257 | 276 |
| | Nationwide Life Ins Co | Opp Comdty Strat Ttl Rtn A | 1,349 | 1,288 |
| | Nationwide Life Ins Co | Opp Gold Spec Mnrls A | 4,471 | 3,972 |
| | Nationwide Life Ins Co | Opp Intl Bd A | 2,632 | 2,822 |
| | Nationwide Life Ins Co | Opp Intl Gr A | 4,800 | 5,483 |
| | Nationwide Life Ins Co | PIMCO Comdtyrealrtnstrat A | 896 | 906 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | PIMCO Emrg Local Bd Inst | 2,233 | 2,529 |
| | Nationwide Life Ins Co | PIMCO Hi Yld Inst | 2,244 | 2,504 |
| | Nationwide Life Ins Co | PIMCO Real Rtn Inst | 530,161 | 559,186 |
| | Nationwide Life Ins Co | PIMCO Ttl Rtn Inst | 3,687 | 3,895 |
| | Nationwide Life Ins Co | Parnassus Smcap | 2,101 | 2,236 |
| | Nationwide Life Ins Co | Parnassus Wrkplc | 826 | 959 |
| | Nationwide Life Ins Co | Permanent Portfolio | 24,261 | 24,616 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Pionr Eq Inc A | 4,532 | 4,777 |
| | Nationwide Life Ins Co | Prncpl Eq Inc I Inst | 109,435 | 115,922 |
| | Nationwide Life Ins Co | Prncpl Lgcap Gr Inst | 6,103 | 6,434 |
| | Nationwide Life Ins Co | Prncpl Lgcapsp500indx Inst | 1,497 | 1,510 |
| | Nationwide Life Ins Co | Prncpl Mdcap Blnd Inst | 608,871 | 674,877 |
| | Nationwide Life Ins Co | Prudntl Fin Svc A | 3,532 | 3,949 |
| | Nationwide Life Ins Co | Prudntl Jsisn Gr A | 6,827 | 7,207 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Prudntl Ttl Rtn Bd A | 3,691 | 3,855 |
| | Nationwide Life Ins Co | Ptnm Eq Inc A | 1,013 | 1,091 |
| | Nationwide Life Ins Co | Rdgwrth Ttl Rtn Bd I | 241,152 | 246,672 |
| | Nationwide Life Ins Co | Trowepr Hlth Scnc | 2,307 | 2,329 |
| | Nationwide Life Ins Co | Trowepr New Hrizns | 671,941 | 709,344 |
| | Nationwide Life Ins Co | Trowepr Smcap Val | 4,201 | 4,558 |
| | Nationwide Life Ins Co | Tchstn Sands Cap Inst Gr | 4,621 | 4,642 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Tchstn Sands Cap Sel Gr Z | 4,295 | 4,331 |
| | Nationwide Life Ins Co | Turner Smcap Gr Inv | 3,093 | 3,242 |
| | Nationwide Life Ins Co | Vaneck Intl Inv Gold A | 4,472 | 3,966 |
| | Nationwide Life Ins Co | Vngrd 500 Incx Sgnl | 370,484 | 393,043 |
| | Nationwide Life Ins Co | Vngrd Divd Gr Inv | 432,459 | 454,691 |
| | Nationwide Life Ins Co | Vngrd Enrgy Inv | 3,231 | 3,187 |
| | Nationwide Life Ins Co | Vngrd Eq Inc Inv | 352,267 | 377,302 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Vngrd Gnma Inv | 149,600 | 151,298 |
| | Nationwide Life Ins Co | Vngrd Hlth Care Inv | 4,471 | 4,899 |
| | Nationwide Life Ins Co | Vngrd Infl Prtct Sec Inv | 23,414 | 24,021 |
| | Nationwide Life Ins Co | Vngrd Intl Gr Inv | 342,706 | 379,304 |
| | Nationwide Life Ins Co | Vngrd Mdcap Gr Indx Inv | 144,354 | 154,327 |
| | Nationwide Life Ins Co | Vngrd Sel Val Inv | 78,139 | 83,766 |
| | Nationwide Life Ins Co | Vngrd Smcap Val Indx Inv | 140,155 | 153,752 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Vngrd Trgt Rtmt 2010 | 13,357 | 13,867 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2015 | 217,249 | 228,123 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2020 | 190,412 | 200,106 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2025 | 97,234 | 101,383 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2030` | 313,624 | 335,878 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2035 | 633,888 | 689,933 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2040 | 309,828 | 329,599 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2045 | 85,094 | 91,036 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2050 | 38,106 | 40,962 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2055 | 19,599 | 20,648 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt 2060 | 1 | 1 |
| | Nationwide Life Ins Co | Vngrd Trgt Rtrmt Inc | 67,717 | 70,694 |
| | Nationwide Life Ins Co | Vngrd Ttl Bd Mkt Indx Sgnl | 11,717 | 11,745 |
| | Nationwide Life Ins Co | Vngrd Ttl Stkmkt Indx Sgnl | 23,434 | 24,238 |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| (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 |
|---|---|---|---|---|
| | Nationwide Life Ins Co | Wfa Disc Inv | 883 | 961 |
| | Nationwide Life Ins Co | Wfa Emrg Mkt Eq A | 3,234 | 3,449 |
| | Nationwide Life Ins Co | Wfa Gr A | 3,468 | 3,762 |
| | Nationwide Life Ins Co | Loan Fund | | 292,472 |
| | | | | |
| | | | | |
| | | | | |

**Attachment to 2012 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Acquired or Disposed of Within Year)**

**Plan Name** Netspend Corporation 401(k) Plan **EIN:** 74-2907514
**Plan Sponsor's Name** Netspend Corporation **PN:** 001

| **(a)** Identity of issue, borrower, lessor, or similar party | **(b)** Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | **(c)** Cost of acquisitions | **(d)** Proceeds of dispositions |
|---|---|---|---|
| American Funds | Drey Cash Mgt Inst | 9,878,895 | 9,878,895 |
| | | | |
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