

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>JIVE SOFTWARE 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/2006</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COOLSERVLETS, INC. D/B/A JIVE SOFTWARE</u> <u>325 LYTTON AVENUE</u> <u>SUITE 200</u> <u>PALO ALTO, CA 94301</u>	2b Employer Identification Number (EIN) <u>42-1515522</u> 2c Sponsor's telephone number <u>650-319-4390</u> 2d Business code (see instructions) <u>511210</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>CHRISTIAN REED</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>CHRISTIAN REED</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address COOLSERVLETS, INC. D/B/A JIVE SOFTWARE 325 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301		3b Administrator's EIN 42-1515522
		3c Administrator's telephone number 650-319-4390
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 464
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	461
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	107
d Subtotal. Add lines 6a , 6b , and 6c	6d	568
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	568
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	449
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2K 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>JIVE SOFTWARE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOLSERVLETS, INC. D/B/A JIVE SOFTWARE</u>	D Employer Identification Number (EIN) <u>42-1515522</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	6181	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>JIVE SOFTWARE 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOLSERVLETS, INC. D/B/A JIVE SOFTWARE</u>	D Employer Identification Number (EIN) <u>42-1515522</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	54474
	(2) Participant contributions	1b(2)	0	117411
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	256762	302139
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	106255	165170
	(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)	9735047	16153919
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10098064	16793113

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10098064	16793113
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1643912	
(B) Participants	2a(1)(B)	3831383	
(C) Others (including rollovers)	2a(1)(C)	706900	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6182195
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	27	
(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)	5391	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5418
(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)	362696	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		362696
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1396452
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7946761

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1245429	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1245429
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6283	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6283
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1251712

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6695049
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **KPMG, LLP**

(2) EIN: **13-5565207**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>JIVE SOFTWARE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOLSERVLETS, INC. D/B/A JIVE SOFTWARE</u>	D Employer Identification Number (EIN) <u>42-1515522</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



JIVE SOFTWARE 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

JIVE SOFTWARE 401(k) PLAN

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KPMG LLP
Suite 3800
1300 South West Fifth Avenue
Portland, OR 97201

Independent Auditors' Report

The Audit Committee
Jive Software 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Jive Software 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 statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 7, which was certified by Fidelity Managements Trust Company, the trustee of the Plan as of December 31, 2012 and 2011, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, 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.



Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on the 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 trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 14, 2013

JIVE SOFTWARE 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 16,456,059	9,991,809
Receivables:		
Participants' contribution	117,411	—
Employer's contribution	<u>54,474</u>	<u>—</u>
	171,885	—
Notes receivable from participants	<u>165,170</u>	<u>106,255</u>
Net assets available for benefits	<u><u>\$ 16,793,114</u></u>	<u><u>10,098,064</u></u>

See accompanying notes to financial statements.

JIVE SOFTWARE 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 1,396,453
Interest and dividends	<u>362,723</u>
Total investment income	<u>1,759,176</u>

Contributions:

Participant contributions	3,831,383
Rollover contributions	706,900
Employer contributions	<u>1,643,912</u>
Total contributions	<u>6,182,195</u>

Interest on notes receivable from participants	<u>5,391</u>
Total additions	<u>7,946,762</u>

Deductions:

Benefits paid to participants	1,245,429
Administrative expenses	<u>6,283</u>
Total deductions	<u>1,251,712</u>

Net increase in net assets available for benefits	6,695,050
---	-----------

Net assets available for benefits, beginning of year	<u>10,098,064</u>
Net assets available for benefits, end of year	<u><u>\$ 16,793,114</u></u>

See accompanying notes to financial statements.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the Jive Software 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The plan sponsor and plan administrator is Jive Software, Inc. (the Company). Fidelity Management Trust Company serves as the trustee. The custodian is Fidelity Investments Institutional Operations Company, Inc. (Fidelity Investments).

(a) General

The Plan is a defined-contribution plan covering all employees of the Company who are age 21 or older. The eligible employees may start to participate in the Plan the first day of the month following employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute up to 90% of pretax annual eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may transfer pretax amounts from other qualified defined-benefit or defined-contribution plans. The Company matches 100% of the first 3% of participant deferrals and up to 50% of the next 2%. Contributions shall not exceed the maximum allowed as a deduction for federal tax purposes.

(c) Participant Accounts

A separate account is maintained for each plan participant. Participants direct the investment elections within their accounts. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of the Plan's net earnings. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. The participant accounts are valued daily.

(d) Vesting

Participants are vested immediately in their contributions, the Company's matching contributions, and actual earnings thereon.

(e) Notes Receivable from Participants

The Plan has a loan provision allowing participants access to funds. Loans can be no less than \$1,000 and cannot exceed the lesser of \$50,000 or 50% of a participant's account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 8.25% for loans outstanding at December 31, 2012, maturing through 2022.

(f) Payment of Benefits

Benefits are payable upon retirement, disability, or death in the form of a lump-sum payment. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In addition, hardship withdrawals are permitted if

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

certain criteria are met. Participants with hardship withdrawals are prohibited from making contributions to the Plan for 6 months after receipts of the hardship distributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold during the year as well as the change in unrealized (depreciation) appreciation on those investments from one period to the next.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Investment Risk

The plan assets are invested in a variety of investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

(e) Administrative Expenses

The Company pays administrative fees related to maintaining the Plan as a whole. Loan setup fees and other fees related to participant-specific transactions are paid by the Plan through the participant's account.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(g) *Notes Receivable from Participants*

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Notes receivable from participants that are in default are recorded as distributions when the participant separates from service.

(h) *Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(3) **Investments**

Investments representing more than 5% of net assets available for benefits at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Blue Chip Growth Fund	\$ 699,335	521,176
Fidelity Contra Fund	1,264,610	837,608
Fidelity Freedom 2035 Fund	1,238,752	563,252
Fidelity Freedom 2040 Fund	1,081,742	485,975
Fidelity Freedom 2045 Fund	849,116	350,724
Fidelity Growth Company Fund	1,048,892	582,681
Fidelity Intermediate Bond Fund	741,711	632,976
Investment appreciation detail/allocation:		
Mutual funds	\$ 1,396,453	

(4) **Fair Value Measurements**

Accounting Standards Codification Topic 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

Interest-Bearing Cash: Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Investments at fair value			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 302,140	—	—	302,140
Mutual funds:				
Asset allocation funds	4,873,520	—	—	4,873,520
Growth funds	7,784,510	—	—	7,784,510
Growth and income funds	941,421	—	—	941,421
Income funds	1,356,121	—	—	1,356,121
Index funds	1,198,347	—	—	1,198,347
	<u>\$ 16,456,059</u>	<u>—</u>	<u>—</u>	<u>16,456,059</u>

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Interest-bearing cash	\$ 256,762	—	—	256,762
Mutual funds:				
Asset allocation funds	2,318,853	—	—	2,318,853
Growth funds	5,039,194	—	—	5,039,194
Growth and income funds	604,793	—	—	604,793
Income funds	1,117,800	—	—	1,117,800
Index funds	654,407	—	—	654,407
	<u>\$ 9,991,809</u>	<u>—</u>	<u>—</u>	<u>9,991,809</u>

(5) Income Tax Status

The Plan uses a prototype plan document provided by Fidelity. Fidelity received an opinion letter from the Internal Revenue Service (IRS), which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) 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 administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 2010.

(6) Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(7) Information Certified by the Trustee of the Plan

Information contained in the accompanying financial statements and supplemental schedule, which was certified by Fidelity Management Trust Company, the trustee, as complete and accurate as of December 31, 2012 and 2011 and for the year ended December 31, 2012 in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA is as follows:

- Investments, at fair value
- Notes receivable from participants
- Net appreciation in fair value of investments
- Interest and dividends
- Interest on notes receivable from participants
- Investments (note 3)
- Fair value measurements (note 4)
- Schedule H, line 4i – schedule of assets (held at end of year)

(8) Subsequent Events

The Jive Software 401(k) Plan was restated under a new plan document April 30, 2013. The new plan, Jive Software 401(k) Plan, took effect May 1, 2013. The change in Plan was based on an analysis of the current platform, fees, funds and their performance, and Jive's growth trajectory, and provides plan enhancements to meet the needs of Jive's employees. The Plan was also changed to allow participants to designate all or a portion of their elective deferrals as Roth 401(k) contributions. Fidelity Management Trust Company continues to serve as the trustee of the new Plan. Fidelity Investments Institutional Operations Company, Inc. (Fidelity Investments) continues to serve as the custodian of the new Plan.

The Plan evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

JIVE SOFTWARE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer, borrower, lessor, or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Current value
	Interest-bearing cash:	
* Fidelity Investments	Fidelity Money Market Trust Retirement Money Market Portfolio	\$ 302,140
	Mutual fund:	
* Fidelity Investments	Fidelity Blue Chip Growth Fund	699,335
* Fidelity Investments	Fidelity Contrafund	1,264,610
* Fidelity Investments	Fidelity Dividend Growth Fund	276,041
* Fidelity Investments	Fidelity Equity Dividend Income Fund	129,182
* Fidelity Investments	Fidelity Equity-Income Fund	125,920
* Fidelity Investments	Fidelity Export and Multinational Fund	475,603
* Fidelity Investments	Fidelity Fifty Fund	111,921
* Fidelity Investments	Fidelity Freedom 2000 Fund	79,321
* Fidelity Investments	Fidelity Freedom 2005 Fund	10,005
* Fidelity Investments	Fidelity Freedom 2010 Fund	49,667
* Fidelity Investments	Fidelity Freedom 2015 Fund	50,401
* Fidelity Investments	Fidelity Freedom 2020 Fund	147,163
* Fidelity Investments	Fidelity Freedom 2025 Fund	160,237
* Fidelity Investments	Fidelity Freedom 2030 Fund	603,900
* Fidelity Investments	Fidelity Freedom 2035 Fund	1,238,752
* Fidelity Investments	Fidelity Freedom 2040 Fund	1,081,742
* Fidelity Investments	Fidelity Freedom 2045 Fund	849,116
* Fidelity Investments	Fidelity Freedom 2050 Fund	446,173
* Fidelity Investments	Fidelity Freedom 2055 Fund	21,604
* Fidelity Investments	Fidelity Freedom Income Fund	135,439
* Fidelity Investments	Fidelity Fund	85,904
* Fidelity Investments	Fidelity Growth Company Fund	1,048,892
* Fidelity Investments	Fidelity Growth Strategies Fund	124,422
* Fidelity Investments	Fidelity Intermediate Bond Fund	741,711
* Fidelity Investments	Fidelity International Capital Appreciation Fund	445,597
* Fidelity Investments	Fidelity Investment Grade Bond Fund	512,248
* Fidelity Investments	Fidelity Large Cap Stock Fund	203,546
* Fidelity Investments	Fidelity Mid-Cap Stock Fund	658,609
* Fidelity Investments	Fidelity OTC Portfolio	503,491
* Fidelity Investments	Fidelity Overseas Fund	541,003
* Fidelity Investments	Fidelity Puritan Fund	270,326
* Fidelity Investments	Fidelity Real Estate Investment Portfolio	415,993
* Fidelity Investments	Fidelity Short-Term Bond Fund	102,162
* Fidelity Investments	Fidelity Small Cap Discovery Fund	547,420
* Fidelity Investments	Fidelity Small Cap Value Fund	327,760
* Fidelity Investments	Fidelity Value Fund	251,273
* Fidelity Investments	Fidelity Value Strategies Fund	219,083
* Fidelity Investments	Spartan Extended Market Index Fund - Fidelity Advantage Class	475,007
* Fidelity Investments	Spartan Total Market Index Fund - Fidelity Advantage Class	723,340
	Total mutual funds	<u>16,153,919</u>
* Plan participants	Notes receivable from participants:	
	Notes receivable from participants with interest from 4.25% to 8.25% and maturing through 2022	165,170
	Total	\$ <u>16,621,229</u>

* Represents a party in interest transaction as of December 31, 2012

See accompanying independent auditors' report.



JIVE SOFTWARE 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

JIVE SOFTWARE 401(k) PLAN

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KPMG LLP
Suite 3800
1300 South West Fifth Avenue
Portland, OR 97201

Independent Auditors' Report

The Audit Committee
Jive Software 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Jive Software 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 statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 7, which was certified by Fidelity Managements Trust Company, the trustee of the Plan as of December 31, 2012 and 2011, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, 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.



Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on the 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 trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 14, 2013

JIVE SOFTWARE 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 16,456,059	9,991,809
Receivables:		
Participants' contribution	117,411	—
Employer's contribution	<u>54,474</u>	<u>—</u>
	171,885	—
Notes receivable from participants	<u>165,170</u>	<u>106,255</u>
Net assets available for benefits	<u><u>\$ 16,793,114</u></u>	<u><u>10,098,064</u></u>

See accompanying notes to financial statements.

JIVE SOFTWARE 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 1,396,453
Interest and dividends	<u>362,723</u>
Total investment income	<u>1,759,176</u>

Contributions:

Participant contributions	3,831,383
Rollover contributions	706,900
Employer contributions	<u>1,643,912</u>
Total contributions	<u>6,182,195</u>

Interest on notes receivable from participants	<u>5,391</u>
Total additions	<u>7,946,762</u>

Deductions:

Benefits paid to participants	1,245,429
Administrative expenses	<u>6,283</u>
Total deductions	<u>1,251,712</u>

Net increase in net assets available for benefits	6,695,050
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Net assets available for benefits, beginning of year	<u>10,098,064</u>
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Net assets available for benefits, end of year	<u><u>\$ 16,793,114</u></u>
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See accompanying notes to financial statements.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the Jive Software 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The plan sponsor and plan administrator is Jive Software, Inc. (the Company). Fidelity Management Trust Company serves as the trustee. The custodian is Fidelity Investments Institutional Operations Company, Inc. (Fidelity Investments).

(a) General

The Plan is a defined-contribution plan covering all employees of the Company who are age 21 or older. The eligible employees may start to participate in the Plan the first day of the month following employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute up to 90% of pretax annual eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may transfer pretax amounts from other qualified defined-benefit or defined-contribution plans. The Company matches 100% of the first 3% of participant deferrals and up to 50% of the next 2%. Contributions shall not exceed the maximum allowed as a deduction for federal tax purposes.

(c) Participant Accounts

A separate account is maintained for each plan participant. Participants direct the investment elections within their accounts. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of the Plan's net earnings. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. The participant accounts are valued daily.

(d) Vesting

Participants are vested immediately in their contributions, the Company's matching contributions, and actual earnings thereon.

(e) Notes Receivable from Participants

The Plan has a loan provision allowing participants access to funds. Loans can be no less than \$1,000 and cannot exceed the lesser of \$50,000 or 50% of a participant's account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 8.25% for loans outstanding at December 31, 2012, maturing through 2022.

(f) Payment of Benefits

Benefits are payable upon retirement, disability, or death in the form of a lump-sum payment. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In addition, hardship withdrawals are permitted if

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

certain criteria are met. Participants with hardship withdrawals are prohibited from making contributions to the Plan for 6 months after receipts of the hardship distributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold during the year as well as the change in unrealized (depreciation) appreciation on those investments from one period to the next.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Investment Risk

The plan assets are invested in a variety of investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

(e) Administrative Expenses

The Company pays administrative fees related to maintaining the Plan as a whole. Loan setup fees and other fees related to participant-specific transactions are paid by the Plan through the participant's account.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(g) *Notes Receivable from Participants*

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Notes receivable from participants that are in default are recorded as distributions when the participant separates from service.

(h) *Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(3) **Investments**

Investments representing more than 5% of net assets available for benefits at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Blue Chip Growth Fund	\$ 699,335	521,176
Fidelity Contra Fund	1,264,610	837,608
Fidelity Freedom 2035 Fund	1,238,752	563,252
Fidelity Freedom 2040 Fund	1,081,742	485,975
Fidelity Freedom 2045 Fund	849,116	350,724
Fidelity Growth Company Fund	1,048,892	582,681
Fidelity Intermediate Bond Fund	741,711	632,976
Investment appreciation detail/allocation:		
Mutual funds	\$ 1,396,453	

(4) **Fair Value Measurements**

Accounting Standards Codification Topic 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

Interest-Bearing Cash: Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Investments at fair value			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 302,140	—	—	302,140
Mutual funds:				
Asset allocation funds	4,873,520	—	—	4,873,520
Growth funds	7,784,510	—	—	7,784,510
Growth and income funds	941,421	—	—	941,421
Income funds	1,356,121	—	—	1,356,121
Index funds	1,198,347	—	—	1,198,347
	<u>\$ 16,456,059</u>	<u>—</u>	<u>—</u>	<u>16,456,059</u>

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Interest-bearing cash	\$ 256,762	—	—	256,762
Mutual funds:				
Asset allocation funds	2,318,853	—	—	2,318,853
Growth funds	5,039,194	—	—	5,039,194
Growth and income funds	604,793	—	—	604,793
Income funds	1,117,800	—	—	1,117,800
Index funds	654,407	—	—	654,407
	<u>\$ 9,991,809</u>	<u>—</u>	<u>—</u>	<u>9,991,809</u>

(5) Income Tax Status

The Plan uses a prototype plan document provided by Fidelity. Fidelity received an opinion letter from the Internal Revenue Service (IRS), which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) 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 administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 2010.

(6) Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

JIVE SOFTWARE 401(k) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(7) Information Certified by the Trustee of the Plan

Information contained in the accompanying financial statements and supplemental schedule, which was certified by Fidelity Management Trust Company, the trustee, as complete and accurate as of December 31, 2012 and 2011 and for the year ended December 31, 2012 in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA is as follows:

- Investments, at fair value
- Notes receivable from participants
- Net appreciation in fair value of investments
- Interest and dividends
- Interest on notes receivable from participants
- Investments (note 3)
- Fair value measurements (note 4)
- Schedule H, line 4i – schedule of assets (held at end of year)

(8) Subsequent Events

The Jive Software 401(k) Plan was restated under a new plan document April 30, 2013. The new plan, Jive Software 401(k) Plan, took effect May 1, 2013. The change in Plan was based on an analysis of the current platform, fees, funds and their performance, and Jive's growth trajectory, and provides plan enhancements to meet the needs of Jive's employees. The Plan was also changed to allow participants to designate all or a portion of their elective deferrals as Roth 401(k) contributions. Fidelity Management Trust Company continues to serve as the trustee of the new Plan. Fidelity Investments Institutional Operations Company, Inc. (Fidelity Investments) continues to serve as the custodian of the new Plan.

The Plan evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

JIVE SOFTWARE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer, borrower, lessor, or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Current value
	Interest-bearing cash:	
* Fidelity Investments	Fidelity Money Market Trust Retirement Money Market Portfolio	\$ 302,140
	Mutual fund:	
* Fidelity Investments	Fidelity Blue Chip Growth Fund	699,335
* Fidelity Investments	Fidelity Contrafund	1,264,610
* Fidelity Investments	Fidelity Dividend Growth Fund	276,041
* Fidelity Investments	Fidelity Equity Dividend Income Fund	129,182
* Fidelity Investments	Fidelity Equity-Income Fund	125,920
* Fidelity Investments	Fidelity Export and Multinational Fund	475,603
* Fidelity Investments	Fidelity Fifty Fund	111,921
* Fidelity Investments	Fidelity Freedom 2000 Fund	79,321
* Fidelity Investments	Fidelity Freedom 2005 Fund	10,005
* Fidelity Investments	Fidelity Freedom 2010 Fund	49,667
* Fidelity Investments	Fidelity Freedom 2015 Fund	50,401
* Fidelity Investments	Fidelity Freedom 2020 Fund	147,163
* Fidelity Investments	Fidelity Freedom 2025 Fund	160,237
* Fidelity Investments	Fidelity Freedom 2030 Fund	603,900
* Fidelity Investments	Fidelity Freedom 2035 Fund	1,238,752
* Fidelity Investments	Fidelity Freedom 2040 Fund	1,081,742
* Fidelity Investments	Fidelity Freedom 2045 Fund	849,116
* Fidelity Investments	Fidelity Freedom 2050 Fund	446,173
* Fidelity Investments	Fidelity Freedom 2055 Fund	21,604
* Fidelity Investments	Fidelity Freedom Income Fund	135,439
* Fidelity Investments	Fidelity Fund	85,904
* Fidelity Investments	Fidelity Growth Company Fund	1,048,892
* Fidelity Investments	Fidelity Growth Strategies Fund	124,422
* Fidelity Investments	Fidelity Intermediate Bond Fund	741,711
* Fidelity Investments	Fidelity International Capital Appreciation Fund	445,597
* Fidelity Investments	Fidelity Investment Grade Bond Fund	512,248
* Fidelity Investments	Fidelity Large Cap Stock Fund	203,546
* Fidelity Investments	Fidelity Mid-Cap Stock Fund	658,609
* Fidelity Investments	Fidelity OTC Portfolio	503,491
* Fidelity Investments	Fidelity Overseas Fund	541,003
* Fidelity Investments	Fidelity Puritan Fund	270,326
* Fidelity Investments	Fidelity Real Estate Investment Portfolio	415,993
* Fidelity Investments	Fidelity Short-Term Bond Fund	102,162
* Fidelity Investments	Fidelity Small Cap Discovery Fund	547,420
* Fidelity Investments	Fidelity Small Cap Value Fund	327,760
* Fidelity Investments	Fidelity Value Fund	251,273
* Fidelity Investments	Fidelity Value Strategies Fund	219,083
* Fidelity Investments	Spartan Extended Market Index Fund - Fidelity Advantage Class	475,007
* Fidelity Investments	Spartan Total Market Index Fund - Fidelity Advantage Class	723,340
	Total mutual funds	<u>16,153,919</u>
* Plan participants	Notes receivable from participants:	
	Notes receivable from participants with interest from 4.25% to 8.25% and maturing through 2022	165,170
	Total	\$ <u><u>16,621,229</u></u>

* Represents a party in interest transaction as of December 31, 2012

See accompanying independent auditors' report.