

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan SOURCEPOINTE RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/2006</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/2006	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 01/01/2006					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SOURCEPOINTE, LLC 2000-B SOUTHBRIDGE PKWY, STE 200 BIRMINGHAM, AL 35209	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 90-0101397</td> </tr> <tr> <td>2c Sponsor's telephone number 205-868-1557</td> </tr> <tr> <td>2d Business code (see instructions) 561300</td> </tr> </table>	2b Employer Identification Number (EIN) 90-0101397	2c Sponsor's telephone number 205-868-1557	2d Business code (see instructions) 561300	
2b Employer Identification Number (EIN) 90-0101397					
2c Sponsor's telephone number 205-868-1557					
2d Business code (see instructions) 561300					

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.	10/15/2013	ROBERT D. PIERCE, JR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 131
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	157
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	34
d Subtotal. Add lines 6a , 6b , and 6c	6d	192
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	192
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	125
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
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) ☒ 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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 SOURCEPOINTE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SOURCEPOINTE, LLC	D Employer Identification Number (EIN) 90-0101397	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	932050	2	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
207	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
STERNE AGEE & LEACH 2 PERIMETER PARK S STE 100W
 BIRMINGHAM, AL 35243

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
140			7

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
NEXT FINANCIAL GROUP, INC. 2500 WILCREST DRIVE SUITE 620
 HOUSTON, TX 77042

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
67			7

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	3904

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE

b Balance at the end of the previous year	7b	57844
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c Additions: (1) Contributions deposited during the year	7c(1)	0
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	835
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)	7c(5)	0

▶ LOAN REPAYMENT

(6) Total additions	7c(6)	835
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d Total of balance and additions (add lines 7b and 7c(6))	7d	58679
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	52842
(2) Administration charge made by carrier	7e(2)	1934
(3) Transferred to separate account	7e(3)	0
(4) Other (specify below)	7e(4)	0

▶ EXCESS CONTRIB REFUND SURRENDER

(5) Total deductions	7e(5)	54776
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	3903
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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>SOURCEPOINTE RETIREMENT 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>SOURCEPOINTE, LLC</u>	D Employer Identification Number (EIN) <u>90-0101397</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)

PROFESSIONAL CAPITAL SERVICES

23-3038464

(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?
12 13 15 16 17 36 37 38 64		25991	Yes ☒ No ☐	Yes ☒ No ☐	25991	Yes ☐ No ☒

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

TRANSAMERICA FINANCIAL LIFE

36-6071399

(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 37 52 62 64 67	RECORDKEEPER	4082	Yes ☒ No ☐	Yes ☒ No ☐	4082	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>SOURCEPOINTE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SOURCEPOINTE, LLC</u>	D Employer Identification Number (EIN) <u>90-0101397</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIDELITY ADVISOR EQUITY INCOME INV</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-296</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MORGAN STANLEY GROWTH RET ACCT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-305</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WMC QUALITY GROWTH EQUITY RET ACCT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-307</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WMC CORE EQUITY RET ACCT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-309</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AEGON BALANCED RET ACCT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-310</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AEGON BOND RET ACCT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-312</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRANSAMERICA PARTNERS HIGH YIELD BD</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INS</u>			
c EIN-PN <u>36-6071399-102</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES BOND RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-107	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO SMALL CAP GROWTH INV ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS SMALL CAP VALUE RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-136	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS STOCK INDEX		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS WASHINGTON MUTUAL		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-140	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AMCAP INV ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-146	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS BALANCED INV ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-158	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY LARGE COMPANY VAL		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-439	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA INV ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-403	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN UTILITIES INV ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS		
c EIN-PN 36-6071399-354	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO CAP APPRECIATION RET ACCT**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS MID CAP OPPORTUNITIES**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-446	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - CON**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - MOD**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-037	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - MOD**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-038	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - GRO**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-039	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD REIT INDEX RET ACCT**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INS

c EIN-PN 36-6071399-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2012</div> 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 SOURCEPOINTE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SOURCEPOINTE, LLC	D Employer Identification Number (EIN) 90-0101397	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	52972	49523
(2) Participant contributions	1b(2)	77921	84285
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14655	67438
(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)	40320	15549
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	47865	
(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)	1758033	2497433
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	57844	28082
(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	2049610	2742310

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	2049610	2742310
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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)	173196	
(B) Participants	2a(1)(B)	390999	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		564195
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	579	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		579
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)	284979	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		284979

		(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		849753

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	233903	
(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)		233903
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		33461
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	26778	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		26778
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		294142

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		555611
l Transfers of assets:			
(1) To this plan.....	2l(1)		137089
(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: CULOTTA SCROGGINS HENDRICKS GILLESPIE

(2) EIN: 62-1210711

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

AMSOURCE MULTIPLE EMPLOYER 401K PLAN

AUTOMATIC DATA PROCESSING INC RETIRE

5b(2) EIN(s)	5b(3) PN(s)
63-1035870	001
22-1467904	002

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>SOURCEPOINTE RETIREMENT 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>SOURCEPOINTE, LLC</u>	D Employer Identification Number (EIN) <u>90-0101397</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>36-6071399</u> <u>90-0101397</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☒ No	☐ N/A

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

SOURCEPOINTE RETIREMENT PLAN

BIRMINGHAM, ALABAMA

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

SourcePointe Retirement Plan
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Years Ended December 31, 2012 and 2011

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Culotta, Scroggins, Hendricks & Gillespie, PC

INDEPENDENT AUDITOR'S REPORT

Trustees and Administrator
SourcePointe Retirement Plan
SourcePointe, LLC
2000B Southbridge Parkway, Suite 200
Birmingham, AL 35209

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SourcePointe Retirement Plan, which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits (modified cash basis) 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for 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 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 7, which was certified by TD Ameritrade Trust Company, the trustee of the Plan (as of December 31, 2012 and 2011) and Transamerica Financial Life Insurance Company, (trustee for the three months ended March 31, 2011), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustees 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), and Schedule H, Line 4j – Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Our opinion is not modified with respect to that matter.

Culotta, Scroggins, Hendricks & Gillespie, P.C.



Certified Public Accountants

October 14, 2013

SOURCEPOINTE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
- MODIFIED CASH BASIS
AS OF DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS (at fair value)		
Mutual funds	\$ 2,497,433	\$ 1,758,033
Money market	67,438	14,655
Pooled separate accounts	-	47,865
Stable value fund	28,082	57,844
RECEIVABLES		
Participant notes receivable	15,549	40,320
Employer contribution receivable	49,523	52,972
Employee contribution receivable	84,285	77,921
TOTAL ASSETS	<u>2,742,310</u>	<u>2,049,610</u>
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 2,742,310</u></u>	<u><u>\$ 2,049,610</u></u>

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
- MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

INVESTMENT INCOME

Net appreciation in fair value of investments	\$ 284,979
Interest from participant loans	579
Total Investment Income (Loss)	<u>285,558</u>

CONTRIBUTIONS

Employer	173,196
Employee	390,999
Rollover contributions - transfers in	137,089
Total Contributions	<u>701,284</u>

Total Additions	<u>986,842</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	233,903
Distributions - participant notes receivable	33,461
Administrative expenses	<u>26,778</u>

Total Deductions	<u>294,142</u>
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Net increase	692,700
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Net Assets Available for Benefits:

Beginning of year	<u>2,049,610</u>
End of year	<u><u>\$ 2,742,310</u></u>

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 1. DESCRIPTION OF PLAN

The following description of SourcePointe (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- A. General – The Plan is a multiple employer defined contribution plan sponsored by SourcePointe LLC (a professional employer organization holding company) which allows the adoption of the plan by certain employers who elect to participate. The principal employer adoption agreement makes the plan available to eligible employees who have met the employer's age and employment requirement. These requirements are determined by each employer. An employer who adopts the plan may make modifications to lessen but not increase the age or service period required to be eligible to participate. The Plan is an employee retirement plan that incorporates the deferral provisions of Section 401(k) of the Internal Revenue Code, and is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).
- B. Contributions - Each year, participants may contribute a percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make a discretionary matching contribution, as determined by the employer, of the compensation that a participant elects to contribute to the Plan. Contributions are subject to certain limitations.
- C. Participant Accounts - Each participant's account is credited with the participant's contribution, employer's contributions, and plan earnings thereon and charged with an allocation of administrative expenses. Matching contributions are based on a percentage determined by the employer. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- D. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested 100 percent after six years or more of credited service. Vested funds are available for withdrawal at retirement, termination, or when certain withdrawal specifications are met. The federal and state income taxes of the participants are deferred on the contributions until the funds are withdrawn from the Plan.
- E. Payment of Benefits - Upon retirement, death, or disability, the participant (or beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account. If employment is terminated for reasons other than retirement, death, or disability, participants may be entitled to all or part of their account, depending on their vested percentage, in the form of a lump-sum distribution. The Plan includes provisions for certain hardship withdrawals.
- F. Administration - The Plan's Sponsor is the Company. The Plan's administrator and record-keeper is Professional Capital Services (PCS). Transamerica Life Insurance Company was the trustee of the Plan's assets from the period January 1, 2011 to March 31, 2011. TD Ameritrade Trust Company, which is the Plan's trustee as of December 31, 2012 and 2011 became trustee of the Plan's assets on April 1, 2011.

**SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011**

NOTE 1. DESCRIPTION OF PLAN - Continued

- G. Forfeited Accounts - At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$29,381 and \$14,655, respectively. These accounts were used to first reduce administrative expenses followed by employer contributions that would otherwise be paid by the Company. An employee has a forfeiture date on the last day of five consecutive one-year breaks in service. Upon termination, if an employee is paid their vested balance, any unvested balance in matching contributions is forfeited. The Plan includes provisions to allow forfeited balances to be restored upon re-hire.
- H. Participant Notes Receivable – Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are to be secured by the balance in the participant's account and will bear interest at rates comparable to those identifiable from commercial institutions for similar loans. Generally, payments of principal and interest are to be paid ratably through payroll deductions. Payments must be made at least on a quarterly basis. Loan terms will not exceed five years unless the loan is for the purchase of a principal residence in which case the term will be determined at the time the loan is approved. Outstanding loans to participants were \$15,549 and \$40,320 as of December 31, 2012 and 2011, respectively.
- I. Investment options – Upon enrollment in the Plan, a participant may direct his/her account balances, employer contributions and employee contributions in percentage increments in any of twenty-four investment options. These options as of December 31, 2012 are as follows:

Brinker Defensive ETF	Morley Stable Value – TDA
Brinker Conservative ETF	MFS International Value Fund
Brinker Mod-Conservative ETF	PIMCO Total Return Fund D
Brinker Moderate ETF	EuroPacific Growth Fund
Brinker Mod-Aggressive ETF	American Funds Growth Fund
Brinker Aggressive ETF	ClearBridge Small Cap Growth
Brinker Aggressive Equity ETF	RidgeWorth Mid Cap Value Equity I
Brinker Conservative Govt Focused	iShares TIPs Fund
Columbia Acorn Fund Z	Vanguard Europe Pacific ETF
Aston/River Road Independent Value	Vanguard Short Term Treasury
Vanguard Short Term Bond Fund	Vanguard Mid Cap Index Fund Signal
Fidelity Spartan 500 Index Investor	Vanguard Small Cap Index Signal
Columbia Select Large Cap Growth	Vanguard Total Stock Market ETF
Aberdeen Emerging Markets	Vanguard Emerging Markets Stock ETF
iShares Russell 1000 Growth	Vanguard High Dividend Yield
BlackRock Equity Dividend A	TD Bank Money Market Deposit Account

Additional funds that were available as of December 31, 2011 included:

TCW Small Cap Growth Fund	Victory Diversified Stock Fund A
Vanguard Short Term Bond Fund	

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The Plan's policy is to prepare its financial statements on the modified cash basis of accounting; consequently investment income is recorded as received and expenses are recorded when paid with the exception of investments being modified to be reported at fair market value. Contributions are reported on a plan year accrual basis.

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Investment contracts held by a defined contribution plan are required to be reported at fair value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under terms of the plan. The statement of changes in net assets available for benefits has been prepared on a fair market value basis which under terms of the plan equates to the contract value that the participants receive under permitted transactions.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value as certified by Transamerica Financial Life Insurance Company and TD Ameritrade Trust Company. 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. Net appreciation (depreciation) in fair value of investments is the difference between the proceeds received or aggregate fair market value of investments determined at the end of the year and the aggregate fair market value of investments determined at the beginning of the year or cost if acquired during the year. See Note 3 for discussion of fair value measurements.

The Plan has investments in the Morley Stable Value Fund and the Transamerica Stable Value Fund, which are fully benefit-responsive investment contracts, to provide preservation of principal, maintain a stable interest rate, and provide liquidity at contract value for participant withdrawals and transfers. For purposes of the Statement of Net Assets Available for Benefits, these investments are stated at fair value which approximates contract value.

Purchases and sales of securities are recorded on a trade-date basis.

ESTIMATES

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

PAYMENT OF BENEFITS

Benefits are recorded when paid.

OPERATING EXPENSES

The Company pays all expenses of maintaining the plan, with the exception of amounts paid to trustees and record-keepers.

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

RISKS AND UNCERTAINTIES

The investments held by the Plan are subject to various risks and uncertainties, inherent in such investments, including interest rate changes, equity market declines, and other such factors. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

VALUATION HIERARCHY

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs are based on inputs other than quoted prices included within level 1 that are observable for valuing an asset or liability, either directly or indirectly; and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements:

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements:

The fair value of separate accounts of the insurance company and stable value accounts are reflected at net asset value (NAV).

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 3. FAIR VALUE MEASUREMENTS – Continued

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

As of December 31, 2012				
Fair Value Hierarchy Level				
Assets Measured at Fair Value	Level 1	Level 2	Level 3	
Mutual Funds:				
Index Fund	\$ 1,664,814	\$ 1,664,814	\$ -	\$ -
Balanced Fund	140,493	140,493	-	-
Growth Fund	545,179	545,179	-	-
Value Fund	146,947	146,947	-	-
Total Mutual Funds	2,497,433	2,497,433	-	-
Money Market	67,438	67,438	-	-
Stable Value Fund (Fully Benefit-Responsive)	28,082	-	28,082	-
Total Invested Assets	\$ 2,592,953	\$ 2,564,871	\$ 28,082	\$ -

As of December 31, 2011				
Fair Value Hierarchy Level				
Assets Measured at Fair Value	Level 1	Level 2	Level 3	
Mutual Funds:				
Index Fund	\$ 1,168,584	\$ 1,168,584	\$ -	\$ -
Balanced Fund	99,483	99,483	-	-
Growth Fund	307,713	307,713	-	-
Fixed Income Fund	15,440	15,440	-	-
Value Fund	166,813	166,813	-	-
Total Mutual Funds	1,758,033	1,758,033	-	-
Money Market	14,655	14,655	-	-
Pooled Separate Accounts	47,865	-	47,865	-
Stable Value Fund (Fully Benefit-Responsive)	57,844	-	57,844	-
Total Invested Assets	\$ 1,878,397	\$ 1,772,688	\$ 105,709	\$ -

**SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011**

NOTE 4. 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. In the event of plan termination, participants will become 100 percent vested in their accounts.

NOTE 5. TAX STATUS

The plan obtained its latest determination letter on January 31, 2006, in which the Internal Revenue Service stated that the plan and related trust, as then designed, were 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 and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC), and accordingly, believe the Plan is qualified and the trust's net investment income is exempt from income taxes.

With few exceptions, the Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to December 31, 2009.

NOTE 6. INVESTMENTS AND PARTICIPANT NOTES RECEIVABLE

The Plan's investments are held in a trust and managed by TD Ameritrade Trust Company and Transamerica Financial Life Insurance Company. The following table presents the fair value of the investments of the Plan's net assets at December 31, 2012 and 2011.

December 31, 2012	
TD Ameritrade Trust Company	
Aberdeen Emerging Markets	43,771
American Funds Growth Fund of America	24,160
BlackRock Inflation Protected Bond	2,567
BlackRock Equity Dividend	25,812
Columbia Acorn	31,189
Credit Suisse Cushing 30 MLP	32,206
DoubleLine Low Duration Bond	1,274
DoubleLine Total Return Bond	89,313
Driehaus Active Income	71,078
Fidelity GNMA Fund	8,372
Fidelity Spartan 500 Index	47,238
Government Obligations Fund	3,391
iBoxx Investment Grade Corporate Fund	47,075
iShares Barclays TIPS Bond	45,516
iShares Gold Trust	16,788
iShares North American Natural Resources	57,196
iShares Russell 1000 Growth	7,139
JP Morgan Strategic Income Fund	2,404
MFS International Value Fund	24,102
Morgan Stanley Global Real Estate	5
PIMCO Total Return Fund D	18,776

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 6. INVESTMENTS - Continued

December 31, 2012 - continued	
Ridgeworth Mid Cap Value Equity	23,552
RiverPark Short Term High Yield	1,289
SPDR Barclays Capital High Yield Bond	31,027
SPDR Dow Jones REIT	21,747
Vanguard Dividend Appreciation	114,902
Vanguard Emerging Markets Stock	59,187
Vanguard Intermediate Term Treasury	1,751
Vanguard Long Term Treasury	657
Vanguard Mid Cap Index	24,989
Vanguard Short Term Bond	60,609
Vanguard Short Term Treasury	19,792
Vanguard Small Cap Index	24,601
Vanguard Total Bond Market	• 275,856
Vanguard Total International Stock	• 337,460
Vanguard Total Stock Market	• 858,374
Wasath Emerging Markets	42,268
TD Bank Money Market Deposit Account	67,438
Morley Stable Value Fund	24,178
Transamerica Financial Life Insurance Company	
Transamerica Stable Value Fund	<u>3,904</u>
Total	<u>\$ 2,592,953</u>
Participant Notes Receivable	\$ 15,549

December 31, 2011	
TD Ameritrade Trust Company	
American Funds Europacific	2,109
American Funds Growth Fund of America	20,143
BlackRock Inflation Protected Bond	2,092
BlackRock Equity Dividend	22,437
Columbia Acorn	18,066
DoubleLine Total Return Bond	58,291
Driehaus Active Income	32,273
Fidelity Spartan 500 Index	18,940
Government Obligations Fund	10,719
iBoxx Investment Grade Corporate Fund	23,939
iShares Barclays TIPS Bond	13,873
iShares Gold Trust	499
iShares North American Natural Resources	42,255
iShares Russell 1000 Index	• 617,189
iShares Russell 2000 Index	52,858
Janus Advisor Forty Fund	1,481
JP Morgan Alerican MLP Index	21,740
JP Morgan Strategic Income Fund	29,369
Lazard Emerging Markets	28,076
Merger Fund	47,236
Merk Hard Currency	9,637
MFS International Value Fund	18,531

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 6. INVESTMENTS - Continued

December 31, 2011 - continued	
PIMCO Emerging Markets	804
PIMCO Total Return Fund A	12,018
PIMCO Total Return Fund D	3,422
Red Rocks Listed Private Equity	14,361
Ridgeworth Mid Cap Value Equity	17,118
SPDR Barclays Capital High Yield Bond	15,202
SPDR Barclays Emerging Markets Local Bond	14,196
SPDR Dow Jones REIT	9,967
SPDR S&P Dividend Fund	88,062
TD Institutional Money Market	23,087
Vanguard Emerging Markets Stock	40,400
Vanguard Intermediate Term Treasury	1,973
Vanguard Long Term Treasury	1,075
Vanguard Mid Cap Index	20,140
Vanguard Short Term Bond	13,073
Vanguard Short Term Treasury	20,257
Vanguard Small Cap Index	18,586
Vanguard Total Bond Market	• 137,682
Vanguard Total International Stock	• 156,305
Victory Diversified Stock Fund	18,223
Wasatch Emerging Markets Small Cap	40,329
Transamerica Financial Life Insurance Company	
AEGON Balanced	4,294
AEGON Bond	260
American Century Large Company Value	211
American Century Vista	199
American Funds AMCAP	3,465
American Funds Washington Mutual Inv	251
Fidelity Advisor Equity Income	3,334
Franklin Utilities	198
Invesco Capital Appreciation	105
Invesco Small Cap Growth	213
Janus Small Cap Value	3,137
Loomis Sayles Bond	273
Money Market	14,655
Transamerica AA – Growth	18,720
Transamerica AA - Moderate	3,049
Transamerica Partners High Yield Bond	77
Transamerica Partners Stock Index	400
Transamerica Stable Value	57,844
Washington Mutual Core Equity	5,801
Washington Mutual Quality Growth Equity	3,878
Total	<u>\$ 1,878,397</u>
Participant Notes Receivable	\$ 40,320

- Indicates investments that consist of 5% or more of net assets available for benefits

Cost information is not required for participant-directed investments and therefore is not included.

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 7. INFORMATION PREPARED AND CERTIFIED BY TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the balances for investment assets and transactions in those assets included in the accompanying financial statements and supplemental schedules as of December 31, 2012 and for the year then ended have been compiled from statements certified as complete and accurate by trustees TD Ameritrade Trust Company and Transamerica Financial Life Insurance Company, in accordance with DOL regulations.

Summary of Certified Information

	2012	2011
Mutual Funds	\$ 2,497,433	\$ 1,758,033
Money Market	67,438	14,655
Pooled Separate Accounts	-	47,865
Stable Value Fund	28,082	57,844
Participant Notes Receivable	15,549	40,320
Investment income (loss)	284,979	
Contributions (net of 2012 receivables of \$133,808)	567,476	
Benefits and distributions paid	267,364	
Administrative expenses	26,778	

NOTE 8. DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE 9. RELATED PARTY TRANSACTIONS

Plan investments were administered by Professional Capital Services, LLC (PCS) for the year ended December 31, 2012. Plan investments were administered by PCS and managed by Transamerica Financial Life Insurance Company (Transamerica) during the plan year 2011 as described in Note 1. Transamerica and PCS have acted as the record-keeper as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Total fees paid by the Plan for the services provided by PCS and Transamerica for the year ended December 31, 2012 were \$26,778.

SUPPLEMENTAL SCHEDULES

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	** (d) Cost	(e) Current value
	TD Ameritrade	Aberdeen Emerging Markets	\$ -	\$ 43,771
	TD Ameritrade	American Funds Growth Fund of America	-	24,160
	TD Ameritrade	Blackrock Inflation Protected Bond	-	2,567
	TD Ameritrade	Blackrock Equity Dividend	-	25,812
	TD Ameritrade	Columbia Acorn	-	31,189
	TD Ameritrade	Credit Suisse Cushing 30 MLP Index	-	32,206
	TD Ameritrade	Doubleline Low Duration Bond	-	1,274
	TD Ameritrade	DoubleLine Total Return Bond	-	89,313
	TD Ameritrade	Driehaus Active income	-	71,078
	TD Ameritrade	Fidelity GNMA Fund	-	8,372
	TD Ameritrade	Fidelity Spartan 500 Index Investor	-	47,238
	TD Ameritrade	Government Obligations Fund	-	3,391
	TD Ameritrade	iBoxx Investment Grade Corporate Fund	-	47,075
	TD Ameritrade	iShares Barclays Tips Bond	-	45,516
	TD Ameritrade	iShares Gold Trust	-	16,788
	TD Ameritrade	iShares North American Natural Resources	-	57,196
	TD Ameritrade	iShares Russell 1000 Growth	-	7,139
	TD Ameritrade	JP Morgan Strategic Income Fund	-	2,404
	TD Ameritrade	MFS International Value Fund	-	24,102
	TD Ameritrade	Morgan Stanley Global Real Estate	-	5
	TD Ameritrade	PIMCO Total Return Fund D	-	18,776
	TD Ameritrade	Ridgeworth Mid Cap Value Equity Fund	-	23,552
	TD Ameritrade	RiverPark Short Term High Yield	-	1,289
	TD Ameritrade	SPDR Barclays Capital High Yield Bond	-	31,027
	TD Ameritrade	SPDR Dow Jones REIT	-	21,747
	TD Ameritrade	Vanguard Dividend Appreciation	-	114,902
	TD Ameritrade	Vanguard Emerging Markets Stock	-	59,187
	TD Ameritrade	Vanguard Intermediate Term Treasury	-	1,751
	TD Ameritrade	Vanguard Long Term Treasury	-	657
	TD Ameritrade	Vanguard Mid Cap Index Fund	-	24,989
	TD Ameritrade	Vanguard Short Term Bond	-	60,609
	TD Ameritrade	Vanguard Short Term Treasury	-	19,792
	TD Ameritrade	Vanguard Small Cap Index Fund	-	24,601
	TD Ameritrade	Vanguard Total Bond Market	-	275,856
	TD Ameritrade	Vanguard Total International Stock	-	337,460
	TD Ameritrade	Vanguard Total Stock Market	-	858,374
	TD Ameritrade	Wasath Emerging Markets Small Cap	-	42,268
*	TD Ameritrade	TD Bank Money Market Deposit Account	-	67,438
	TD Ameritrade	Morley Stable Value Fund	-	24,178
	TD Ameritrade	Participant Notes Receivable (4% - 7%)	-	15,549
*	Transamerica	Transamerica Stable Value Fund	-	3,904
			\$ -	\$ 2,608,502

* Represents a party-in-interest as defined by ERISA

** The cost of participant-deirected investments is not required to be disclosed

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2012
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b)	(c)	(d)	(g) **	(h)	(i)
Identity of party involved	Description of assets	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain(loss)
Single Transactions:						
TD Ameritrade	iShares Russell 1000	\$ -	\$ 743,089	\$ -	\$ 743,089	\$ -
* TD Ameritrade	TD Bank Money Market Deposit Account	743,076	-	-	743,076	-
* TD Ameritrade	TD Bank Money Market Deposit Account	-	735,535	-	735,535	-
TD Ameritrade	Vanguard Index TR	735,535	-	-	735,535	-

* Represents a party-in-interest as defined by ERISA

** The cost of participant-directed investments is not required to be disclosed

See accompanying notes and auditor's report

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	** (d) Cost	(e) Current value
	TD Ameritrade	Aberdeen Emerging Markets	\$ -	\$ 43,771
	TD Ameritrade	American Funds Growth Fund of America	-	24,160
	TD Ameritrade	Blackrock Inflation Protected Bond	-	2,567
	TD Ameritrade	Blackrock Equity Dividend	-	25,812
	TD Ameritrade	Columbia Acorn	-	31,189
	TD Ameritrade	Credit Suisse Cushing 30 MLP Index	-	32,206
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	TD Ameritrade	Fidelity Spartan 500 Index Investor	-	47,238
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	TD Ameritrade	iShares Barclays Tips Bond	-	45,516
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	TD Ameritrade	JP Morgan Strategic Income Fund	-	2,404
	TD Ameritrade	MFS International Value Fund	-	24,102
	TD Ameritrade	Morgan Stanley Global Real Estate	-	5
	TD Ameritrade	PIMCO Total Return Fund D	-	18,776
	TD Ameritrade	Ridgeworth Mid Cap Value Equity Fund	-	23,552
	TD Ameritrade	RiverPark Short Term High Yield	-	1,289
	TD Ameritrade	SPDR Barclays Capital High Yield Bond	-	31,027
	TD Ameritrade	SPDR Dow Jones REIT	-	21,747
	TD Ameritrade	Vanguard Dividend Appreciation	-	114,902
	TD Ameritrade	Vanguard Emerging Markets Stock	-	59,187
	TD Ameritrade	Vanguard Intermediate Term Treasury	-	1,751
	TD Ameritrade	Vanguard Long Term Treasury	-	657
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	TD Ameritrade	Vanguard Small Cap Index Fund	-	24,601
	TD Ameritrade	Vanguard Total Bond Market	-	275,856
	TD Ameritrade	Vanguard Total International Stock	-	337,460
	TD Ameritrade	Vanguard Total Stock Market	-	858,374
	TD Ameritrade	Wasath Emerging Markets Small Cap	-	42,268
*	TD Ameritrade	TD Bank Money Market Deposit Account	-	67,438
	TD Ameritrade	Morley Stable Value Fund	-	24,178
	TD Ameritrade	Participant Notes Receivable (4% - 7%)	-	15,549
*	Transamerica	Transamerica Stable Value Fund	-	3,904
			<u>\$ -</u>	<u>\$ 2,608,502</u>

* Represents a party-in-interest as defined by ERISA

** The cost of participant-deirected investments is not required to be disclosed

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2012
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b)	(c)	(d)	(g) **	(h)	(i)
Identity of party involved	Description of assets	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain(loss)
Single Transactions:						
TD Ameritrade	iShares Russell 1000	\$ -	\$ 743,089	\$ -	\$ 743,089	\$ -
* TD Ameritrade	TD Bank Money Market Deposit Account	743,076	-	-	743,076	-
* TD Ameritrade	TD Bank Money Market Deposit Account	-	735,535	-	735,535	-
TD Ameritrade	Vanguard Index TR	735,535	-	-	735,535	-

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