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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection</b> |
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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:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|         |                                                                                                                                                                                                                                 |    |                                                           |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                                                          |    |                                                           |
| 1a      | Name of plan<br><u>DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN</u>                                                                                                                                                     | 1b | Three-digit plan number (PN) ▶ <u>001</u>                 |
|         |                                                                                                                                                                                                                                 | 1c | Effective date of plan<br><u>01/01/1996</u>               |
| 2a      | Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>DRIVELINE RETAIL MERCHANDISING, INC.</u><br><br><br><br><u>1141 E 1500 NORTH RD<br/>TAYLORVILLE, IL 62568</u> | 2b | Employer Identification Number (EIN)<br><u>22-2049560</u> |
|         |                                                                                                                                                                                                                                 | 2c | Sponsor's telephone number<br><u>763-553-3814</u>         |
|         |                                                                                                                                                                                                                                 | 2d | Business code (see instructions)<br><u>541990</u>         |
|         |                                                                                                                                                                                                                                 |    |                                                           |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN HERE                                                                                                  | Filed with authorized/valid electronic signature. | 10/15/2013 | NICOLE KIRK                                                  |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE                                                                                                  | Filed with authorized/valid electronic signature. | 10/15/2013 | NICOLE KIRK                                                  |
|                                                                                                            | 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)                       |
|                                                                                                            |                                                   |            |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address<br><br>DRIVELINE RETAIL MERCHANDISING, INC.<br><br>1141 E 1500 NORTH RD<br>TAYLORVILLE, IL 62568                                                                                                                                                          |           | <b>3b</b> Administrator's EIN<br>22-2049560                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                    |           | <b>3c</b> Administrator's telephone number<br>763-553-3814                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                  |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                            |           | <b>5</b> 8711                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                  | <b>6a</b> | 5417                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                 | <b>6b</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                  | <b>6c</b> | 84                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                           | <b>6d</b> | 5501                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                          | <b>6e</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                            | <b>6f</b> | 5501                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                     | <b>6g</b> | 267                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                         | <b>6h</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                               |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T 3D 3H                                                                                                                                                                                                                            |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                      |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

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

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

|                                                                                                              |                                                                    |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN</u>                         | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>DRIVELINE RETAIL MERCHANDISING, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>22-2049560</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  
FID.INV.INST.OPS.CO.

04-2647786

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

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

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**(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)

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| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 64 37 65 60            | RECORDKEEPER                                                                                      | 12020                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DREYFUS S&P 500 INDX - DREYFUS TRAN<br><br>13-2614959               | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| INVS COMSTOCK A - INVESCO CANADA LT P.O. BOX 4739<br>HOUSTON, TX 77210-4739 | 0.35%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

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

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

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

|                                                                                                                     |                                                                    |            |
|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN</u>                                | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>001</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>DRIVELINE RETAIL MERCHANDISING, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>22-2049560</u> |            |

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

|                                       |                               |                                                                                                                   |
|---------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>04-3022712-026</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>916105</u> |
|---------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2012 or fiscal plan year beginning <b>01/01/2012</b> and ending <b>12/31/2012</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><b>DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN</b>                                                                                                                                                                                     | <b>B</b> Three-digit plan number (PN) <b>►</b>                                                                                                                                                                                                                               | <b>001</b>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>DRIVELINE RETAIL MERCHANDISING, INC.</b>                                                                                                                                                             | <b>D</b> Employer Identification Number (EIN)<br><br><b>22-2049560</b>                                                                                                                                                                                                       |                                                                                           |

| <b>Part I</b> | <b>Asset and Liability Statement</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                              |  |                        |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------------|--|------------------------|
| <b>1</b>      | 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. <b>Round off amounts to the nearest dollar.</b> 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. |                 |                              |  |                        |
|               | <b>Assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 | <b>(a) Beginning of Year</b> |  | <b>(b) End of Year</b> |
| <b>a</b>      | Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                              |  |                        |
| <b>b</b>      | Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                              |  |                        |
|               | <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1b(1)</b>    |                              |  |                        |
|               | <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1b(2)</b>    |                              |  |                        |
|               | <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1b(3)</b>    |                              |  |                        |
| <b>c</b>      | General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                              |  |                        |
|               | <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(1)</b>    |                              |  |                        |
|               | <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(2)</b>    |                              |  |                        |
|               | <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |                              |  |                        |
|               | <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(3)(A)</b> |                              |  |                        |
|               | <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(3)(B)</b> |                              |  |                        |
|               | <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                              |  |                        |
|               | <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(4)(A)</b> |                              |  |                        |
|               | <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(4)(B)</b> |                              |  |                        |
|               | <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(5)</b>    |                              |  |                        |
|               | <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(6)</b>    |                              |  |                        |
|               | <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(7)</b>    |                              |  |                        |
|               | <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(8)</b>    | 60974                        |  | 64174                  |
|               | <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(9)</b>    | 965251                       |  | 916105                 |
|               | <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(10)</b>   |                              |  |                        |
|               | <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(11)</b>   |                              |  |                        |
|               | <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(12)</b>   |                              |  |                        |
|               | <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(13)</b>   | 2677700                      |  | 2807782                |
|               | <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(14)</b>   |                              |  |                        |
|               | <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(15)</b>   |                              |  |                        |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 3703925               | 3788061         |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 3703925 | 3788061 |
|-----------------------------------------------------------|-----------|---------|---------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> |            |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 251291     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 733        |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 252024    |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 2991       |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 2991      |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 60124      |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 60124     |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            | 10782     |
| (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) |            | 282336    |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 608257    |

**Expenses**

|                                                                                     |       |        |        |
|-------------------------------------------------------------------------------------|-------|--------|--------|
| e Benefit payment and payments to provide benefits:                                 |       |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....     | 2e(1) | 494679 |        |
| (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) |        | 494679 |
| f Corrective distributions (see instructions) .....                                 | 2f    |        | 17422  |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |        |        |
| h Interest expense.....                                                             | 2h    |        |        |
| i Administrative expenses: (1) Professional fees .....                              | 2i(1) |        |        |
| (2) Contract administrator fees .....                                               | 2i(2) |        |        |
| (3) Investment advisory and management fees .....                                   | 2i(3) |        |        |
| (4) Other .....                                                                     | 2i(4) | 12020  |        |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |        | 12020  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |        | 524121 |

**Net Income and Reconciliation**

|                                                         |       |  |       |
|---------------------------------------------------------|-------|--|-------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 84136 |
| l Transfers of assets:                                  |       |  |       |
| (1) To this plan.....                                   | 2l(1) |  |       |
| (2) From this plan .....                                | 2l(2) |  |       |

**Part III Accountant's Opinion**

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

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

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

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **BAKER TILLY VIRCHOW KRAUSE, LLP**

(2) EIN: **39-0859910**

**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   |    | 66934  |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>c</b> 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  |        |
| <b>d</b> 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  |        |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |        |
| <b>g</b> 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  |        |
| <b>h</b> 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  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |        |
| <b>j</b> 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  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |        |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     | X  |        |

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

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

**5b(1)** Name of plan(s)

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

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                              |                                                                    |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN</u>                         | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>DRIVELINE RETAIL MERCHANDISING, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>22-2049560</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-6568107</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                             |                              |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

**DRIVELINE RETAIL MERCHANDISING, INC.  
RETIREMENT PLAN**

Irving, Texas

**FINANCIAL STATEMENTS**

Including Independent Auditors' Report

As of December 31, 2012 and 2011 and for the Year Ended  
December 31, 2012

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

## **TABLE OF CONTENTS**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Driveline Retail Merchandising, Inc. Retirement Plan.

## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the  
Driveline Retail Merchandising, Inc. Retirement Plan  
Irving, Texas

### ***Report on the Financial Statements***

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

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

***Disclaimer of Opinion***

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

***Other Matter***

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as defined in the table of contents, 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.

A handwritten signature in black ink that reads "Baker Tilly Vichow Krause, LLP". The signature is written in a cursive, flowing style.

Minneapolis, Minnesota  
October 15, 2013

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2012 and 2011

---

| <b>ASSETS</b>                                                                                  |                     |                     |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                | <u>2012</u>         | <u>2011</u>         |
| <b>INVESTMENTS</b>                                                                             |                     |                     |
| Mutual funds, at fair value                                                                    | \$ 2,807,782        | \$ 2,677,700        |
| Common collective trust, at fair value                                                         | <u>916,105</u>      | <u>965,251</u>      |
| Total Investments                                                                              | <u>3,723,887</u>    | <u>3,642,951</u>    |
| <b>RECEIVABLES</b>                                                                             |                     |                     |
| Participant contributions                                                                      | 2,080               | 2,352               |
| Notes receivable from participants                                                             | <u>64,174</u>       | <u>60,974</u>       |
| Total Receivables                                                                              | <u>66,254</u>       | <u>63,326</u>       |
| <b>NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE</b>                                         | 3,790,141           | 3,706,277           |
| Adjustment from fair value to contract value for fully benefit responsive investment contracts | <u>(30,682)</u>     | <u>(30,815)</u>     |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                                                       | <u>\$ 3,759,459</u> | <u>\$ 3,675,462</u> |

See accompanying notes to financial statements.

## DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

---

#### ADDITIONS

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments

\$ 282,337

Interest and dividends

74,030

Total investment income

356,367

Contributions:

Participants

251,018

Rollovers

733

Total contributions

251,751

Total Additions

608,118

#### DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants

512,101

Administrative expenses

12,020

Total Deductions

524,121

Net increase in net assets available for benefits

83,997

#### NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year

3,675,462

#### NET ASSETS AVAILABLE FOR BENEFITS -

End of year

\$ 3,759,459

See accompanying notes to financial statements.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

### **NOTE 1 - Description of the Plan**

---

The following brief description of the Driveline Retail Merchandising, Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan's summary description for a more complete description of the Plan's provisions.

#### *General*

The Plan is a defined contribution plan established January 1, 1996 by Driveline Retail Merchandising Inc. (the Company, Plan Sponsor and Administrator) to provide retirement benefits to eligible employees. Effective June 15, 2009, the Company changed the name of the Plan from Storecast Merchandising Corporation Investment Retirement Plan to Driveline Retail Merchandising, Inc. Retirement Plan. The Plan was amended and restated effective June 1, 2006 to include a related company, Archway Merchandising Services, Inc. Fidelity Management Trust Company (the "Trustee") is the Trustee of the Plan. The Trustee manages the investments of the Plan as directed by the participants and provides recordkeeping services. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### *Eligibility*

Eligibility for participation in the Plan extends to all employees who are 21 years of age or older and have completed six months of service for the Company. The participant will become eligible to participate in the Plan on the first day of the following month upon meeting the Plan's eligibility requirements. Upon enrollment in the Plan, a participant may direct the employer and employee contributions to any combination of available investment options.

#### *Participant Contributions*

Each year, participants may contribute up to the maximum percentage allowable not to exceed the limits of the Internal Revenue Code Section 401(k) of pretax annual compensation (salary reduction contributions), as defined in the Plan. In addition, participants age 50 and older may contribute catch-up contributions as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions).

#### *Company Contributions*

The Company may make discretionary matching contributions as determined by the Company's Board of Directors. For the year ended December 31, 2012, there were no discretionary matching contributions. Matching contributions are not made on any catch-up contributions.

The Company may also make discretionary nonelective contributions to the Plan, at such time or times as they select, in amounts as the Board of Directors may determine by resolution. For the year ended December 31, 2012, there were no discretionary nonelective contributions made to the Plan.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

### NOTE 1 - Description of the Plan (cont.)

---

#### *Participant Accounts*

Each participant's account is credited with the participant's contributions, catch-up contributions, rollover contributions and allocations of the Company's contributions, and Plan earnings, and is reduced for any Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

#### *Vesting*

Participants are immediately vested in their rollover contributions, employee pretax contributions, catch-up contributions, and earnings thereon. Vesting in the Company's discretionary matching and discretionary nonelective contributions is based upon years of vesting service as follows:

| <u>Years of Service</u> | <u>Percentage Vested</u> |
|-------------------------|--------------------------|
| Less than 1             | 0%                       |
| 1                       | 25%                      |
| 2                       | 50%                      |
| 3                       | 100%                     |

Effective December 1, 2005, the Plan changed the methodology used to determine a participant's years of service. Previously, a participant received vesting credit for a year of service under the "general method", which gives a participant credit for a year of service if they work more than 1,000 hours during the Plan year. Vesting under the Plan after January 1, 2006 is based upon the elapsed-time method. Hours of service are not counted, and instead periods of service are computed. A period of service is determined by the time a participant works for the Company. Only a participant's whole year of service is counted to compute their years of service for vesting purposes. Each participant also becomes 100% vested on termination of service due to death, disability or upon normal retirement age as defined by the plan.

#### *Forfeited Accounts*

As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$96,624 and \$102,424, respectively. These accounts will be used to reduce future Company contributions or pay administrative expenses. In 2012, the Company used \$10,720 of these forfeited nonvested accounts to pay administrative expenses.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

### **NOTE 1 - Description of the Plan (cont.)**

---

#### *Payment of Benefits*

Benefits may be paid to the participant or beneficiary upon death, disability, retirement, or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment, or installments. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

#### *Termination of Plan*

Although it has not expressed any intent to do so, the Company reserves 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 a termination, participants will become 100% vested in their accounts.

#### *Notes Receivable from Participants*

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 loan is secured by the balance in the participant's account. The loans bear interest at rates between 4.25% and 8.00%, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

#### *Administrative Expenses*

The Plan's administrative expenses may be paid by the Company.

---

### **NOTE 2 - Summary of Significant Accounting Policies**

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#### *Basis of Accounting and Use of Estimates*

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### **NOTE 2 - Summary of Significant Accounting Policies (cont.)**

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#### *Investment Valuation and Income Recognition*

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 5 for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

Net appreciation in fair value of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

#### *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 upon the terms of the Plan document.

#### *Payment of Benefits*

Benefits are recorded when paid.

#### *Recently Issued Accounting Pronouncements*

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, "Fair Value Measurement," which aligns disclosures related to fair value between accounting principles generally accepted in the United States of America ("GAAP") and International Financial Reporting Standards. The standards update includes changes to the wording used to describe many of the requirements in GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update was effective for the plan in 2012, except for certain disclosures for nonpublic employee benefit plans as noted in ASU No. 2013-09, "Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04", which has been deferred indefinitely. The plan has adopted the provisions of ASU No. 2011-04, except for the disclosures related to ASU No. 2013-09. The adoption of this guidance did not have a material impact on the Plan's financial statements.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

### **NOTE 3 - Information Prepared and Certified by Trustee - Unaudited**

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company, the Trustee of the Plan.

Investments as of December 31:

| Investments                                                         | <u>2012</u>        |   | <u>2011</u>        |   |
|---------------------------------------------------------------------|--------------------|---|--------------------|---|
| Mutual Funds:                                                       |                    |   |                    |   |
| Fidelity Advisor Strategic Income Fund Class T                      | \$ 413,143         | * | \$ 430,564         | * |
| Fidelity Advisor Small Cap Fund Class T                             | 338,461            | * | 391,155            | * |
| Fidelity Advisor New Insights T                                     | 311,101            | * | 254,062            | * |
| Dreyfus S&P 500 Index                                               | 305,425            | * | 325,086            | * |
| Fidelity Advisor Freedom 2010 Class T                               | 253,912            | * | 158,071            |   |
| Fidelity Advisor Diversified International Fund C                   | 234,618            | * | 226,604            | * |
| Fidelity Advisor Equity Income Fund Class T                         | 201,456            | * | 181,031            |   |
| Fidelity Advisor Value Stratified T                                 | 172,751            |   | 142,900            |   |
| Fidelity Advisor Freedom 2020 Class T                               | 170,279            |   | 151,767            |   |
| Fidelity Advisor Mid Cap II Class T                                 | 155,913            |   | 150,129            |   |
| Fidelity Advisor Freedom 2030 Class T                               | 109,488            |   | 99,278             |   |
| Fidelity Advisor Freedom 2040 Class T                               | 72,816             |   | 108,280            |   |
| IVK Comstock A                                                      | 55,950             |   | 48,026             |   |
| Fidelity Advisor Freedom Inc Class T                                | <u>12,469</u>      |   | <u>10,747</u>      |   |
| Total Mutual Funds                                                  | 2,807,782          |   | 2,677,700          |   |
| Common Collective Trust:                                            |                    |   |                    |   |
| Fidelity Advisor Stable Value Portfolio Class II, at contract value | <u>885,423</u>     | * | <u>934,436</u>     | * |
| Total Investments                                                   | <u>\$3,693,205</u> |   | <u>\$3,612,136</u> |   |

Investments that represent 5% or more of the Plan's net assets are separately identified with an "\*\*".

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value as follows:

|                                               |                   |
|-----------------------------------------------|-------------------|
| Mutual funds                                  | <u>\$ 282,337</u> |
| Net appreciation in fair value of investments | 282,337           |
| Interest and Dividends                        | <u>74,030</u>     |
| Net investment income certified by Trustee    | <u>\$ 356,367</u> |

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### NOTE 4 - Common Collective Trust

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The Fidelity Advisor Stable Value Portfolio Fund Class II (the Fund) offers a full guarantee on principal and interest by Fidelity (the Issuer). The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the Issuer's general account.

There is no event that limits the ability of the Plan to transact at contract value with the Issuer. Certain events and circumstances would allow the Issuer to terminate the fully benefit-responsive group annuity insurance contract with the Plan and settle at an amount different from contract value. The Issuer may impose a contract penalty on withdrawals or exchanges from the Fund caused by an extraordinary corporate event (layoff, sale of a line of business, etc.).

|                                                    | 2012  | 2011  |
|----------------------------------------------------|-------|-------|
| Average yields                                     |       |       |
| Based on annualized earnings *                     | 1.69% | 1.74% |
| Based on interest rate credited to participants ** | 1.11% | 1.26% |

\* Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

\*\*Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date. The difference between annualized earnings and the interest rate credited to participants is due to administrative fees.

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### NOTE 5 - Fair Value of Financial Instruments

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The Plan follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include

- > quoted prices for similar assets or liabilities in active markets;
- > quoted prices for identical or similar assets or liabilities in inactive markets;
- > inputs other than quoted prices that are observable for the asset or liability;
- > inputs that are derived principally from or corroborated by observable market data by correlation or other means.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

### NOTE 5 - Fair Value of Financial Instruments (cont.)

Level 3 - Unobservable inputs that are unobservable and not corroborated by market data.

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

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

*Mutual funds:* Valued at fair value based on quoted market prices by the Plan at year end.

*Common collective trust:* Valued at the fair value of underlying investments of the common collective trust held by the Plan at year end.

The preceding methods described may produce a fair value calculation 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 as of the reporting date.

The Plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Plan sponsor has not historically adjusted the prices obtained from the pricing services.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy.

|                             | December 31, 2012   |                     |                   |             |
|-----------------------------|---------------------|---------------------|-------------------|-------------|
|                             | Total               | Level 1             | Level 2           | Level 3     |
| Mutual Funds:               |                     |                     |                   |             |
| Large Cap Equity Funds      | \$ 873,932          | \$ 873,932          | \$ -              | \$ -        |
| Mid-Cap Equity Funds        | 328,664             | 328,664             | -                 | -           |
| Small Cap Equity Funds      | 338,461             | 338,461             | -                 | -           |
| International Equity Funds  | 234,618             | 234,618             | -                 | -           |
| Blended Funds               | 12,469              | 12,469              | -                 | -           |
| Fixed Income Funds          | 413,143             | 413,143             | -                 | -           |
| Target Date Funds           | 606,495             | 606,495             | -                 | -           |
| Common Collective Trust (a) | <u>916,105</u>      | <u>-</u>            | <u>916,105</u>    | <u>-</u>    |
| Total Investments           | <u>\$ 3,723,887</u> | <u>\$ 2,807,782</u> | <u>\$ 916,105</u> | <u>\$ -</u> |

## DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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#### NOTE 5 - Fair Value of Financial Instruments (cont.)

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|                             | December 31, 2011   |                     |                   |             |
|-----------------------------|---------------------|---------------------|-------------------|-------------|
|                             | Total               | Level 1             | Level 2           | Level 3     |
| Mutual Funds:               |                     |                     |                   |             |
| Large Cap Equity Funds      | \$ 808,204          | \$ 808,204          | \$ -              | \$ -        |
| Mid-Cap Equity Funds        | 293,030             | 293,030             | -                 | -           |
| Small Cap Equity Funds      | 391,155             | 391,155             | -                 | -           |
| International Equity Funds  | 226,604             | 226,604             | -                 | -           |
| Blended Funds               | 10,747              | 10,747              | -                 | -           |
| Fixed Income Funds          | 430,564             | 430,564             | -                 | -           |
| Target Date Funds           | 517,396             | 517,396             | -                 | -           |
| Common Collective Trust (a) | <u>965,251</u>      | <u>-</u>            | <u>965,251</u>    | <u>-</u>    |
| Total Investments           | <u>\$ 3,642,951</u> | <u>\$ 2,677,700</u> | <u>\$ 965,251</u> | <u>\$ -</u> |

(a) The goal of the Fund is to preserve capital as well as to provide a competitive level of income over time consistent with the preservation of capital. The Fund is diversified among high-quality short-term bonds. The fund manager invests across several fixed-income asset classes, including U.S. Treasuries, government agency securities, corporate debt, asset-backed securities and mortgage-backed securities, as well as units of a money market portfolio. The Fund is wrapped by a syndicate of four banks and insurance companies, facilitating book value withdrawals. Transfers to a competing fund must first go through a non-competing investment option for at least 90 days.

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#### NOTE 6 - Party-in-Interest Transactions

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Certain Plan investments are shares of mutual funds managed by the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. However, such transactions are not prohibited under ERISA.

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#### NOTE 7 - Plan Tax Status

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The Plan adopted a prototype plan document that has a favorable determination letter from the Internal Revenue Service dated March 31, 2008, that states that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### NOTE 7 - Plan Tax Status (cont.)

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Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for tax returns for years prior to 2009.

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### NOTE 8 - Reconciliation of Financial Statements to Form 5500

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

|                                                                                                | December 31         |                     |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                | 2012                | 2011                |
| Net assets available for benefits per the financial statements                                 | \$ 3,759,459        | \$ 3,675,462        |
| Participant contributions receivable                                                           | (2,080)             | (2,352)             |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 30,682              | 30,815              |
| Net assets available for benefits per the Form 5500                                            | <u>\$ 3,788,061</u> | <u>\$ 3,703,925</u> |

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

|                                                                                                  |                  |
|--------------------------------------------------------------------------------------------------|------------------|
| Net increase in net assets available for benefits per financial statements                       | \$ 83,997        |
| Participant contributions receivable                                                             | 272              |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts   | (133)            |
| Net increase in the statement of changes in net assets available for plan benefits per Form 5500 | <u>\$ 84,136</u> |

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### NOTE 9 - Prohibited Transactions

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During 2012, the Plan sponsor failed to remit all employee contributions to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Plan sponsor is in the process of calculating the lost earnings to the participants and will contribute that amount to the plan in order to correct the prohibited transactions.

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### NOTE 10 - Subsequent Events

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The Plan's management has evaluated subsequent events through October 15, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

## **SUPPLEMENTAL INFORMATION**

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

Schedule H, Line 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 001

EIN 22-2049560

As of December 31, 2012

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor, or Similar Party | (c)<br>Description of Investment Including Maturity<br>Date, Rate of Interest, Collateral, Par or<br>Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     | <b>Common Collective Trust</b>                                  |                                                                                                                     |             |                         |
| *   | Fidelity                                                        | Advisor Stable Value Portfolio Class II                                                                             | **          | \$ 916,105              |
|     | <b>Mutual Funds</b>                                             |                                                                                                                     |             |                         |
|     | Van Kampen                                                      | IVK Comstock A                                                                                                      | **          | 55,950                  |
| *   | Fidelity                                                        | Advisor Value Stratified T                                                                                          | **          | 172,751                 |
| *   | Fidelity                                                        | Advisor Equity Income Fund Class T                                                                                  | **          | 201,456                 |
| *   | Fidelity                                                        | Advisor Small Cap Fund Class T                                                                                      | **          | 338,461                 |
| *   | Fidelity                                                        | Advisor Strategic Income Fund Class T                                                                               | **          | 413,143                 |
| *   | Fidelity                                                        | Advisor Diversified International Fund C                                                                            | **          | 234,618                 |
|     | Dreyfus                                                         | S&P 500 Index                                                                                                       | **          | 305,425                 |
| *   | Fidelity                                                        | Advisor Freedom 2010 Class T                                                                                        | **          | 253,912                 |
| *   | Fidelity                                                        | Advisor Freedom 2020 Class T                                                                                        | **          | 170,279                 |
| *   | Fidelity                                                        | Advisor Freedom 2030 Class T                                                                                        | **          | 109,488                 |
| *   | Fidelity                                                        | Advisor Freedom 2040 Class T                                                                                        | **          | 72,816                  |
| *   | Fidelity                                                        | Advisor Freedom Inc Class T                                                                                         | **          | 12,469                  |
| *   | Fidelity                                                        | Advisor New Insights T                                                                                              | **          | 311,101                 |
| *   | Fidelity                                                        | Advisor Mid Cap II Class T                                                                                          | **          | 155,913                 |
|     |                                                                 |                                                                                                                     |             | <u>3,723,887</u>        |
|     | Notes Receivable from                                           |                                                                                                                     |             |                         |
| *   | Participants                                                    | Interest ranging from 4.25% to 8.00%                                                                                | \$0         | <u>64,174</u>           |
|     |                                                                 |                                                                                                                     |             | <u>\$ 3,788,061</u>     |
| *   | Represents a party-in-interest                                  |                                                                                                                     |             |                         |
| **  | Cost omitted for participant directed investments               |                                                                                                                     |             |                         |

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, Trustee.

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

Schedule H, Line 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Plan 001

EIN 22-2049560

For the Year Ended December 31, 2012

| Participant Contributions<br>Transferred Late to the<br>Plan                                             |               | Total that constitutes Nonexempt Prohibited Transactions |                                            |                                                | Total Fully<br>Corrected under<br>VFCP and PTE<br>2002-51 |
|----------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------|--------------------------------------------|------------------------------------------------|-----------------------------------------------------------|
| Check here if late<br>Participant loan<br>repayments are included<br><input checked="" type="checkbox"/> |               | Contributions Not<br>Corrected                           | Contributions<br>Corrected Outside<br>VFCP | Contributions<br>Pending Correction<br>in VFCP |                                                           |
| \$                                                                                                       | 6,295         | \$ 6,295                                                 | \$ -                                       | \$ -                                           | \$ -                                                      |
|                                                                                                          | 5,427         | 5,427                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,309         | 6,309                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,655         | 6,655                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,694         | 6,694                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 2,420         | 2,420                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,940         | 6,940                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 7,001         | 7,001                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 7,043         | 7,043                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 4,187         | 4,187                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | <u>7,963</u>  | <u>7,963</u>                                             | <u>-</u>                                   | <u>-</u>                                       | <u>-</u>                                                  |
| \$                                                                                                       | <u>66,934</u> | \$ <u>66,934</u>                                         | \$ <u>-</u>                                | \$ <u>-</u>                                    | \$ <u>-</u>                                               |



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Plan Administrator  
Driveline Retail Merchandising, Inc. Retirement Plan  
545 E. John Carpenter Freeway, Suite 800  
Irving, Texas 75062

Thank you for using Baker Tilly Virchow Krause, LLP as your auditor.

We have completed a DOL limited-scope audit of Driveline Retail Merchandising, Inc. Retirement Plan ("the Plan") for the year ended December 31, 2012, and have issued our report thereon dated October 15, 2013. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedules taken as a whole. This letter presents communications required by our professional standards.

*Our Responsibility under Auditing Standards Generally Accepted in the United States of America*

As permitted by 29 CFR 2520.103-8 of the DOL's rules and regulations for reporting and disclosure under ERISA, you instructed us not to perform, and we did not perform, any auditing procedures with respect to the statements and information relating to the Plan's investments certified by the trustee, except for comparing such information with the related information included in the Plan's financial statements and supplemental information. The form and content of the information included in the Plan's financial statements, other than that derived from the information certified by the trustee, was audited by us in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements prepared by management with your oversight are free of material misstatement, whether caused by error or fraud. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit does not relieve management or the Plan Administrator of their fiduciary responsibilities.

As part of the audit we obtained an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing and extent of further audit procedures. The audit was not designed to provide assurance on internal control or to identify deficiencies in internal control.

*Other Information in Documents Containing Audited Financial Statements*

We are not aware of any documents prepared by management, other than the Form 5500, which contain our reports on the audited financial statements of Driveline Retail Merchandising, Inc. Retirement Plan. Our responsibility for this information does not extend beyond the financial information identified in the report. We do not have an obligation to perform any procedures to corroborate other information contained in the Form 5500. We have read the Form 5500 to corroborate the financial information. Nothing came to our attention that caused us to believe that such information, or its manner of presentation, is materially inconsistent with the information, or manner of information appearing in the financial statements.

Plan Administrator  
Driveline Retail Merchandising, Inc. Retirement Plan

October 15, 2013  
Page 2

*Planned Scope and Timing of the Audit*

We performed the audit according to the planned scope and timing previously communicated to you in our phone conversation on September 17, 2013.

*Qualitative Aspect of Accounting Policies*

Management is responsible for the selection and use of appropriate accounting policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by Driveline Retail Merchandising, Inc. Retirement Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2012.

We noted no transactions entered into by the Plan during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.

*Accounting Estimates*

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The disclosures in the financial statements are neutral, consistent, and clear.

*Difficulties Encountered in Performing the Audit*

We encountered no significant difficulties in dealing with management in performing and completing our audit.

*Corrected and Uncorrected Misstatements*

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. For purposes of this letter, professional standards define a significant audit adjustment as a proposed correction of the financial statements that, in our judgment, may not have been detected except through our auditing procedures.

Management has corrected all significant audit adjustments and a summary has been provided to you.

A summary of uncorrected financial statement misstatements has been provided to you. Management has determined that their effects are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

October 15, 2013  
Page 3

*Disagreements with Management*

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

*Consultations with Other Independent Accountants*

In some cases, management may decide to consult with other accountants about auditing and accounting matters. If a consultation involves application of an accounting principle to the Plan's financial statements, or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

*Management Representations*

We have requested certain representations from management that are included in the management representation letter. This letter has been provided to you.

*Independence*

We are not aware of any relationships between Baker Tilly Virchow Krause, LLP and the Plan that, in our professional judgment, may reasonably be thought to bear on our independence.

Relating to our audit of the financial statements of Driveline Retail Merchandising, Inc. Retirement Plan for the year ended December 31, 2012, Baker Tilly Virchow Krause, LLP hereby confirms in accordance with the Code of Professional Conduct issued by the American Institute of Certified Public Accountants, that we, in our professional judgment, are independent with respect to the Plan. During the year ended December 31, 2012, Baker Tilly Virchow Krause, LLP provided the following services to the Plan:

- > Preparation of the financial statements
- > Preparation of adjusting journal entries

*Other Audit Findings or Issues*

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.



**Driveline Retail Merchandising, Inc. Retirement Plan**  
**Summary of Uncorrected Misstatements**  
**For the Year Ended December 31, 2012**

|                                                                 | Assets              | Liabilities  | Net Assets          | Additions to<br>Net Assets | Deductions from<br>Net Assets | Net (Increase)<br>Decrease in<br>Net Assets | Description                                                                                      |
|-----------------------------------------------------------------|---------------------|--------------|---------------------|----------------------------|-------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------|
| <u><b>Known Uncorrected Misstatements</b></u>                   |                     |              |                     |                            |                               |                                             |                                                                                                  |
| Distributions payable<br>Distributions                          |                     | (4,708)      |                     |                            | 4,708                         | 4,708                                       | To record corrective distributions as a result of<br>failure of Actual Deferral Percentage Test. |
|                                                                 |                     |              |                     |                            |                               | 0                                           |                                                                                                  |
| Total known uncorrected misstatements                           | 0                   | (4,708)      | 0                   | 0                          | 4,708                         | 4,708                                       |                                                                                                  |
| <u><b>Projected Uncorrected Misstatements</b></u>               |                     |              |                     |                            |                               |                                             |                                                                                                  |
| Total projected uncorrected misstatements                       | 0                   | 0            | 0                   | 0                          | 0                             | 0                                           |                                                                                                  |
| Total uncorrected misstatements                                 | 0                   | (4,708)      | 0                   | 0                          | 4,708                         | 4,708                                       |                                                                                                  |
| Reversal of prior year uncorrected misstatements                |                     |              |                     | 0                          | (17,734)                      | (17,734)                                    |                                                                                                  |
| Net impact of uncorrected misstatements                         |                     |              |                     | 0                          | (13,026)                      | (13,026)                                    |                                                                                                  |
| Less effective tax rate (0%)                                    |                     |              |                     |                            |                               | -                                           |                                                                                                  |
| Net impact of uncorrected misstatements, net of tax             |                     |              |                     |                            |                               | <u>\$ (13,026)</u>                          |                                                                                                  |
| Financial statement amounts                                     | <u>\$ 3,759,459</u> | <u>\$ -</u>  | <u>\$ 3,759,459</u> | <u>\$ 608,118</u>          | <u>\$ 524,121</u>             | <u>\$ 83,997</u>                            |                                                                                                  |
| Misstatements as a percentage of financial<br>statement amounts | <u>0.00%</u>        | <u>0.00%</u> | <u>0.00%</u>        | <u>0.00%</u>               | <u>-2.49%</u>                 | <u>-15.51%</u>                              |                                                                                                  |

**Driveline Retail Merchandising, Inc. Retirement Plan**

Year End: December 31, 2012

Adjusting Journal Entries

Date: 1/1/2012 To 12/31/2012

TB. 2

| Staff          | Senior         | Manager       |
|----------------|----------------|---------------|
| BAP 9/30/2013  |                | MJH 10/2/2013 |
| Partner        | Pre-issuance   |               |
| JRL 10/14/2013 | MWK 10/14/2013 |               |

| Number            | Date       | Name                                            | Account No | Reference | Annotation | Debit     | Credit    | Recurrence |
|-------------------|------------|-------------------------------------------------|------------|-----------|------------|-----------|-----------|------------|
| AJE 1             | 12/31/2012 | Fidelity Advisor Stable Value Portfolio Class I | 1757       | I. 4      |            | 30,681.59 |           |            |
| AJE 1             | 12/31/2012 | Adjustment from fair value to contract value    | 1769       | I. 4      |            |           | 30,681.59 |            |
|                   |            | To adjust from contract value to fair value.    |            |           |            |           |           |            |
| AJE 2             | 12/31/2012 | Participant contribution receivable             | 1766       | C. 9      |            | 2,080.33  |           |            |
| AJE 2             | 12/31/2012 | Participant contributions                       | 1770       | C. 9      |            |           | 2,080.33  |            |
|                   |            | To record participant contribution receivable.  |            |           |            |           |           |            |
|                   |            |                                                 |            |           |            | 32,761.92 | 32,761.92 |            |
| Net Income (Loss) |            |                                                 | 83,997.03  |           |            |           |           |            |



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Plan Administrator  
Driveline Retail Merchandising, Inc. Retirement Plan  
545 E. John Carpenter Freeway, Suite 800  
Irving, Texas 75062

Except as discussed in the following paragraph, in planning and performing our DOL limited scope audit of the financial statements of Driveline Retail Merchandising, Inc. Retirement Plan (the "Plan") as of and for the year ended December 31, 2012 in accordance with auditing standards generally accepted in the United States of America, we considered the Plan's internal control over financial reporting ("internal control") as a basis for designing our auditing procedures for the purpose of issuing our report on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

We were engaged to perform a DOL limited-scope audit of those financial statements 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, as amended (ERISA). Our audit did not include all of the procedures required by auditing standards generally accepted in the United States of America and did not include a consideration of internal control relating to the information summarized in Note 3 to those financial statements. Because of the significance of the information that we did not audit, we were unable to, and did not, express an opinion on those financial statements.

Our consideration of internal control was for the limited purpose described in the preceding paragraph(s) and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and therefore, there can be no assurance that all deficiencies, significant deficiencies or material weaknesses have been identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be significant deficiencies and other deficiencies that we consider to be material weaknesses.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the financial statements will not be prevented, detected, or corrected by the entity's internal control on a timely basis. A significant deficiency is a deficiency, or combination of deficiencies, that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

We believe the following deficiencies constitute significant deficiencies:

- > During our risk assessment procedures it was noted third party service provider reports (SSAE 16) are not reviewed or monitored for performance by management. Without such procedures a material misstatement of the financial statements could occur. We recommend the Company obtain and review all third party contracts and service provider reports (SSAE 16) and actively monitor third party service providers. The focus of the review should be to assess whether your service provider is receiving a clean report and if it covers all areas of service you require. As part of your review you should also review the user control considerations identified within the report as these are the controls that are deemed to be the Plan's responsibility. Formal documentation of the SSAE 16 review (initials, date of review and any comments/concerns regarding the Company's response to the user control considerations) should be retained.
- > We noted during our audit the Company does not have an oversight committee to review Plan matters on a regular basis. Without such a committee, a significant error or fraud could occur causing the financial statements to contain a misstatement. We recommend the Plan establish an Investment Committee to oversee the Plan operations, investment performance and financial matters. The committee should meet on a regular basis and document the minutes of their meetings.

We believe that the following deficiencies constitute material weaknesses:

- > It was noted in the testing of timely remittances, the Plan Sponsor failed to remit employee withholdings from payroll to the Plan eleven times during 2012 within the DOL established rule of "as soon as the funds can be segregated from general company assets". As a result of non-timely remittances, Plan is considered to be not in compliance with DOL regulations. We recommend the Plan ensure all transfers from the bank to the Plan are reviewed timely to ensure timely remittance to avoid the need to calculate lost earnings and report delinquent deferrals payments to the DOL.
- > We noted there is approximately \$97,000 in the forfeiture account. The DOL requires plan forfeitures to be used or allocated in the plan year incurred. For plans that use forfeitures to reduce plan expenses or employer contributions, there should be language and administrative procedures to ensure that current year forfeitures will be used up promptly in the year in which they occurred or in appropriate situations no later than the immediately succeeding plan year. We recommend management review this account and consider using the forfeitures to offset future employer contributions or administrative expenses.

Plan Administrator  
Driveline Retail Merchandising, Inc. Retirement Plan

October 15, 2013  
Page 3

- > During our audit testing, we noted there were employees that were eligible to participate that were not deferring into the Plan and there was no documentation provided that indicated they had elected not to defer into the Plan. This lack of documentation for zero election forms leaves the Plan Sponsor exposed to the risk that employees will subsequently claim that they were improperly not allowed to participate in making deferrals after they became eligible. Without proper documentation to refute this claim, it is likely the Department of Labor will require the employer to make contributions to the Plan on the employee's behalf, including the appropriate employer match and lost earnings on the participant's account. Additionally, an excise tax would be imposed. Due to this risk, it is crucial the Plan Sponsor get signed zero election forms for each eligible employee that does not defer into the Plan. Ideally these forms should be updated at each Plan entry date, or at least annually.
- > The Plan Sponsor uses an outside party to hold the investments and execute and record investment transactions. They also use an outside party to perform the record keeping functions of the Plan as required by ERISA. To maintain a proper control environment, the outside party requires that certain control functions be performed by client personnel. The Plan Sponsor does not have adequate segregation of duties regarding performance of these control functions. Without appropriate segregation of duties, or compensating controls, it is possible the Plan may not be able to successfully prevent an error or misstatement from occurring.
- > The Plan Sponsor is unable to prepare the Plan's financial statements, including applicable disclosures, in accordance with accounting principles generally accepted in the United States of America. Without compensating controls within the Plan Sponsor's accounting department, it is possible the Plan may not be able to successfully prevent an error or misstatement from occurring, including misstatements within the financial statements and incorrect, incomplete, or omitted financial statement disclosures. The Plan Sponsor has engaged Baker Tilly Virchow Krause, LLP to prepare the Plan's financial statements including the financial statement disclosures.

This communication is intended solely for the information and use of management, the Plan Administrator and others within the organization and is not intended to be and should not be used by anyone other than these specified parties.

*Baker Tilly Virchow Krause, LLP*

Minneapolis, Minnesota  
October 15, 2013

**DRIVELINE RETAIL MERCHANDISING, INC.  
RETIREMENT PLAN**

Irving, Texas

**FINANCIAL STATEMENTS**

Including Independent Auditors' Report

As of December 31, 2012 and 2011 and for the Year Ended  
December 31, 2012

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

## **TABLE OF CONTENTS**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Driveline Retail Merchandising, Inc. Retirement Plan.



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## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the  
Driveline Retail Merchandising, Inc. Retirement Plan  
Irving, Texas

### ***Report on the Financial Statements***

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

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

***Disclaimer of Opinion***

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

***Other Matter***

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as defined in the table of contents, 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.

A handwritten signature in black ink that reads "Baker Tilly Vichow Krause, LLP". The signature is written in a cursive, flowing style.

Minneapolis, Minnesota  
October 15, 2013

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2012 and 2011

---

| <b>ASSETS</b>                                                                                  |  | <u>2012</u>         | <u>2011</u>         |
|------------------------------------------------------------------------------------------------|--|---------------------|---------------------|
| <b>INVESTMENTS</b>                                                                             |  |                     |                     |
| Mutual funds, at fair value                                                                    |  | \$ 2,807,782        | \$ 2,677,700        |
| Common collective trust, at fair value                                                         |  | <u>916,105</u>      | <u>965,251</u>      |
| Total Investments                                                                              |  | <u>3,723,887</u>    | <u>3,642,951</u>    |
| <b>RECEIVABLES</b>                                                                             |  |                     |                     |
| Participant contributions                                                                      |  | 2,080               | 2,352               |
| Notes receivable from participants                                                             |  | <u>64,174</u>       | <u>60,974</u>       |
| Total Receivables                                                                              |  | <u>66,254</u>       | <u>63,326</u>       |
| <b>NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE</b>                                         |  | 3,790,141           | 3,706,277           |
| Adjustment from fair value to contract value for fully benefit responsive investment contracts |  | <u>(30,682)</u>     | <u>(30,815)</u>     |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                                                       |  | <u>\$ 3,759,459</u> | <u>\$ 3,675,462</u> |

See accompanying notes to financial statements.

## DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

---

#### ADDITIONS

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments

\$ 282,337

Interest and dividends

74,030

Total investment income

356,367

Contributions:

Participants

251,018

Rollovers

733

Total contributions

251,751

Total Additions

608,118

#### DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants

512,101

Administrative expenses

12,020

Total Deductions

524,121

Net increase in net assets available for benefits

83,997

#### NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year

3,675,462

#### NET ASSETS AVAILABLE FOR BENEFITS -

End of year

\$ 3,759,459

See accompanying notes to financial statements.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

### **NOTE 1 - Description of the Plan**

---

The following brief description of the Driveline Retail Merchandising, Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan's summary description for a more complete description of the Plan's provisions.

#### *General*

The Plan is a defined contribution plan established January 1, 1996 by Driveline Retail Merchandising Inc. (the Company, Plan Sponsor and Administrator) to provide retirement benefits to eligible employees. Effective June 15, 2009, the Company changed the name of the Plan from Storecast Merchandising Corporation Investment Retirement Plan to Driveline Retail Merchandising, Inc. Retirement Plan. The Plan was amended and restated effective June 1, 2006 to include a related company, Archway Merchandising Services, Inc. Fidelity Management Trust Company (the "Trustee") is the Trustee of the Plan. The Trustee manages the investments of the Plan as directed by the participants and provides recordkeeping services. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### *Eligibility*

Eligibility for participation in the Plan extends to all employees who are 21 years of age or older and have completed six months of service for the Company. The participant will become eligible to participate in the Plan on the first day of the following month upon meeting the Plan's eligibility requirements. Upon enrollment in the Plan, a participant may direct the employer and employee contributions to any combination of available investment options.

#### *Participant Contributions*

Each year, participants may contribute up to the maximum percentage allowable not to exceed the limits of the Internal Revenue Code Section 401(k) of pretax annual compensation (salary reduction contributions), as defined in the Plan. In addition, participants age 50 and older may contribute catch-up contributions as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions).

#### *Company Contributions*

The Company may make discretionary matching contributions as determined by the Company's Board of Directors. For the year ended December 31, 2012, there were no discretionary matching contributions. Matching contributions are not made on any catch-up contributions.

The Company may also make discretionary nonelective contributions to the Plan, at such time or times as they select, in amounts as the Board of Directors may determine by resolution. For the year ended December 31, 2012, there were no discretionary nonelective contributions made to the Plan.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

### NOTE 1 - Description of the Plan (cont.)

---

#### *Participant Accounts*

Each participant's account is credited with the participant's contributions, catch-up contributions, rollover contributions and allocations of the Company's contributions, and Plan earnings, and is reduced for any Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

#### *Vesting*

Participants are immediately vested in their rollover contributions, employee pretax contributions, catch-up contributions, and earnings thereon. Vesting in the Company's discretionary matching and discretionary nonelective contributions is based upon years of vesting service as follows:

| <u>Years of Service</u> | <u>Percentage Vested</u> |
|-------------------------|--------------------------|
| Less than 1             | 0%                       |
| 1                       | 25%                      |
| 2                       | 50%                      |
| 3                       | 100%                     |

Effective December 1, 2005, the Plan changed the methodology used to determine a participant's years of service. Previously, a participant received vesting credit for a year of service under the "general method", which gives a participant credit for a year of service if they work more than 1,000 hours during the Plan year. Vesting under the Plan after January 1, 2006 is based upon the elapsed-time method. Hours of service are not counted, and instead periods of service are computed. A period of service is determined by the time a participant works for the Company. Only a participant's whole year of service is counted to compute their years of service for vesting purposes. Each participant also becomes 100% vested on termination of service due to death, disability or upon normal retirement age as defined by the plan.

#### *Forfeited Accounts*

As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$96,624 and \$102,424, respectively. These accounts will be used to reduce future Company contributions or pay administrative expenses. In 2012, the Company used \$10,720 of these forfeited nonvested accounts to pay administrative expenses.

## **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

---

#### **NOTE 1 - Description of the Plan (cont.)**

---

##### *Payment of Benefits*

Benefits may be paid to the participant or beneficiary upon death, disability, retirement, or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment, or installments. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

##### *Termination of Plan*

Although it has not expressed any intent to do so, the Company reserves 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 a termination, participants will become 100% vested in their accounts.

##### *Notes Receivable from Participants*

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 loan is secured by the balance in the participant's account. The loans bear interest at rates between 4.25% and 8.00%, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

##### *Administrative Expenses*

The Plan's administrative expenses may be paid by the Company.

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#### **NOTE 2 - Summary of Significant Accounting Policies**

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##### *Basis of Accounting and Use of Estimates*

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### **NOTE 2 - Summary of Significant Accounting Policies (cont.)**

---

#### *Investment Valuation and Income Recognition*

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 5 for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

Net appreciation in fair value of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

#### *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 upon the terms of the Plan document.

#### *Payment of Benefits*

Benefits are recorded when paid.

#### *Recently Issued Accounting Pronouncements*

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, "Fair Value Measurement," which aligns disclosures related to fair value between accounting principles generally accepted in the United States of America ("GAAP") and International Financial Reporting Standards. The standards update includes changes to the wording used to describe many of the requirements in GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update was effective for the plan in 2012, except for certain disclosures for nonpublic employee benefit plans as noted in ASU No. 2013-09, "Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04", which has been deferred indefinitely. The plan has adopted the provisions of ASU No. 2011-04, except for the disclosures related to ASU No. 2013-09. The adoption of this guidance did not have a material impact on the Plan's financial statements.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

### **NOTE 3 - Information Prepared and Certified by Trustee - Unaudited**

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company, the Trustee of the Plan.

Investments as of December 31:

| Investments                                                         | <u>2012</u>        |   | <u>2011</u>        |   |
|---------------------------------------------------------------------|--------------------|---|--------------------|---|
| Mutual Funds:                                                       |                    |   |                    |   |
| Fidelity Advisor Strategic Income Fund Class T                      | \$ 413,143         | * | \$ 430,564         | * |
| Fidelity Advisor Small Cap Fund Class T                             | 338,461            | * | 391,155            | * |
| Fidelity Advisor New Insights T                                     | 311,101            | * | 254,062            | * |
| Dreyfus S&P 500 Index                                               | 305,425            | * | 325,086            | * |
| Fidelity Advisor Freedom 2010 Class T                               | 253,912            | * | 158,071            |   |
| Fidelity Advisor Diversified International Fund C                   | 234,618            | * | 226,604            | * |
| Fidelity Advisor Equity Income Fund Class T                         | 201,456            | * | 181,031            |   |
| Fidelity Advisor Value Stratified T                                 | 172,751            |   | 142,900            |   |
| Fidelity Advisor Freedom 2020 Class T                               | 170,279            |   | 151,767            |   |
| Fidelity Advisor Mid Cap II Class T                                 | 155,913            |   | 150,129            |   |
| Fidelity Advisor Freedom 2030 Class T                               | 109,488            |   | 99,278             |   |
| Fidelity Advisor Freedom 2040 Class T                               | 72,816             |   | 108,280            |   |
| IVK Comstock A                                                      | 55,950             |   | 48,026             |   |
| Fidelity Advisor Freedom Inc Class T                                | <u>12,469</u>      |   | <u>10,747</u>      |   |
| Total Mutual Funds                                                  | 2,807,782          |   | 2,677,700          |   |
| Common Collective Trust:                                            |                    |   |                    |   |
| Fidelity Advisor Stable Value Portfolio Class II, at contract value | <u>885,423</u>     | * | <u>934,436</u>     | * |
| Total Investments                                                   | <u>\$3,693,205</u> |   | <u>\$3,612,136</u> |   |

Investments that represent 5% or more of the Plan's net assets are separately identified with an "\*\*".

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value as follows:

|                                               |                   |
|-----------------------------------------------|-------------------|
| Mutual funds                                  | <u>\$ 282,337</u> |
| Net appreciation in fair value of investments | 282,337           |
| Interest and Dividends                        | <u>74,030</u>     |
| Net investment income certified by Trustee    | <u>\$ 356,367</u> |

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### NOTE 4 - Common Collective Trust

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The Fidelity Advisor Stable Value Portfolio Fund Class II (the Fund) offers a full guarantee on principal and interest by Fidelity (the Issuer). The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the Issuer's general account.

There is no event that limits the ability of the Plan to transact at contract value with the Issuer. Certain events and circumstances would allow the Issuer to terminate the fully benefit-responsive group annuity insurance contract with the Plan and settle at an amount different from contract value. The Issuer may impose a contract penalty on withdrawals or exchanges from the Fund caused by an extraordinary corporate event (layoff, sale of a line of business, etc.).

|                                                    | 2012  | 2011  |
|----------------------------------------------------|-------|-------|
| Average yields                                     |       |       |
| Based on annualized earnings *                     | 1.69% | 1.74% |
| Based on interest rate credited to participants ** | 1.11% | 1.26% |

\* Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

\*\*Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date. The difference between annualized earnings and the interest rate credited to participants is due to administrative fees.

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### NOTE 5 - Fair Value of Financial Instruments

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The Plan follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include

- > quoted prices for similar assets or liabilities in active markets;
- > quoted prices for identical or similar assets or liabilities in inactive markets;
- > inputs other than quoted prices that are observable for the asset or liability;
- > inputs that are derived principally from or corroborated by observable market data by correlation or other means.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

### NOTE 5 - Fair Value of Financial Instruments (cont.)

Level 3 - Unobservable inputs that are unobservable and not corroborated by market data.

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

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

*Mutual funds:* Valued at fair value based on quoted market prices by the Plan at year end.

*Common collective trust:* Valued at the fair value of underlying investments of the common collective trust held by the Plan at year end.

The preceding methods described may produce a fair value calculation 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 as of the reporting date.

The Plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Plan sponsor has not historically adjusted the prices obtained from the pricing services.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy.

|                             | December 31, 2012   |                     |                   |             |
|-----------------------------|---------------------|---------------------|-------------------|-------------|
|                             | Total               | Level 1             | Level 2           | Level 3     |
| Mutual Funds:               |                     |                     |                   |             |
| Large Cap Equity Funds      | \$ 873,932          | \$ 873,932          | \$ -              | \$ -        |
| Mid-Cap Equity Funds        | 328,664             | 328,664             | -                 | -           |
| Small Cap Equity Funds      | 338,461             | 338,461             | -                 | -           |
| International Equity Funds  | 234,618             | 234,618             | -                 | -           |
| Blended Funds               | 12,469              | 12,469              | -                 | -           |
| Fixed Income Funds          | 413,143             | 413,143             | -                 | -           |
| Target Date Funds           | 606,495             | 606,495             | -                 | -           |
| Common Collective Trust (a) | <u>916,105</u>      | <u>-</u>            | <u>916,105</u>    | <u>-</u>    |
| Total Investments           | <u>\$ 3,723,887</u> | <u>\$ 2,807,782</u> | <u>\$ 916,105</u> | <u>\$ -</u> |

## DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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#### NOTE 5 - Fair Value of Financial Instruments (cont.)

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|                             | December 31, 2011   |                     |                   |             |
|-----------------------------|---------------------|---------------------|-------------------|-------------|
|                             | Total               | Level 1             | Level 2           | Level 3     |
| Mutual Funds:               |                     |                     |                   |             |
| Large Cap Equity Funds      | \$ 808,204          | \$ 808,204          | \$ -              | \$ -        |
| Mid-Cap Equity Funds        | 293,030             | 293,030             | -                 | -           |
| Small Cap Equity Funds      | 391,155             | 391,155             | -                 | -           |
| International Equity Funds  | 226,604             | 226,604             | -                 | -           |
| Blended Funds               | 10,747              | 10,747              | -                 | -           |
| Fixed Income Funds          | 430,564             | 430,564             | -                 | -           |
| Target Date Funds           | 517,396             | 517,396             | -                 | -           |
| Common Collective Trust (a) | <u>965,251</u>      | <u>-</u>            | <u>965,251</u>    | <u>-</u>    |
| Total Investments           | <u>\$ 3,642,951</u> | <u>\$ 2,677,700</u> | <u>\$ 965,251</u> | <u>\$ -</u> |

(a) The goal of the Fund is to preserve capital as well as to provide a competitive level of income over time consistent with the preservation of capital. The Fund is diversified among high-quality short-term bonds. The fund manager invests across several fixed-income asset classes, including U.S. Treasuries, government agency securities, corporate debt, asset-backed securities and mortgage-backed securities, as well as units of a money market portfolio. The Fund is wrapped by a syndicate of four banks and insurance companies, facilitating book value withdrawals. Transfers to a competing fund must first go through a non-competing investment option for at least 90 days.

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#### NOTE 6 - Party-in-Interest Transactions

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Certain Plan investments are shares of mutual funds managed by the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. However, such transactions are not prohibited under ERISA.

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#### NOTE 7 - Plan Tax Status

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The Plan adopted a prototype plan document that has a favorable determination letter from the Internal Revenue Service dated March 31, 2008, that states that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

# DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

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### NOTE 7 - Plan Tax Status (cont.)

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Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for tax returns for years prior to 2009.

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### NOTE 8 - Reconciliation of Financial Statements to Form 5500

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

|                                                                                                | December 31         |                     |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                | 2012                | 2011                |
| Net assets available for benefits per the financial statements                                 | \$ 3,759,459        | \$ 3,675,462        |
| Participant contributions receivable                                                           | (2,080)             | (2,352)             |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 30,682              | 30,815              |
| Net assets available for benefits per the Form 5500                                            | <u>\$ 3,788,061</u> | <u>\$ 3,703,925</u> |

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

|                                                                                                  |                  |
|--------------------------------------------------------------------------------------------------|------------------|
| Net increase in net assets available for benefits per financial statements                       | \$ 83,997        |
| Participant contributions receivable                                                             | 272              |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts   | (133)            |
| Net increase in the statement of changes in net assets available for plan benefits per Form 5500 | <u>\$ 84,136</u> |

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### NOTE 9 - Prohibited Transactions

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During 2012, the Plan sponsor failed to remit all employee contributions to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Plan sponsor is in the process of calculating the lost earnings to the participants and will contribute that amount to the plan in order to correct the prohibited transactions.

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### NOTE 10 - Subsequent Events

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The Plan's management has evaluated subsequent events through October 15, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

## **SUPPLEMENTAL INFORMATION**

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

Schedule H, Line 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 001

EIN 22-2049560

As of December 31, 2012

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor, or Similar Party | (c)<br>Description of Investment Including Maturity<br>Date, Rate of Interest, Collateral, Par or<br>Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     | <b>Common Collective Trust</b>                                  |                                                                                                                     |             |                         |
| *   | Fidelity                                                        | Advisor Stable Value Portfolio Class II                                                                             | **          | \$ 916,105              |
|     | <b>Mutual Funds</b>                                             |                                                                                                                     |             |                         |
|     | Van Kampen                                                      | IVK Comstock A                                                                                                      | **          | 55,950                  |
| *   | Fidelity                                                        | Advisor Value Stratified T                                                                                          | **          | 172,751                 |
| *   | Fidelity                                                        | Advisor Equity Income Fund Class T                                                                                  | **          | 201,456                 |
| *   | Fidelity                                                        | Advisor Small Cap Fund Class T                                                                                      | **          | 338,461                 |
| *   | Fidelity                                                        | Advisor Strategic Income Fund Class T                                                                               | **          | 413,143                 |
| *   | Fidelity                                                        | Advisor Diversified International Fund C                                                                            | **          | 234,618                 |
|     | Dreyfus                                                         | S&P 500 Index                                                                                                       | **          | 305,425                 |
| *   | Fidelity                                                        | Advisor Freedom 2010 Class T                                                                                        | **          | 253,912                 |
| *   | Fidelity                                                        | Advisor Freedom 2020 Class T                                                                                        | **          | 170,279                 |
| *   | Fidelity                                                        | Advisor Freedom 2030 Class T                                                                                        | **          | 109,488                 |
| *   | Fidelity                                                        | Advisor Freedom 2040 Class T                                                                                        | **          | 72,816                  |
| *   | Fidelity                                                        | Advisor Freedom Inc Class T                                                                                         | **          | 12,469                  |
| *   | Fidelity                                                        | Advisor New Insights T                                                                                              | **          | 311,101                 |
| *   | Fidelity                                                        | Advisor Mid Cap II Class T                                                                                          | **          | 155,913                 |
|     |                                                                 |                                                                                                                     |             | <u>3,723,887</u>        |
|     | Notes Receivable from                                           |                                                                                                                     |             |                         |
| *   | Participants                                                    | Interest ranging from 4.25% to 8.00%                                                                                | \$0         | <u>64,174</u>           |
|     |                                                                 |                                                                                                                     |             | <u>\$ 3,788,061</u>     |
| *   | Represents a party-in-interest                                  |                                                                                                                     |             |                         |
| **  | Cost omitted for participant directed investments               |                                                                                                                     |             |                         |

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, Trustee.

# **DRIVELINE RETAIL MERCHANDISING, INC. RETIREMENT PLAN**

Schedule H, Line 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Plan 001

EIN 22-2049560

For the Year Ended December 31, 2012

| Participant Contributions<br>Transferred Late to the<br>Plan                                             |               | Total that constitutes Nonexempt Prohibited Transactions |                                            |                                                | Total Fully<br>Corrected under<br>VFCP and PTE<br>2002-51 |
|----------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------|--------------------------------------------|------------------------------------------------|-----------------------------------------------------------|
| Check here if late<br>Participant loan<br>repayments are included<br><input checked="" type="checkbox"/> |               | Contributions Not<br>Corrected                           | Contributions<br>Corrected Outside<br>VFCP | Contributions<br>Pending Correction<br>in VFCP |                                                           |
| \$                                                                                                       | 6,295         | \$ 6,295                                                 | \$ -                                       | \$ -                                           | \$ -                                                      |
|                                                                                                          | 5,427         | 5,427                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,309         | 6,309                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,655         | 6,655                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,694         | 6,694                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 2,420         | 2,420                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 6,940         | 6,940                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 7,001         | 7,001                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 7,043         | 7,043                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | 4,187         | 4,187                                                    | -                                          | -                                              | -                                                         |
|                                                                                                          | <u>7,963</u>  | <u>7,963</u>                                             | <u>-</u>                                   | <u>-</u>                                       | <u>-</u>                                                  |
| <u>\$</u>                                                                                                | <u>66,934</u> | <u>\$ 66,934</u>                                         | <u>\$ -</u>                                | <u>\$ -</u>                                    | <u>\$ -</u>                                               |



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Driveline Retail Merchandising, Inc. Retirement Plan  
545 E. John Carpenter Freeway, Suite 800  
Irving, Texas 75062

Thank you for using Baker Tilly Virchow Krause, LLP as your auditor.

We have completed a DOL limited-scope audit of Driveline Retail Merchandising, Inc. Retirement Plan ("the Plan") for the year ended December 31, 2012, and have issued our report thereon dated October 15, 2013. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedules taken as a whole. This letter presents communications required by our professional standards.

*Our Responsibility under Auditing Standards Generally Accepted in the United States of America*

As permitted by 29 CFR 2520.103-8 of the DOL's rules and regulations for reporting and disclosure under ERISA, you instructed us not to perform, and we did not perform, any auditing procedures with respect to the statements and information relating to the Plan's investments certified by the trustee, except for comparing such information with the related information included in the Plan's financial statements and supplemental information. The form and content of the information included in the Plan's financial statements, other than that derived from the information certified by the trustee, was audited by us in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements prepared by management with your oversight are free of material misstatement, whether caused by error or fraud. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit does not relieve management or the Plan Administrator of their fiduciary responsibilities.

As part of the audit we obtained an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing and extent of further audit procedures. The audit was not designed to provide assurance on internal control or to identify deficiencies in internal control.

*Other Information in Documents Containing Audited Financial Statements*

We are not aware of any documents prepared by management, other than the Form 5500, which contain our reports on the audited financial statements of Driveline Retail Merchandising, Inc. Retirement Plan. Our responsibility for this information does not extend beyond the financial information identified in the report. We do not have an obligation to perform any procedures to corroborate other information contained in the Form 5500. We have read the Form 5500 to corroborate the financial information. Nothing came to our attention that caused us to believe that such information, or its manner of presentation, is materially inconsistent with the information, or manner of information appearing in the financial statements.

Plan Administrator  
Driveline Retail Merchandising, Inc. Retirement Plan

October 15, 2013  
Page 2

*Planned Scope and Timing of the Audit*

We performed the audit according to the planned scope and timing previously communicated to you in our phone conversation on September 17, 2013.

*Qualitative Aspect of Accounting Policies*

Management is responsible for the selection and use of appropriate accounting policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by Driveline Retail Merchandising, Inc. Retirement Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2012.

We noted no transactions entered into by the Plan during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.

*Accounting Estimates*

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The disclosures in the financial statements are neutral, consistent, and clear.

*Difficulties Encountered in Performing the Audit*

We encountered no significant difficulties in dealing with management in performing and completing our audit.

*Corrected and Uncorrected Misstatements*

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. For purposes of this letter, professional standards define a significant audit adjustment as a proposed correction of the financial statements that, in our judgment, may not have been detected except through our auditing procedures.

Management has corrected all significant audit adjustments and a summary has been provided to you.

A summary of uncorrected financial statement misstatements has been provided to you. Management has determined that their effects are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

October 15, 2013  
Page 3

*Disagreements with Management*

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

*Consultations with Other Independent Accountants*

In some cases, management may decide to consult with other accountants about auditing and accounting matters. If a consultation involves application of an accounting principle to the Plan's financial statements, or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

*Management Representations*

We have requested certain representations from management that are included in the management representation letter. This letter has been provided to you.

*Independence*

We are not aware of any relationships between Baker Tilly Virchow Krause, LLP and the Plan that, in our professional judgment, may reasonably be thought to bear on our independence.

Relating to our audit of the financial statements of Driveline Retail Merchandising, Inc. Retirement Plan for the year ended December 31, 2012, Baker Tilly Virchow Krause, LLP hereby confirms in accordance with the Code of Professional Conduct issued by the American Institute of Certified Public Accountants, that we, in our professional judgment, are independent with respect to the Plan. During the year ended December 31, 2012, Baker Tilly Virchow Krause, LLP provided the following services to the Plan:

- > Preparation of the financial statements
- > Preparation of adjusting journal entries

*Other Audit Findings or Issues*

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.



**Driveline Retail Merchandising, Inc. Retirement Plan**  
**Summary of Uncorrected Misstatements**  
**For the Year Ended December 31, 2012**

|                                                                 | Assets              | Liabilities  | Net Assets          | Additions to<br>Net Assets | Deductions from<br>Net Assets | Net (Increase)<br>Decrease in<br>Net Assets | Description                                                                                      |
|-----------------------------------------------------------------|---------------------|--------------|---------------------|----------------------------|-------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------|
| <u><b>Known Uncorrected Misstatements</b></u>                   |                     |              |                     |                            |                               |                                             |                                                                                                  |
| Distributions payable<br>Distributions                          |                     | (4,708)      |                     |                            | 4,708                         | 4,708                                       | To record corrective distributions as a result of<br>failure of Actual Deferral Percentage Test. |
|                                                                 |                     |              |                     |                            |                               | 0                                           |                                                                                                  |
| Total known uncorrected misstatements                           | 0                   | (4,708)      | 0                   | 0                          | 4,708                         | 4,708                                       |                                                                                                  |
| <u><b>Projected Uncorrected Misstatements</b></u>               |                     |              |                     |                            |                               |                                             |                                                                                                  |
| Total projected uncorrected misstatements                       | 0                   | 0            | 0                   | 0                          | 0                             | 0                                           |                                                                                                  |
| Total uncorrected misstatements                                 | 0                   | (4,708)      | 0                   | 0                          | 4,708                         | 4,708                                       |                                                                                                  |
| Reversal of prior year uncorrected misstatements                |                     |              |                     | 0                          | (17,734)                      | (17,734)                                    |                                                                                                  |
| Net impact of uncorrected misstatements                         |                     |              |                     | 0                          | (13,026)                      | (13,026)                                    |                                                                                                  |
| Less effective tax rate (0%)                                    |                     |              |                     |                            |                               | -                                           |                                                                                                  |
| Net impact of uncorrected misstatements, net of tax             |                     |              |                     |                            |                               | <u>\$ (13,026)</u>                          |                                                                                                  |
| Financial statement amounts                                     | <u>\$ 3,759,459</u> | <u>\$ -</u>  | <u>\$ 3,759,459</u> | <u>\$ 608,118</u>          | <u>\$ 524,121</u>             | <u>\$ 83,997</u>                            |                                                                                                  |
| Misstatements as a percentage of financial<br>statement amounts | <u>0.00%</u>        | <u>0.00%</u> | <u>0.00%</u>        | <u>0.00%</u>               | <u>-2.49%</u>                 | <u>-15.51%</u>                              |                                                                                                  |

**Driveline Retail Merchandising, Inc. Retirement Plan**

Year End: December 31, 2012

Adjusting Journal Entries

Date: 1/1/2012 To 12/31/2012

TB. 2

| Staff          | Senior         | Manager       |
|----------------|----------------|---------------|
| BAP 9/30/2013  |                | MJH 10/2/2013 |
| Partner        | Pre-issuance   |               |
| JRL 10/14/2013 | MWK 10/14/2013 |               |

| Number            | Date       | Name                                            | Account No | Reference | Annotation | Debit     | Credit    | Recurrence |
|-------------------|------------|-------------------------------------------------|------------|-----------|------------|-----------|-----------|------------|
| AJE 1             | 12/31/2012 | Fidelity Advisor Stable Value Portfolio Class I | 1757       | I. 4      |            | 30,681.59 |           |            |
| AJE 1             | 12/31/2012 | Adjustment from fair value to contract value    | 1769       | I. 4      |            |           | 30,681.59 |            |
|                   |            | To adjust from contract value to fair value.    |            |           |            |           |           |            |
| AJE 2             | 12/31/2012 | Participant contribution receivable             | 1766       | C. 9      |            | 2,080.33  |           |            |
| AJE 2             | 12/31/2012 | Participant contributions                       | 1770       | C. 9      |            |           | 2,080.33  |            |
|                   |            | To record participant contribution receivable.  |            |           |            |           |           |            |
|                   |            |                                                 |            |           |            | 32,761.92 | 32,761.92 |            |
| Net Income (Loss) |            |                                                 | 83,997.03  |           |            |           |           |            |



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Except as discussed in the following paragraph, in planning and performing our DOL limited scope audit of the financial statements of Driveline Retail Merchandising, Inc. Retirement Plan (the "Plan") as of and for the year ended December 31, 2012 in accordance with auditing standards generally accepted in the United States of America, we considered the Plan's internal control over financial reporting ("internal control") as a basis for designing our auditing procedures for the purpose of issuing our report on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

We were engaged to perform a DOL limited-scope audit of those financial statements 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, as amended (ERISA). Our audit did not include all of the procedures required by auditing standards generally accepted in the United States of America and did not include a consideration of internal control relating to the information summarized in Note 3 to those financial statements. Because of the significance of the information that we did not audit, we were unable to, and did not, express an opinion on those financial statements.

Our consideration of internal control was for the limited purpose described in the preceding paragraph(s) and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and therefore, there can be no assurance that all deficiencies, significant deficiencies or material weaknesses have been identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be significant deficiencies and other deficiencies that we consider to be material weaknesses.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the financial statements will not be prevented, detected, or corrected by the entity's internal control on a timely basis. A significant deficiency is a deficiency, or combination of deficiencies, that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

We believe the following deficiencies constitute significant deficiencies:

- > During our risk assessment procedures it was noted third party service provider reports (SSAE 16) are not reviewed or monitored for performance by management. Without such procedures a material misstatement of the financial statements could occur. We recommend the Company obtain and review all third party contracts and service provider reports (SSAE 16) and actively monitor third party service providers. The focus of the review should be to assess whether your service provider is receiving a clean report and if it covers all areas of service you require. As part of your review you should also review the user control considerations identified within the report as these are the controls that are deemed to be the Plan's responsibility. Formal documentation of the SSAE 16 review (initials, date of review and any comments/concerns regarding the Company's response to the user control considerations) should be retained.
- > We noted during our audit the Company does not have an oversight committee to review Plan matters on a regular basis. Without such a committee, a significant error or fraud could occur causing the financial statements to contain a misstatement. We recommend the Plan establish an Investment Committee to oversee the Plan operations, investment performance and financial matters. The committee should meet on a regular basis and document the minutes of their meetings.

We believe that the following deficiencies constitute material weaknesses:

- > It was noted in the testing of timely remittances, the Plan Sponsor failed to remit employee withholdings from payroll to the Plan eleven times during 2012 within the DOL established rule of "as soon as the funds can be segregated from general company assets". As a result of non-timely remittances, Plan is considered to be not in compliance with DOL regulations. We recommend the Plan ensure all transfers from the bank to the Plan are reviewed timely to ensure timely remittance to avoid the need to calculate lost earnings and report delinquent deferrals payments to the DOL.
- > We noted there is approximately \$97,000 in the forfeiture account. The DOL requires plan forfeitures to be used or allocated in the plan year incurred. For plans that use forfeitures to reduce plan expenses or employer contributions, there should be language and administrative procedures to ensure that current year forfeitures will be used up promptly in the year in which they occurred or in appropriate situations no later than the immediately succeeding plan year. We recommend management review this account and consider using the forfeitures to offset future employer contributions or administrative expenses.

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- > During our audit testing, we noted there were employees that were eligible to participate that were not deferring into the Plan and there was no documentation provided that indicated they had elected not to defer into the Plan. This lack of documentation for zero election forms leaves the Plan Sponsor exposed to the risk that employees will subsequently claim that they were improperly not allowed to participate in making deferrals after they became eligible. Without proper documentation to refute this claim, it is likely the Department of Labor will require the employer to make contributions to the Plan on the employee's behalf, including the appropriate employer match and lost earnings on the participant's account. Additionally, an excise tax would be imposed. Due to this risk, it is crucial the Plan Sponsor get signed zero election forms for each eligible employee that does not defer into the Plan. Ideally these forms should be updated at each Plan entry date, or at least annually.
- > The Plan Sponsor uses an outside party to hold the investments and execute and record investment transactions. They also use an outside party to perform the record keeping functions of the Plan as required by ERISA. To maintain a proper control environment, the outside party requires that certain control functions be performed by client personnel. The Plan Sponsor does not have adequate segregation of duties regarding performance of these control functions. Without appropriate segregation of duties, or compensating controls, it is possible the Plan may not be able to successfully prevent an error or misstatement from occurring.
- > The Plan Sponsor is unable to prepare the Plan's financial statements, including applicable disclosures, in accordance with accounting principles generally accepted in the United States of America. Without compensating controls within the Plan Sponsor's accounting department, it is possible the Plan may not be able to successfully prevent an error or misstatement from occurring, including misstatements within the financial statements and incorrect, incomplete, or omitted financial statement disclosures. The Plan Sponsor has engaged Baker Tilly Virchow Krause, LLP to prepare the Plan's financial statements including the financial statement disclosures.

This communication is intended solely for the information and use of management, the Plan Administrator and others within the organization and is not intended to be and should not be used by anyone other than these specified parties.

*Baker Tilly Virchow Krause, LLP*

Minneapolis, Minnesota  
October 15, 2013