

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>MATTERSIGHT CORPORATION 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/2000</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MATTERSIGHT CORPORATION</u> <u>200 S. WACKER DRIVE</u> <u>SUITE 820</u> <u>CHICAGO, IL 60606</u>	2b Employer Identification Number (EIN) <u>36-4304577</u> 2c Sponsor's telephone number <u>847-582-7170</u> 2d Business code (see instructions) <u>541600</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2014</u>	<u>TIMOTHY HAILEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2014</u>	<u>TIMOTHY HAILEY</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address MATTERSIGHT CORPORATION 200 S. WACKER DRIVE SUITE 820 CHICAGO, IL 60606		3b Administrator's EIN 36-4304577
		3c Administrator's telephone number 847-582-7170
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 507
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	236
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	250
d Subtotal. Add lines 6a , 6b , and 6c	6d	486
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	486
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	454
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	21
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan MATTERSIGHT CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MATTERSIGHT CORPORATION	D Employer Identification Number (EIN) 36-4304577

Part I	Service Provider Information (see instructions)
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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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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)

BAKER TILLY VIRCHOW

39-0859910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTANT/AUDITOR	9950	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60 50	RECORDKEEPER	12658	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MESIROW FINANCIAL

36-3194849

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISOR	9000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
ARTISAN MID CAP INV - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
BLKRRK INFL PROTEC IS - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.
CRM MID CAP VAL INV - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	
(a) Enter service provider name as it appears on line 2		(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 APPRECIATION - DREYFUS TRAN 13-2614959	0.25%	
(a) Enter service provider name as it appears on line 2		(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.
JPM MIDCAP VALUE IS - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PRU/J SMALL CO Z - PRUDENTIAL MUTUA 22-3703799	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
VICTORY DIVERS STK A - CITI FUND SE 31-1249295	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
WFA SM CAP VAL INV - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning	01/01/2012	and ending	12/31/2012
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A Name of plan MATTERSIGHT CORPORATION 401(K) PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MATTERSIGHT CORPORATION	D Employer Identification Number (EIN) 36-4304577
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	FID MGD INC PORT
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b Name of sponsor of entity listed in (a):	FIDELITY MANAGEMENT TRUST COMPANY
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c EIN-PN	04-3022712-024	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2326366
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
---	--

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>MATTERSIGHT CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MATTERSIGHT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-4304577</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	11620
	(2) Participant contributions	1b(2)	36927	41887
	(3) Other.....	1b(3)	0	1737
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	48593	63912
	(9) Value of interest in common/collective trusts.....	1c(9)	2221080	2326366
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	25829256	28019172
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	28135856	30464694

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	11993	10365
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	11993	10365

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	28123863	30454329
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	99985	
(B) Participants	2a(1)(B)	1373922	
(C) Others (including rollovers)	2a(1)(C)	53920	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1527827
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3284	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3284
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	847785	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		847785
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		40385
(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)		3200269
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5619550

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3249206	
(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)		3249206
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		8270
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18950	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12658	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31608
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3289084

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2330466
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	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>MATTERSIGHT CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MATTERSIGHT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-4304577</u>

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

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

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

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**MATTERSIGHT CORPORATION
401(K) PLAN
CHICAGO, ILLINOIS**

**Financial Statements and Supplemental Schedule
Including Independent Auditors' Report
As of December 31, 2012 and 2011, and
For the Year Ended December 31, 2012**

MATTERSIGHT CORPORATION 401(K) PLAN

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Note: Supplemental schedules required by Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Mattersight Corporation 401(k) Plan.

Independent Auditors' Report

To the Trustees
Mattersight Corporation 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, 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 schedule. 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 certifications 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.

To the Trustees
Mattersight Corporation 401(k) Plan

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 as a whole.

Other Matter - Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year), as of December 31, 2012 is required by the DOL Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Janesville, Wisconsin
October 10, 2013

MATTERSIGHT CORPORATION 401(K) PLAN

Statements of Net Assets Available For Benefits

As of December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Shares of registered investment companies	\$28,019,172	\$25,829,256
Common collective trust fund	<u>2,326,366</u>	<u>2,221,080</u>
Total investments	30,345,538	28,050,336
Receivables:		
Participant contributions	41,887	36,927
Employer contributions	11,620	—
Miscellaneous receivable	1,737	—
Notes receivable from participants	<u>63,912</u>	<u>48,593</u>
Total assets	<u>30,464,694</u>	<u>28,135,856</u>
Liabilities:		
Accrued administrative expenses	<u>10,365</u>	<u>11,993</u>
Total liabilities	<u>10,365</u>	<u>11,993</u>
Net assets available for benefits, at fair value	30,454,329	28,123,863
Adjustment from fair value to contract value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>(66,574)</u>	<u>(54,780)</u>
Net assets available for benefits	<u>\$30,387,755</u>	<u>\$28,069,083</u>

See accompanying notes to financial statements.

MATTERSIGHT CORPORATION 401(K) PLAN

Statement of Changes in Net Assets **Available For Benefits For The Year Ended**

December 31, 2012

	<u>2012</u>
<u>Additions to Net Assets:</u>	
Investment income:	
Net appreciation in fair value of investments	\$ 3,200,269
Interest and dividends	876,376
Interest from participant loans	<u>3,284</u>
Total investment income	<u>4,079,929</u>
Contributions:	
Participants' contributions	1,373,922
Employer contributions	99,985
Rollovers	<u>53,920</u>
Total contributions	<u>1,527,827</u>
Total additions	<u>5,607,756</u>
 <u>Deductions from Net Assets:</u>	
Benefits paid to participants	3,257,476
Administrative expenses	<u>31,608</u>
Total deductions	<u>3,289,084</u>
Net increase in net assets	2,318,672
Net assets available for benefits, beginning of year	<u>28,069,083</u>
Net assets available for benefits, end of year	<u>\$30,387,755</u>

See accompanying notes to financial statements.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 1 — Description of Plan

The following description of the Mattersight Corporation (“Mattersight”) 401(K) Plan (“the Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General — The Plan is a defined contribution plan covering all employees who are age twenty-one or older. Employees are eligible to participate on the first day of the month following their first day of employment. The Plan was established and is subject to the provisions of the Employee Retirement Income Security Act (“ERISA”).

The Plan allows auto enrollment of non-participating employees after 90 days. If the employees do not opt out of the program within 90 days they are automatically enrolled with a 3% deferral of their salary. Employees that are automatically enrolled have their contributions invested in a Fidelity Freedom fund, based on the participant’s age. An employee may elect out of the program at any time, as well as make changes to the level of contribution and investment fund option.

The Plan has a discretionary matching employer contribution. Matching employer contributions require Board of Director approval and may limit the matching employer contribution to a specific percentage, or limit the match amount to a specific dollar amount.

Amendments/Changes — Effective June 1, 2012, the Board of Directors approved the reinstatement of the employer matching contribution for the remainder of the 2012 plan year, and the match contribution was made at the rate of 25% of the amount a Plan participant contributed to the Plan, up to 6% of the participant’s qualifying compensation (as defined in the Plan). Matching employer contributions were effective for contributions made by a participant since January 1, 2012. For calendar year 2013, the Plan sponsor suspended the 2013 employer matching contributions to the Plan.

For calendar year 2011, employer matching contributions to the Plan were suspended in light of the then-current macro-economic conditions.

Effective June 1, 2011, the Plan Sponsor changed its name from eLoyalty Corporation to Mattersight Corporation.

On March 17, 2011, the Plan Sponsor entered into an acquisition agreement with TeleTech Holdings, Inc., a Delaware corporation, and Magellan Acquisition Sub, LLC, a Colorado limited liability company and wholly-owned subsidiary of TeleTech Holdings, Inc. (collectively, “TeleTech”), pursuant to which TeleTech agreed to purchase substantially all of the assets, and assume certain of the liabilities, related to the Company’s Integrated Contact Solutions Business Unit (the “ICS Business Unit”) and the “eLoyalty” registered trademark / trade name. The sale of

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 1 — Description of Plan, continued

the ICS Business Unit closed on May 28, 2011. Due to the number of plan participants impacted by the sale, the Plan Sponsor implemented a Partial Plan Termination as it relates to these participants effective May 28, 2011. Due to the Partial Plan Termination, the seventeen affected employees immediately became 100% vested in \$10,542 of employer contributions.

Effective April 16, 2012, Dreyfus Appreciation Fund and JPMorgan Mid Cap Value Fund Institutional Class were added to the investment options under the Plan. Discontinued investment options effective April 16, 2012 were the Fidelity Magellan Fund and CRM Mid Cap Value Fund Class Investor. Participant balances and investment elections remaining in discontinued funds are liquidated and proceeds are invested in the new fund as of the effective date.

The current annual administrative fee for terminated employees is \$25, and is deducted from the participant's account by Fidelity.

Effective September 1, 2010, upon a participant's termination of employment, if the value of the participant's account balance is between \$1,000 to \$5,000; those participants will receive an automatic disbursement from the Plan. Any such distribution that is greater than \$1,000 will be deposited into an established IRA account.

Contributions — For calendar year 2012, the maximum participant contribution rate is 30% of eligible compensation and up to 100% of bonus compensation, subject to the Internal Revenue Service ("IRS") annual limit of \$17,000. Participants over the age of 50 are allowed to contribute up to an additional \$5,500 for 2012, if they elected catch-up contributions. In addition, participants may transfer to the Plan rollover distributions from other qualified plans and individual retirement accounts. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts — Each participant's account is credited with the participant's contribution, as directed by the participant; employer contributions, if any; and an allocation of Plan earnings. Allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants — The Plan provides for participant loans of up to 50% of the participant's vested account balance up to a limit of \$50,000. The minimum loan amount is \$1,000. Such loans bear interest at a rate as determined under the provisions of the Plan and are stated at cost which approximates fair value. Participants may have only one loan outstanding at any time. Repayments on the principal and interest of loans are made directly through bi-monthly payroll deductions. As of December 31, 2012 and December 31, 2011, participant notes receivable were \$63,912 and \$48,593, respectively, with interest rates ranging from 5.00% to 6.00%.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 1 — Description of Plan, continued

Vesting — Employee contributions, rollover contributions, and Plan earnings for those contributions are 100% vested immediately upon entering the Plan. Employer contributions are 100% vested after three years of service.

Forfeitures — Participants forfeit the non-vested portion of the employer matching contributions upon the earlier of (a) the distribution of the vested portion of their accounts, or (b) if a distribution is not received, after the participant incurs five consecutive one year breaks in service. Forfeiture funds may be used to pay administrative expenses of the Plan or applied to reduce future employer contributions. At December 31, 2012, forfeited non-vested accounts totaled \$27,458, net of \$148,200 and \$26,463 of forfeited funds used to pay employer matching contributions and administrative fees during the year. At December 31, 2011, forfeited non-vested accounts totaled \$179,049, net of \$40,818 of forfeited funds used to pay administrative fees during the year.

Payment of Benefits — A participant in the Plan may elect to receive a distribution of vested benefits from the Plan in the following events: termination of service, death, disability, or retirement from Mattersight. The normal form of benefit for individuals is a lump sum distribution, but those individuals may also elect installment distributions.

Administrative Expenses — Administrative expenses are currently being paid from the forfeiture account. To the extent administrative expenses exceed the available funds in the forfeiture account, the plan sponsor pays any additional expenses.

Investment Options and Related Risks — The plan invests in shares of registered investment companies (mutual funds) which are subject to various risks, including credit, interest, and overall market volatility risks. In addition to these general risks, there are additional risks that may be applicable to the specific investments held by the plan as noted below.

Large cap equity funds - The fund's strategy of investing in large cap stocks carries the risk that in certain markets large cap stocks will underperform small cap or mid cap stocks.

Mid cap equity funds - Investments in mid cap companies are subject to more erratic price movements than investments in larger, more established companies. In particular, mid-sized companies may pose greater risk due to narrow product lines, limited financial resources, less depth in management or a limited trading market for their securities.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 1 — Description of Plan, continued

Small cap equity funds - The fund's investment in smaller companies are subject to more erratic price movements than investments in larger, more established companies. Small cap companies may be developing or marketing new products or services for which markets are not yet and may never become established. Although small, unseasoned companies may offer greater opportunities for capital growth than larger, more established companies, they also involve greater risks and should be considered speculative.

International equity funds - Foreign securities involve special risks, including potentially unfavorable currency exchange rates, limited government regulation (including less stringent investor protection and disclosure standards) and exposure to possible economic, political and social instability. To the extent the fund invests in emerging market countries, its foreign securities risk will be higher.

Fixed income funds - Fixed-income securities or bonds are subject to credit risk and interest rate risk. The credit rating of bonds in the fund could be downgraded or the issuer of a bond could default on its obligations. In general, lower-rated fixed-income securities involve more credit risk. When interest rates rise, bond prices generally fall.

Target date funds - Investing in stocks may involve larger price swings and greater potential for loss than other types of investments. As a result, the value of the underlying funds may be subject to sharp, short-term declines in value. These risks will be more significant for the fund in the years preceding its target date because a greater proportion of the fund's assets will consist of underlying funds that primarily invest in stocks. Rising interest rates will generally cause the prices of bonds and other debt securities to fall.

NOTE 2 — Significant Accounting Policies

Basis of Accounting — The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and, accordingly, income and related assets are recognized when earned. Investment contracts held by a defined contribution plan are reported at fair value. However, effective for plan years ending after December 15, 2006, contract value is the relevant measurement attribute for that portion of the Net Assets Available for Benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the Fidelity Managed Income Portfolio Fund, a common/collective trust fund sponsored by Fidelity Management Trust Company. In the accompanying Statement of Net Assets Available for Benefits, investments in the common collective trust fund are presented at: (i) fair value and (ii) an adjustment from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 2 — Significant Accounting Policies, continued

Investment Valuation and Income Recognition — Plan investments are held under a group contract by the Fidelity Management Trust Company (“FMTC”). Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end as reported by the trustee. Investments in common collective trust funds are through the Fidelity Managed Income Portfolio Fund and are valued at contract value. See Note 4 for discussion of fair value measurements.

Net appreciation in the fair value of investments included in the accompanying Statement of Changes in Net Assets Available for Benefits includes realized gains and losses from the sale of investments and unrealized appreciation or depreciation in the 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 represent 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. Dividends are recorded on the ex-dividend date.

The plan invests in shares of registered investment companies (mutual funds) that determine their fair value using the net asset value of the funds. The net asset value is determined by each fund’s trustee using the fair value of the underlying securities within the fund at year end.

Fidelity Managed Income Portfolio Fund — The Fidelity Managed Income Portfolio (the “portfolio”), a common/collective trust fund, invests with the objective to seek preservation of capital and a competitive level of income over time. To achieve its investment objective, the portfolio invests in underlying assets (typically fixed-income securities or bond funds, and may include derivative instruments such as futures contracts and swap agreements) and enters into a “wrapper” contract issued by a third-party. FMTC seeks to minimize the exposure of the portfolio to credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. The portfolio’s ability to receive amounts due pursuant to these contracts is dependent upon the issuers’ ability to meet their financial obligations.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 2 — Significant Accounting Policies, continued

The portfolio calculates its net asset value per unit as of the close of business of the New York Stock Exchange, normally 4:00 p.m. Eastern Time. It is the policy of the portfolio to use its best efforts to maintain a stable net asset value of \$1.00 per unit; although there is no guarantee that the portfolio will be able to maintain this value.

Investments in wrap contracts are fair valued using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. The dealers may consider the following in the bid process: size of the portfolio, performance of the underlying portfolio, and the fair value to contract value ratio. For purposes of benefit-responsive withdrawals, investments in wrap contracts are valued at contract value, which could be more or less than fair value. These investment contracts provide benefit-responsive withdrawals at contract value including those instances when, in connection with wrap contracts, underlying investment securities are sold to fund normal benefit payments prior to the maturity of such contracts. The crediting rate is the discount rate that equates the estimated future market value with a portfolio's current contract value. Crediting rates are reset quarterly. The wrap contracts provide a guarantee that the crediting rate will not fall below 0%. The average yield for the portfolio was 1.70% for the year ended December 31, 2012, and the portfolio reported a crediting interest rate of 1.05% at December 31, 2012. The average yield for the portfolio was 1.92% for the year ended December 31, 2011, and the portfolio reported a crediting interest rate of 1.39% at December 31, 2011.

Underlying debt securities for which quotations are readily available are valued at their most recent bid prices (sales prices if the principal market is an exchange) in the principal market in which such securities are normally traded, as determined by recognized dealers in such securities, or securities are valued on the basis of information provided by a pricing service.

Pricing services use valuation matrices that incorporate both dealer-supplied valuations and valuation models. If prices are not readily available or do not accurately reflect fair value for a security, or if a security's value has been materially affected by events occurring after the close of the exchange or market on which the security is principally traded, that security may be valued by another method that the trustee believes accurately reflects fair value. A security's valuation may differ depending on the method used for determining value. Price movements in future contracts and ADRs, market and trading trends, the bid/ask quotes of brokers, and off exchange institutional trading may be reviewed in the course of making a good faith determination of a security's fair value. Underlying short-term securities with remaining maturities of 60 days or less for which market quotations are not readily available are valued at original cost plus accrued interest or at amortized cost, both of which approximate current value. Investments in Underlying Commingled Pools and open-end investment companies are valued at their net asset value each business day.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 2 — Significant Accounting Policies, continued

In the normal course of business, the portfolio may enter into contracts that provide general indemnifications. The portfolio's maximum exposure under these arrangements is unknown as this would be dependent on future claims that may be made against the portfolio. The risk of material loss from such claims is considered remote. Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (i) material plan amendments including partial or complete termination or merger of the plan with another plan; (ii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (iii) changes to plan's prohibition on competing investment options; (iv) the closing of a plant, facility, or other business unit of the plan sponsor, or bankruptcy of the plan sponsor. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

The Guaranteed Investment Contracts do not permit the insurance companies to terminate the agreement prior to the scheduled maturity date.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of Net Assets Available for Benefits at the date of the financial statements, the Changes in Net Assets Available for Benefits during the reporting period, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits — Benefits are recorded when paid.

NOTE 3 — Information Prepared and Certified by Trustee (Unaudited)

The plan administrator has received from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, certifications as to the accuracy and completeness of certain financial information and data. The data certified includes all investments and related investment activity reflected in the accompanying financial statements. The investment information disclosed herein was prepared from data certified by the trustee.

MATTERSIGHT CORPORATION 401(K) 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), continued

The fair value of investments that represent 5% or more of Net Assets Available for Benefits at both December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Growth Company Fund	\$ 4,703,079	\$ 4,467,577
PIMCO Total Return	2,995,579	2,970,315
Fidelity Worldwide Fund	2,326,729	2,125,133
Fidelity Managed Income Portfolio Fund	2,326,366	2,221,080
Spartan U.S. Equity Index Portfolio Fund	2,442,269	2,219,581
Fidelity Puritan Fund	1,922,558	1,696,994
Fidelity Diversified International Fund	1,900,241	1,850,295
Fidelity Low-Priced Stock Fund	1,823,312	1,670,716
Other investments less than 5% of total	<u>9,905,405</u>	<u>8,828,645</u>
Total investments	<u>\$30,345,538</u>	<u>\$28,050,336</u>

The table below reconciles the fair value and the contract value of the common collective trust fund:

	<u>2012</u>	<u>2011</u>
Common collective trust fund:		
Fidelity Managed Income Portfolio Fund at fair value	\$2,326,366	\$2,221,080
Adjustment from fair value to contract value	<u>(66,574)</u>	<u>(54,780)</u>
Fidelity Managed Income Portfolio Fund at contract value	<u>\$2,259,792</u>	<u>\$2,166,300</u>

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 by \$3,200,269 and the Plan's investment income totaled \$4,079,929 as follows:

	<u>2012</u>
Net appreciation of mutual funds	\$ 3,200,269
Interest and dividends on investments	876,376
Interest from participant loans	<u>3,284</u>
Net investment income	<u>\$ 4,079,929</u>

Investments, in general, are subject to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will continue to occur, and such changes could continue to materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 4 — Fair Value of Financial Instruments

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.

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.

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

Shares of registered investment companies: Valued at fair value using the net asset value ("NAV") of the funds which are quoted on an actively traded market and therefore classified as Level 1.

Common/Collective Trust Fund: Valued at fair value except for Guaranteed Investment Contracts that are fully benefit responsive which are valued at contract value. (see Note 2).

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 4 — Fair Value of Financial Instruments, continued

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

	Quoted Prices in Active Markets Level 1	Observable Inputs Level 2	Total
Shares of registered investment companies			
Large Cap	\$ 9,939,218	\$ —	\$ 9,939,218
Mid Cap	4,208,947	—	4,208,947
Small Cap	1,380,320	—	1,380,320
International	4,226,970	—	4,226,970
Fixed income	3,257,669	—	3,257,669
Target date	<u>5,006,048</u>	<u>—</u>	<u>5,006,048</u>
Subtotal	28,019,172	—	28,019,172
Common collective trust fund	<u>—</u>	<u>2,326,366</u>	<u>2,326,366</u>
Total investments	<u>\$28,019,172</u>	<u>\$2,326,366</u>	<u>\$30,345,538</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 4 — Fair Value of Financial Instruments, continued

Certain investments held by the plan calculate fair value based on NAV.

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Common collective trust fund (a)	\$2,326,366	\$ _____ -	Daily	None

(a) This class includes an investment in the Fidelity Managed Income Portfolio. See note 2 for a description of this fund.

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

	<u>Quoted Prices in Active Markets Level 1</u>	<u>Observable Inputs Level 2</u>	<u>Total</u>
Shares of registered investment companies			
Large Cap	\$ 9,331,982	\$ —	\$ 9,331,982
Mid Cap	3,714,945	—	3,714,945
Small Cap	1,332,640	—	1,332,640
International	3,975,428	—	3,975,428
Fixed income	3,241,233	—	3,241,233
Target date	<u>4,233,028</u>	<u> </u>	<u>4,233,028</u>
Subtotal	25,829,256	—	25,829,256
Common collective trust fund	<u>—</u>	<u>2,221,080</u>	<u>2,221,080</u>
Total investments	<u>\$25,829,256</u>	<u>\$2,221,080</u>	<u>\$28,050,336</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 5 — Plan Termination

Although it has not expressed any intent to do so, Mattersight has the right to terminate the Plan with the approval of Mattersight's Board of Directors, subject to the provisions of ERISA in whole or in part at any time upon giving written notice to all parties concerned. In the event of Plan termination, each participant is 100% vested.

NOTE 6 — Parties in Interest

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Plan fees for the investment management services amounted to \$31,608 for the year ended December 31, 2012.

NOTE 7 — Amount Owed to Participants Withdrawing from the Plan

There were no amounts included in Net Assets Available for Benefits at both December 31, 2012 and 2011 that were allocated to the accounts of persons who, as of or prior to that date, had withdrawn from participating in the earnings and operations of the plan.

NOTE 8 — Income Tax Status

The plan administrator received a favorable determination letter dated August 1, 2003 from the IRS regarding the qualified status of the Plan. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the plan administrator believes that the plan was qualified and the related trust was tax-exempt at the financial statement date.

Participants in the plan are not subject to income taxes on salary reduction contributions or earnings thereon until they receive distributions from the plan.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the plan. The financial statements 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 years prior to 2009.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 9 — Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of Net Assets Available for Benefits as reported in the financial statements to the net assets as reported on the 2012 and 2011 Form 5500, Schedule H, Part I:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Net assets available for benefits as reported in the financial statements	\$ 30,387,755	\$ 28,069,083
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>66,574</u>	<u>54,780</u>
Net assets as reported on the Form 5500	<u>\$ 30,454,329</u>	<u>\$ 28,123,863</u>

The following is a reconciliation of changes in Net Assets Available for Benefits as reported in the 2012 financial statements to the net income as reported on the Form 5500, Schedule H, Part II:

	<u>December 31, 2012</u>
Net increase in net assets as reported in the financial statements	\$ 2,318,672
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-investment contracts – at December 31, 2011	(54,780)
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-investment contracts – at December 31, 2012	<u>66,574</u>
Net income as reported on the Form 5500	<u>\$ 2,330,466</u>

Net Assets Available for Benefits are reported at contract value in the financial statements for fully benefit-responsive investments contracts and at fair value on the Form 5500.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

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

NOTE 11 – Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards*. ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The adoption of this pronouncement did not have a material impact on the Plan’s financial statements.

NOTE 12 – Subsequent Events

The plan was evaluated for subsequent events through October 10, 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.

For calendar year 2013, the Plan sponsor suspended the 2013 employer matching contributions to the Plan.

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

Plan 001

EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
MUTUAL FUNDS:				
Large Cap:				
*	Fidelity Management Trust Company	50,365 units of Fidelity Growth Company	**	\$ 4,703,079
*	Fidelity Management Trust Company	48,371 units of Spartan U.S. Equity Index Portfolio Fund	**	2,442,269
*	Fidelity Management Trust Company	25,484 units of Fidelity Dreyfus Fund	**	1,119,527
	Victory Diversified Stock Fund – Class A	50,095 units of Victory Diversified Stock Fund – Class A	**	834,076
	American Beacon Large-Cap Value Fund	40,909 units of American Beacon Large-Cap Value	**	840,267
	Total			<u>9,939,218</u>
Mid Cap				
*	Fidelity Management Trust Company	46,160 units of Fidelity Low-Priced Stock Fund	**	1,823,312
	Artisan Mid-Cap Investment	39,087 units of Artisan Mid-Cap Growth	**	1,467,311
	JPMorgan Mid-Cap Value Fund	32,809 units of CRM Mid-Cap Value	**	918,324
	Total			<u>4,208,947</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001
EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
	Small Cap			
	Wells Fargo Advantage Small-Cap Value Z Fund	25,613 units of Wells Fargo Advantage Small-Cap Value Z	**	\$ 827,038
	Jennison Small Company Z	23,614 units of Jennison Small Company Z	**	553,282
	Total			<u>1,380,320</u>
	International			
*	Fidelity Management Trust Company	114,336 units of Fidelity Worldwide Fund	**	2,326,729
*	Fidelity Management Trust Company	63,468 units of Fidelity Diversified International Fund	**	1,900,241
	Total			<u>4,226,970</u>
	Fixed Income			
	PIMCO Investments	266,511 units of PIMCO Total Return	**	2,995,579
	BlackRock Inflation-Protected Bond Fund	21,714 units of BlackRock Inflation-Protected Bond Fund	**	262,090
	Total			<u>3,257,669</u>
	Target Date			
*	Fidelity Management Trust Company	99,050 units of Fidelity Puritan Fund	**	1,922,558
*	Fidelity Management Trust Company	70,627 units of Fidelity Freedom 2035	**	835,523

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001

EIN 36-4304577

		(c)		
		Description of		
		Investment Including		
		Maturity Date, Rate of		
		Interest, Collateral, Par	(d)	(e)
(a)	(b)	or Maturity Value	Cost	Market
	Identity of Issue, Borrower,			Value
	Lessor, or Similar Party			
*	Fidelity Management Trust	80,103 units of Fidelity	**	
	Company	Freedom 2040		\$ 661,650
*	Fidelity Management Trust	42,354 units of Fidelity	**	
	Company	Freedom 2050		408,290
*	Fidelity Management Trust	27,529 units of Fidelity	**	
	Company	Freedom 2025		328,969
*	Fidelity Management Trust	19,409 units of Fidelity	**	
	Company	Freedom 2045		189,817
*	Fidelity Management Trust	11,040 units of Fidelity	**	
	Company	Freedom 2030		157,100
*	Fidelity Management Trust	9,591 units of Fidelity	**	
	Company	Freedom 2010		135,429
*	Fidelity Management Trust	9,490 units of Fidelity	**	
	Company	Freedom Income		111,131
*	Fidelity Management Trust	6,835 units of Fidelity	**	
	Company	Freedom 2020		97,803
*	Fidelity Management Trust	3,965 units of Fidelity	**	
	Company	Freedom 2000		49,048
*	Fidelity Management Trust	4,948 units of Fidelity	**	
	Company	Freedom 2055		48,888
*	Fidelity Management Trust	3,890 units of Fidelity	**	
	Company	Freedom 2015		45,941
*	Fidelity Management Trust	1,240 units of Fidelity	**	
	Company	Freedom 2005		13,901
	Total			<u>5,006,048</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001

EIN 36-4304577

		(c)		
		Description of		
		Investment Including		
		Maturity Date, Rate of		
		Interest, Collateral, Par	(d)	(e)
(a)	(b)	or Maturity Value	Cost	Market
	Identity of Issue, Borrower,			Value
	Lessor, or Similar Party			
*	NOTES RECEIVABLE FROM PARTICIPANTS	5.0% - 6.00%	-0-	\$ 63,912
	COMMON COLLECTIVE TRUST-POOLED INVESTMENT FUND:			
*	Fidelity Managed Income Portfolio Fund	2,259,792 units of Fidelity Managed Income Portfolio Fund	**	2,326,366
	TOTAL			<u>\$30,409,450</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, the trustee.

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

Plan 001

EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
MUTUAL FUNDS:				
Large Cap:				
*	Fidelity Management Trust Company	50,365 units of Fidelity Growth Company	**	\$ 4,703,079
*	Fidelity Management Trust Company	48,371 units of Spartan U.S. Equity Index Portfolio Fund	**	2,442,269
*	Fidelity Management Trust Company	25,484 units of Fidelity Dreyfus Fund	**	1,119,527
	Victory Diversified Stock Fund – Class A	50,095 units of Victory Diversified Stock Fund – Class A	**	834,076
	American Beacon Large-Cap Value Fund	40,909 units of American Beacon Large-Cap Value	**	840,267
	Total			<u>9,939,218</u>
Mid Cap				
*	Fidelity Management Trust Company	46,160 units of Fidelity Low-Priced Stock Fund	**	1,823,312
	Artisan Mid-Cap Investment	39,087 units of Artisan Mid-Cap Growth	**	1,467,311
	JPMorgan Mid-Cap Value Fund	32,809 units of CRM Mid-Cap Value	**	918,324
	Total			<u>4,208,947</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001
EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
	Small Cap			
	Wells Fargo Advantage Small-Cap Value Z Fund	25,613 units of Wells Fargo Advantage Small-Cap Value Z	**	\$ 827,038
	Jennison Small Company Z	23,614 units of Jennison Small Company Z	**	553,282
	Total			1,380,320
	International			
*	Fidelity Management Trust Company	114,336 units of Fidelity Worldwide Fund	**	2,326,729
*	Fidelity Management Trust Company	63,468 units of Fidelity Diversified International Fund	**	1,900,241
	Total			4,226,970
	Fixed Income			
	PIMCO Investments	266,511 units of PIMCO Total Return	**	2,995,579
	BlackRock Inflation-Protected Bond Fund	21,714 units of BlackRock Inflation-Protected Bond Fund	**	262,090
	Total			3,257,669
	Target Date			
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MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001

EIN 36-4304577

		(c)		
		Description of		
		Investment Including		
		Maturity Date, Rate of		
		Interest, Collateral, Par	(d)	(e)
(a)	(b)	or Maturity Value	Cost	Market
	Identity of Issue, Borrower,			Value
	Lessor, or Similar Party			
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*	Fidelity Management Trust	42,354 units of Fidelity	**	
	Company	Freedom 2050		408,290
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*	Fidelity Management Trust	1,240 units of Fidelity	**	
	Company	Freedom 2005		13,901
	Total			<u>5,006,048</u>

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2012

Plan 001

EIN 36-4304577

		(c)		
		Description of		
		Investment Including		
		Maturity Date, Rate of		
		Interest, Collateral, Par	(d)	(e)
		or Maturity Value	Cost	Market
(a)	(b)			Value
	Identity of Issue, Borrower, Lessor, or Similar Party			
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	COMMON COLLECTIVE TRUST-POOLED INVESTMENT FUND:			
*	Fidelity Managed Income Portfolio Fund	2,259,792 units of Fidelity Managed Income Portfolio Fund	**	2,326,366
	TOTAL			<u>\$30,409,450</u>

*Represents a party-in-interest.

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