

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>SUMTOTAL SYSTEMS, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1999</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1999</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SUMTOTAL SYSTEMS, INC.</u> <u>2850 NORTHWEST 43RD STREET</u> <u>SUITE 200</u> <u>GAINESVILLE, FL 94043</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>42-1607228</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>650-934-9500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541512</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>42-1607228</u>	2c Sponsor's telephone number <u>650-934-9500</u>	2d Business code (see instructions) <u>541512</u>	
2b Employer Identification Number (EIN) <u>42-1607228</u>					
2c Sponsor's telephone number <u>650-934-9500</u>					
2d Business code (see instructions) <u>541512</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	SHANNON TOOMEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	836
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	542
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	291
d Subtotal. Add lines 6a , 6b , and 6c		6d	833
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	833
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	673
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	57
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 2R 2S 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SUMTOTAL SYSTEMS, INC. 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>SUMTOTAL SYSTEMS, INC.</u>	D Employer Identification Number (EIN) <u>42-1607228</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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)

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?
37 60 64 65 71	RECORDKEEPER	2980	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
BROWN ADVISORY SMALL 777 E. WISCONSIN AVE, 4TH FLOOR MILWAUKEE, WI 53202	0.08%	
(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 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.	
ALZGI NFJ SMCPLV ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	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.	
COL MID CP VAL OP K - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266	0.35%	
(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.	
MUTUAL GBL DISCVRY A - FRANKLIN TE 94-3167260	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.	
MUTUAL GBL DISCVRY A - FRANKLIN TE 94-3167260	0.40%	

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.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(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.
RBC SMALL CAP CORE A - U.S. BANCOR P.O. BOX 701 MILWAUKEE, WI 53201	0.40%	
(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.
VICTORY DIVERS STK A - CITI FUND S 31-1249295	0.35%	

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:

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
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan SUMTOTAL SYSTEMS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SUMTOTAL SYSTEMS, INC.	D Employer Identification Number (EIN) 42-1607228	

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	0	209
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	1428
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	20219
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	289598	332251
	(9) Value of interest in common/collective trusts	1c(9)	2106746	2083178
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	27265509	34493285
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	29661853	36930570

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	29661853	36930570
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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)	867099	
(B) Participants	2a(1)(B)	3010738	
(C) Others (including rollovers)	2a(1)(C)	444787	
(2) Noncash contributions	2a(2)	0	4322624
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	13857	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13857
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	67	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1335760	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1335827
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	39137	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	38976	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		161
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-326	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-326

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-9499
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5312749
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		10975393

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3657606	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3657606
f Corrective distributions (see instructions)	2f		46112
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2958	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2958
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3706676

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7268717
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: MCGLADREY LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SUMTOTAL SYSTEMS, INC. 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>SUMTOTAL SYSTEMS, INC.</u>	D Employer Identification Number (EIN) <u>42-1607228</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
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): _____

SumTotal Systems, Inc. 401(k) Plan
 EIN: 42-1607228
 Plan No. 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par of Maturity, Value	(d) Cost	(d) Current Value
##	Shares of registered investment companies:			
*	Fidelity Investments	Fidelity Contrafund Fund	**	\$ 2,587,993
*	Fidelity Investments	Spartan 500 Index Fund	**	2,167,133
*	Fidelity Investments	Fidelity Diversified International Fund	**	2,082,739
*	Fidelity Investments	Fidelity Freedom K 2035 Fund	**	2,062,552
*	Fidelity Investments	Fidelity Low Price Stock Fund	**	2,038,656
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	2,022,889
*	Fidelity Investments	Fidelity Freedom K 2020 Fund	**	2,006,146
*	Fidelity Investments	Fidelity Freedom K 2030 Fund	**	1,986,443
*	Fidelity Investments	Fidelity Select Technology Fund	**	1,876,156
*	Fidelity Investments	Fidelity Mid Cap Stock Fund	**	1,855,373
	Franklin Mutual Advisers	Mutual Global Discovery Fund	**	1,321,311
	PIMCO	PIMCO Total Return Fund	**	1,271,533
*	Fidelity Investments	Fidelity Freedom K 2040 Fund	**	1,152,002
	Fidelity Investments	Spartan US Bond Index Advantage Fund	**	1,143,598
*	Fidelity Investments	Fidelity Freedom K 2025 Fund	**	1,088,347
	American Beacon	American Beacon Large Cap Value Fund	**	1,032,392
	Columbia	Columbia Mid Cap Value Fund	**	976,235
*	Fidelity Investments	Fidelity Freedom K 2045 Fund	**	832,804
*	Fidelity Investments	Spartan Extended Market Index Advantage Fund	**	807,847
	RBC Global Asset Management	RBC Small Capital Core A Fund	**	746,501
*	Fidelity Investments	Fidelity Freedom K 2050 Fund	**	725,116
*	Fidelity Investments	Fidelity Freedom K 2010 Fund	**	689,284
*	Allianz Funds	Allianz NFJ Small Cap Value Fund	**	679,907
*	Fidelity Investments	Fidelity Fund	**	571,868
*	Fidelity Investments	Fidelity Freedom K 2015 Fund	**	452,556
*	Fidelity Investments	Fidelity Freedom K 2055 Fund	**	112,332
*	Fidelity Investments	Fidelity Freedom K Income Fund	**	65,685
*	Fidelity Investments	Spartan Global ex US Index Fund	**	58,266
*	Fidelity Investments	Fidelity Freedom K 2000 Fund	**	46,535
*	Fidelity Investments	Brokerage Link - Mutual Funds	**	27,099
*	Fidelity Investments	Fidelity Freedom K 2005 Fund	**	6,196
##	Common stocks:	Brokerage Link - Common Stocks	**	20,219
##	Common collective trust fund:			
*	Fidelity Investments	Fidelity Managed Income Portfolio	**	2,083,178
* ##	Participants	Notes receivable from participants 4.75%-7.75% maturing through 2022	**	332,251 <u>\$36,929,142</u>

* Indicates a party-in-interest as defined by ERISA.

** Cost information is not required for participant directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.

SumTotal Systems, Inc.

401(k) Plan

Financial Report
December 31, 2013

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Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15
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Independent Auditor's Report

To the Plan Administrator
SumTotal Systems, Inc. 401(k) Plan
Gainesville, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SumTotal Systems, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2013, is required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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 or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Orlando, Florida
October 14, 2014

SumTotal Systems, Inc. 401(k) Plan

**Statements of Net Assets Available for Benefits
December 31, 2013 and 2012**

	2013	2012
Assets:		
Investments at fair value (Notes 3, 4 and 5):		
Shares of registered investment companies (mutual funds)	\$ 34,493,494	\$ 27,265,509
Common collective trust fund	2,083,178	2,106,746
Common stocks	20,219	-
Total investments	36,596,891	29,372,255
Cash	1,428	-
Receivables:		
Notes from participants (Note 3)	332,251	289,598
Participant contributions	8,381	7,784
Employer's contributions	61,658	76,654
Total receivables	402,290	374,036
Total assets	37,000,609	29,746,291
Liabilities:		
Excess contributions payable	130,257	33,598
Net assets available for benefits at fair value	36,870,352	29,712,693
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contract	(31,400)	(60,289)
Net assets available for benefits	\$ 36,838,952	\$ 29,652,404

See Notes to Financial Statements.

SumTotal Systems, Inc. 401(k) Plan

**Statement of Changes In Net Assets Available for Benefits
Year Ended December 31, 2013**

<hr/> Additions to net assets attributed to:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 5,312,884
Interest and dividends	<u>1,354,918</u>
Total investment income	<u>6,667,802</u>
 Interest income on notes receivable from participants	 <u>13,857</u>
 Contributions:	
Participants	2,881,077
Rollovers from other qualified plans	444,787
Employer's, net of forfeitures	<u>852,103</u>
Total contributions	<u>4,177,967</u>
 Total additions	 <u>10,859,626</u>
 Deductions from net assets attributed to:	
Benefits paid directly to participants	3,670,120
Administrative expenses (Note 6)	<u>2,958</u>
Total deductions	<u>3,673,078</u>
 Net increase in net assets available for benefits	 7,186,548
 Net assets available for benefits:	
Beginning of year	<u>29,652,404</u>
End of year	<u><u>\$ 36,838,952</u></u>

See Notes to Financial Statements.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of SumTotal Systems, Inc. 401(k) Plan (the "Plan"), provides only general information. Participants of the Plan 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 eligible employees of SumTotal Systems, Inc. (the Sponsor or Employer) and employees of acquired entities that have adopted the Plan, who have reached the age of 18. Collectively bargained employees, leased employees and nonresident aliens are excluded from participation in the Plan. Employees can choose to enter the Plan on the first day of employment with the Sponsor. The Plan Administrator is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

An employee of the Sponsor serves as the Plan Administrator. Fidelity Management Trust Company (Fidelity) serves as the Plan's trustee and recordkeeper, responsible for investing and managing the Plan assets (subject to the direction of the Employer and the participants).

Contributions: Participants may contribute, on a pre-tax basis up to 60% of their qualified annual compensation, as defined by the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. On September 4, 2012, the Plan document was amended to allow participants to make Roth contributions and to add a 3% automatic enrollment provision. If no investment selection is made by an automatically enrolled employee, the appropriate age-based Fidelity Freedom Fund will be selected as the default investment option. Participants may change the deferral election to a different percentage or amount, including zero, as of the beginning of each payroll period. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). All contributions are held in trust and invested by the Plan's trustee in accordance with the options elected by the participants (i.e. all investments are participant directed).

The Sponsor, at its discretion, may match participant contributions. For the year ended December 31, 2013, the Sponsor's discretionary match was an amount equal to 50% of the first 6% of compensation contributed by the employee. The Sponsor's discretionary matching contribution for the year ended December 31, 2013 amounted to \$852,103. In addition, the Sponsor may make discretionary profit sharing contributions which are allocated to all eligible participants as a percent of compensation of all eligible participants. Plan participants must be employed by the Sponsor as of the Plan's year end and have completed at least 1,000 hours of service during the Plan year to be eligible for discretionary profit sharing contributions. During the year ended December 31, 2013, no additional discretionary profit sharing contributions were made to the Plan by the Company.

Participant accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions and the Sponsor's matching contribution and allocations of any profit-sharing contribution and Plan earnings/losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Participants are vested in the Sponsor's contributions plus actual earnings thereon based on years of continuous service as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1	30%
2	60%
3 or more	100%

Investment options: Upon enrollment in the Plan, a participant may direct contributions in a variety of investment choices as more fully described in the Plan's literature including a self-directed account option. Participants can change their contribution percentages and investment options or make fund transfers as of the beginning of each payroll period.

Payment of benefits: The entire vested balance of a participant's account may be distributed at the date of the participant's retirement, disability, or death. The normal retirement age, as defined by the Plan, is age 65. Participants may take an early retirement distribution at or after age 55, after completing 5 years of service, and terminating employment. Participants may elect to take an in-service distribution of vested funds if they meet any of the following requirements: upon attainment of age 59½, if they incur proven financial hardship, or upon attainment of normal retirement age. Vested account balances less than \$5,000, but greater than \$1,000, absent direction from the participant, will be distributed into an individual retirement account for the participant. Vested account balances less than \$1,000 will be distributed as a lump sum as soon as administratively practicable. The Plan allows participant that have attained 70½ to defer payments until they cease employment.

Forfeitures of accounts: Forfeitures will be used to pay Plan expenses or reduce future Sponsor contributions. Forfeited nonvested accounts totaled \$19,660 and \$37,171 at December 31, 2013 and 2012, respectively. During 2013, \$132,398 was used to reduce employer matching contributions and no forfeitures were used to pay administrative expenses.

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000, up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000. A participant may not have more than two notes outstanding at any time. Note terms range up to 5 years or over a reasonable period of time for the purchase of a primary residence, as established by the Plan Administrator at the time of the note. The notes are collateralized by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. These rates range from 4.75% to 7.75% on notes outstanding at December 31, 2013 and mature through August 30, 2022. Principal and interest are paid ratable through bi-monthly payroll deductions.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis with respect to fully benefit-responsive investment contracts. The Fidelity Managed Income Portfolio Fund, a common collective trust, is a fully benefit-responsive investment contract.

Investment valuation and income recognition: Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the trustee. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan invests in various investment securities. These investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the values of the investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If a participant ceases to make note repayments and the Plan Administrator deems the participant note to be in default, the participant note balance is reduced and a benefit payment is recorded.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions: Contributions from Plan participants and the matching contribution from the Sponsor are recorded in the year in which the participant contributions are withheld from amounts paid. Profit-sharing contributions are recognized upon authorization as the underlying compensation is recognized. All participant and employer contributions are participant-directed.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Payments of benefits: Benefits are recorded when paid.

Administrative expenses: Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Administrative expenses includes fees related to the administration of notes receivable that are charged directly to the participant's account and certain record keeping fees paid by the Plan. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent events: The Plan Administrator has evaluated subsequent events (events occurring after December 31, 2013) through October 14, 2014, which is the date these financial statements were available to be issued.

Income taxes: GAAP requires Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

Accounting pronouncement adopted: In October 2012, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2012-04, *Technical Corrections and Improvements*. The amendments in this ASU cover a wide range of topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurement. The adoption of this ASU was not significant to these financial statements.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Trustee

The following is a summary of the Plan's asset information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the trustee under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and asset activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information that appears throughout the financial statements and supplemental schedule related to the following assets.

	December 31,	
	2013	2012
Investments:		
Shares of registered investment companies (mutual funds)	\$ 34,493,494	\$ 27,265,509
Common stocks	20,219	-
Common collective trust fund*	2,083,178	2,106,746
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contract	(31,400)	(60,289)
	<u>\$ 36,565,491</u>	<u>\$ 29,311,966</u>
Notes receivable from participants	<u>\$ 332,251</u>	<u>\$ 289,598</u>

* Generally investments are certified at fair value; however, the value certified by Fidelity at December 31, 2013 and 2012, is contract value, which is different from fair value reported in Note 5 in accordance with GAAP.

Fidelity also certified the completeness and accuracy of \$5,312,884 of net appreciation in fair value of mutual funds (including gains and losses of investments bought and sold as well as held during the year), \$1,354,918 of interest and dividend income related to the aforementioned Plan assets, and \$13,857 of interest income on notes receivable from participants for the year ended December 31, 2013.

During 2013, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated value as follows:

Registered investment companies	\$ 5,293,684
Common stocks	(165)
Common collective trust fund	19,365
	<u>\$ 5,312,884</u>

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 4. Investments

The following table presents investments, at fair value, that represent 5% or more of the Plan's net assets available for benefit as of December 31, 2013 and 2012:

	2013	2012
Shares of registered investment companies (mutual funds):		
Fidelity Contrafund Fund	\$ 2,587,993	\$ 1,926,168
Spartan 500 Index Fund	2,167,133	*
Fidelity Diversified International Fund	2,082,739	1,832,401
Fidelity Freedom K 2035 Fund	2,062,552	*
Fidelity Low Price Stock Fund	2,038,656	*
Fidelity Capital Appreciation Fund	2,022,889	*
Fidelity Freedom K 2020 Fund	2,006,146	*
Fidelity Freedom K 2030 Fund	1,986,443	*
Fidelity Select Technology Fund	1,876,156	1,584,326
Fidelity Mid Cap Stock Fund	1,855,373	*
Fidelity Freedom 2020 Fund	*	1,823,834
Fidelity Freedom 2035 Fund	*	1,566,360
Fidelity Freedom 2030 Fund	*	1,506,951
Common collective trust fund:		
Fidelity Managed Income Portfolio	2,083,178	2,106,746

* Investment did not comprise 5% or more of the Plan's net assets available for benefits as of the date indicated.

Notes to Financial Statements

Note 5. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Following is a description of the valuation methodologies used for investments measured at fair value:

Shares of registered investment companies (mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust fund: Valued based on the NAV of units of the common collective trust. The NAV, as provided by Fidelity, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Common stocks: Valued using quoted prices in active markets.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies (mutual funds):				
Lifecycle funds	\$ 11,225,998	\$ -	\$ -	\$ 11,225,998
Large cap stock funds	8,382,276	-	-	8,382,276
Mid cap stock funds	5,678,111	-	-	5,678,111
International stock funds	3,462,316	-	-	3,462,316
Bond funds	2,415,131	-	-	2,415,131
Specialty stock funds	1,876,156	-	-	1,876,156
Other Stock	746,501	-	-	746,501
Small cap stock funds	679,907	-	-	679,907
Other Mutual Funds	27,098	-	-	27,098
	34,493,494	-	-	34,493,494
Common stocks	20,219	-	-	20,219
Common collective trust fund	-	2,083,178	-	2,083,178
	\$ 34,513,713	\$ 2,083,178	\$ -	\$ 36,596,891

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies (mutual funds):				
Lifecycle funds	\$ 9,032,489	\$ -	\$ -	\$ 9,032,489
Large cap stock funds	6,131,597	-	-	6,131,597
Mid cap stock funds	3,886,568	-	-	3,886,568
International stock funds	2,975,873	-	-	2,975,873
Bond funds	2,558,614	-	-	2,558,614
Specialty stock funds	1,584,326	-	-	1,584,326
Small cap stock funds	1,096,042	-	-	1,096,042
	27,265,509	-	-	27,265,509
Common collective trust fund	-	2,106,746	-	2,106,746
	\$ 27,265,509	\$ 2,106,746	\$ -	\$ 29,372,255

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

The following table sets additional disclosures for the Plan's investment whose fair value is estimated using the NAV per share (or its equivalent) as of December 31, 2013 and 2012:

	<u>2013</u>	<u>Unfunded</u>	<u>Redemption</u>	<u>Other</u>	<u>Redemption</u>
	<u>Fair Value</u>	<u>Commitment</u>	<u>Frequency</u>	<u>Restrictions</u>	<u>Notice Period</u>
Common collective trust fund (a)	<u>\$ 2,083,178</u>	<u>\$ -</u>	Daily	None	(a)
	<u>2012</u>	<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>Fair Value</u>	<u>Commitment</u>	<u>Frequency</u>	<u>Restrictions</u>	<u>Notice Period</u>
Common collective trust fund (a)	<u>\$ 2,106,746</u>	<u>\$ -</u>	Daily	None	(a)

- (a) This fund seeks the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Participants can make distributions from the fund on any business day except if transferring amounts to a competing fund. In which case, the transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfer to a competing fund can occur. Withdrawals directed by a Plan Sponsor must be preceded by twelve months written notice to the trustee.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013 there were no significant transfers in or out of Levels 1, 2 or 3.

Note 6. Related Party Transactions

Fidelity is the trustee as defined by the Plan; therefore, transactions with Fidelity qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for trustee and recordkeeper services amounted to \$2,958 for the year ended December 31, 2013. The Plan Sponsor also paid certain administrative expenses of the Plan.

Note 7. Plan Termination and Amendment

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan Termination, participants would become 100% vested in their accounts.

SumTotal Systems, Inc. 401(k) Plan

Notes to Financial Statements

Note 8. Income Tax Status

The Plan adopted a non-standardized prototype profit sharing plan sponsored by the Fidelity Management Trust Company. The prototype plan has received an opinion letter, dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. Once qualified, the Plan is required to operate in conformity with the Internal Revenue Code to maintain its qualification. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provision of the Internal Revenue Code.

Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per these financial statements to net assets per the Form 5500 as of December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per financial statements	\$ 36,838,952	\$ 29,652,404
Differences in:		
Current year participant contributions receivable	(8,381)	(7,784)
Current year employer contributions receivable	(61,658)	(76,654)
Current year excess contributions payable	130,257	33,598
Current year adjustment from contract value to fair value for interest in fully benefit-responsive investment contract	31,400	60,289
Net assets per Form 5500	\$ 36,930,570	\$ 29,661,853

The following is a reconciliation of the net increase in net assets available for benefits per these financial statements to the net income per the Form 5500 for the year ended December 31, 2013:

Net increase in net assets available for benefits per financial statements	\$ 7,186,548
Differences in:	
Prior year participant contributions receivable	7,784
Current year participant contributions receivable	(8,381)
Prior year employer contributions receivable	76,654
Current year employer contributions receivable	(61,658)
Prior year excess contributions payable	(33,598)
Current year excess contributions payable	130,257
Prior year adjustment from fair value to contract value for interest in fully benefit-responsive investment contract	(60,289)
Current year adjustment from fair value to contract value for interest in fully benefit-responsive investment contract	31,400
Net income per Form 5500	\$ 7,268,717

SumTotal Systems, Inc. 401(k) Plan
 EIN: 42-1607228
 Plan No. 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par of Maturity, Value	(d) Cost	(d) Current Value
##	Shares of registered investment companies:			
*	Fidelity Investments	Fidelity Contrafund Fund	**	\$ 2,587,993
*	Fidelity Investments	Spartan 500 Index Fund	**	2,167,133
*	Fidelity Investments	Fidelity Diversified International Fund	**	2,082,739
*	Fidelity Investments	Fidelity Freedom K 2035 Fund	**	2,062,552
*	Fidelity Investments	Fidelity Low Price Stock Fund	**	2,038,656
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	2,022,889
*	Fidelity Investments	Fidelity Freedom K 2020 Fund	**	2,006,146
*	Fidelity Investments	Fidelity Freedom K 2030 Fund	**	1,986,443
*	Fidelity Investments	Fidelity Select Technology Fund	**	1,876,156
*	Fidelity Investments	Fidelity Mid Cap Stock Fund	**	1,855,373
	Franklin Mutual Advisers	Mutual Global Discovery Fund	**	1,321,311
	PIMCO	PIMCO Total Return Fund	**	1,271,533
*	Fidelity Investments	Fidelity Freedom K 2040 Fund	**	1,152,002
	Fidelity Investments	Spartan US Bond Index Advantage Fund	**	1,143,598
*	Fidelity Investments	Fidelity Freedom K 2025 Fund	**	1,088,347
	American Beacon	American Beacon Large Cap Value Fund	**	1,032,392
	Columbia	Columbia Mid Cap Value Fund	**	976,235
*	Fidelity Investments	Fidelity Freedom K 2045 Fund	**	832,804
*	Fidelity Investments	Spartan Extended Market Index Advantage Fund	**	807,847
	RBC Global Asset Management	RBC Small Capital Core A Fund	**	746,501
*	Fidelity Investments	Fidelity Freedom K 2050 Fund	**	725,116
*	Fidelity Investments	Fidelity Freedom K 2010 Fund	**	689,284
*	Allianz Funds	Allianz NFJ Small Cap Value Fund	**	679,907
*	Fidelity Investments	Fidelity Fund	**	571,868
*	Fidelity Investments	Fidelity Freedom K 2015 Fund	**	452,556
*	Fidelity Investments	Fidelity Freedom K 2055 Fund	**	112,332
*	Fidelity Investments	Fidelity Freedom K Income Fund	**	65,685
*	Fidelity Investments	Spartan Global ex US Index Fund	**	58,266
*	Fidelity Investments	Fidelity Freedom K 2000 Fund	**	46,535
*	Fidelity Investments	Brokerage Link - Mutual Funds	**	27,099
*	Fidelity Investments	Fidelity Freedom K 2005 Fund	**	6,196
##	Common stocks:	Brokerage Link - Common Stocks	**	20,219
##	Common collective trust fund:			
*	Fidelity Investments	Fidelity Managed Income Portfolio	**	2,083,178
* ##	Participants	Notes receivable from participants 4.75%-7.75% maturing through 2022	**	332,251 <u>\$36,929,142</u>

* Indicates a party-in-interest as defined by ERISA.

** Cost information is not required for participant directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.