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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
XACTLY CORPORATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/2005

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
XACTLY CORPORATION

300 PARK AVENUE
SUITE 1700
SAN JOSE, CA 95110

2b Employer Identification Number (EIN)
11-3744289

2c Plan Sponsor's telephone number
408-977-3132

2d Business code (see instructions)
511210

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.	10/08/2015	MICHELE THOMASON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2015	MICHELE THOMASON
	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 [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	277
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	220
a(2) Total number of active participants at the end of the plan year	**6a(2)**	331
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	331
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	331
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	245
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 2J 2F 2G 2K 2R 3F 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
XACTLY CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
XACTLY CORPORATION

D Employer Identification Number (EIN)
11-3744289

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

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-1590850	65935	MR 61522	331	01/01/2014	12/31/2014

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	19895		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	3319		
	(4) Transferred from separate account	7c(4)	1		
	(5) Other (specify below)	7c(5)	1239160		
	▶ LN DISTRIB, LN INT, LN PRIN, LOAN D				
	(6)Total additions			7c(6)	1262375
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1262375
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	12960		
	(2) Administration charge made by carrier	7e(2)	8		
	(3) Transferred to separate account	7e(3)	135000		
	(4) Other (specify below)	7e(4)	399		
	▶ LN DISTRIB				
	(5) Total deductions			7e(5)	148367
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1114008

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
XACTLY CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
XACTLY CORPORATION

D Employer Identification Number (EIN)
11-3744289

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).. . . . . [X] 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

CHARLES SCHWAB & CO, INC.

94-1737782

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 68 72	CONTRACT ADMINISTRATOR	285	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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?
37 64 65	RECORDKEEPER	2834	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LINCOLN FINANCIAL ADVISORS CORP

35-1151034

(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?
61	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER MONEY MARKET FD BABSON 04-3212059	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
MM S&P 500 INDEX FDNORTHERN TRUST 04-3410047	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PRM OPPENHEIMER FDS SM CP OPP FD 04-3424705	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER DVRSFD BOND FD BABSON 04-3464165	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
FIDELITY ADVISOR REAL ESTATE FUND 04-6444002	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
FRANKLIN SMALL CAP GROWTH FUND 13-3151768	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
DELAWARE SMALL CAP VALUE FUND 23-2450217	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
AMERICAN CENTURY DISCIPLINED GR FD 43-1819235	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
MM MSCI EAFE INTL INDX FD NRTN TR 45-5357167	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
COLUMBIA MID CAP INDEX FUND 56-0906609	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
PRINCIPAL MIDCAP VALUE III FUND 91-1801401	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	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.
INVESCO COMSTOCK FUND 95-2513084	BASIS POINTS * PLAN ASSETS

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.
BLKRK EQUITY DIV-A - BNY MELLON INV	P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(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 CA MOD AGGR A - BNY MELLON INV	P.O. BOX 8081 BOSTON, MA 02266	0.25%

(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.
INVS INTL GROWTH A - COLUMBIA MGT	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	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.
INVS SM CAP VAL A - INVESCO INVEST 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	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.
JPM EQUITY IDX A - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 64105	0.05%

(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.
JPM SMART RET INC A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

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.
JPM SMART RET 2015 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2020 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2025 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

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.
JPM SMART RET 2030 - A BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2035 - A BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2040 - A BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

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.
JPM SMART RET 2045 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2050 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
JPM SMART RET 2055 A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

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.
MFS NEW DISCOVERY R3 - MFS SERVICE 04-2865649	0.25%

(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.
NUVEEN MDCP INDEX A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

(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.
OPPHMR DEV MKTS A - OFI GLOBAL ASST TWO WORLD FINANCIAL CENTER 225 LIBERTY ST, 14TH FLOOR NEW YORK, NY 10281	0.25%

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.
PIM TOTAL RETURN A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
PRU FINL SRVS A - PRUDENTIAL MUT FD 23-3703799	0.25%

(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.
VICTORY ESTB VALUE A - CITI FUND SV 31-1249295	0.25%

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
LINCOLN FINANCIAL ADVISORS CORP	61	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 CA MOD AGGR A - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266	$0-<$3M=1.00%, $3M-<$50M=0.50%, $50M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET INC A - JPMORGAN DIST 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2015 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%

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
LINCLOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2020 A - JP MORGAN DI 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCLOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2025 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCLOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2030 A - JP MORGAN DI 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%

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
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2035 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<10M=0.75%, $10M-<$50M=0.52% $50+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2040 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<10M=0.75%, $10M-<$50M=0.52% $50+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2040 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<10M=0.75%, $10M-<$50M=0.52% $50+=0.25%

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
LINCOLN FINANCIAL ADVISORS CORP	61	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 SMART RET 2050 A - JPMORGAN DIS 13-2624428	$0-<$4M=1.00%, $4M-<$10M=0.75%, $10M-<$50M=0.50%, $50M+=0.25%	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LINCOLN FINANCIAL ADVISORS CORP	61	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.	
OPPHMR DEV MKTS A- OPPENHEIMERFUNDS 13-2953455	$5M+=0.25%	

(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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
XACTLY CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
XACTLY CORPORATION

D Employer Identification Number (EIN)
11-3744289

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)

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

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

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)
04-3022712-026	C	0

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)

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)

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
XACTLY CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
XACTLY CORPORATION

D Employer Identification Number (EIN)
11-3744289

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
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)	106008	142975
(9) Value of interest in common/collective trusts	1c(9)	153611	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	8688520	9429265
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	1114008
(15) Other	1c(15)	0	49354

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(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	8948139	10735602
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8948139	10735602

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)	166506	
	(B) Participants	2a(1)(B)	1939496	
	(C) Others (including rollovers)	2a(1)(C)	98418	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2204420
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)	5702	
	(F) Other	2b(1)(F)	3319	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9021
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	510264	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		510264
	(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)		0
	(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1410
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		236636
c Other income	2c		-2924
d Total income. Add all **income** amounts in column (b) and enter total	2d		2958827
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1162574	
(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)		1162574
f Corrective distributions (see instructions)	2f		1415
g Certain deemed distributions of participant loans (see instructions)	2g		4256
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	285	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2834	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3119
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1171364
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1787463
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MOSS ADAMS LLP **(2)** EIN: 91-0189318

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e		X	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	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.	4n	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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
XACTLY CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
XACTLY CORPORATION

D Employer Identification Number (EIN)
11-3744289

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** 0

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): 04-1590850

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Report of Independent Auditors and
Financial Statements with
Supplementary Information

Xactly Corporation
401(k) Plan

December 31, 2014 and 2013

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator of the
Xactly Corporation 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Xactly Corporation 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) 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 information summarized in Note 6, which was certified by Fidelity Management Trust Company (Fidelity) and Massachusetts Mutual Life Insurance Company (MassMutual), the trustee and custodian of the Plan, respectively, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period from January 1, 2014 through October 31, 2014, and that MassMutual held the Plan's investment assets and executed investment transactions as of December 31, 2014, and for the period from November 1, 2014 to December 31, 2014. The plan administrator has obtained certifications from Fidelity and MassMutual as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by Fidelity and MassMutual is complete and accurate.

Praxity

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 – Supplementary Information

The Schedule H, Line 4(i) – Schedule of assets (held at end of year) as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under 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 this supplementary information.

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 supplementary information, other than that derived from the information certified by Fidelity and MassMutual, 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.

Moss Adams LLP

Campbell, California
September 30, 2015

FINANCIAL STATEMENTS

XACTLY CORPORATION
401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	2014	2013
Assets:		
Investments, at fair value:		
Mutual funds	$ 9,429,265	$ 8,688,520
Self-directed brokerage accounts	49,354	-
Common/collective trust	-	150,687
	9,478,619	8,839,207
Guaranteed investment contract, at contract value	1,114,008	-
Total investments	10,592,627	8,839,207
Notes receivable from participants	142,975	106,008
Net assets available for benefits	$ 10,735,602	$ 8,945,215

See accompanying notes.

XACTLY CORPORATION
401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2014

Additions to net assets attributed to:	
Investment and other income:	
Dividends and interest	$ 517,358
Net realized and unrealized appreciation in fair value of investments	239,973
	757,331
Contributions:	
Participants'	2,037,914
Employer's	166,506
	2,204,420
Total additions	2,961,751
Deductions from net assets attributed to:	
Withdrawals and distributions	1,168,245
Administrative expenses	3,119
Total deductions	1,171,364
Net increase in net assets	1,790,387
Net assets available for benefits:	
Beginning of year	8,945,215
End of year	$ 10,735,602

See accompanying notes.

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the Xactly Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 2005 by Xactly Corporation (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code) and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration – The Company has appointed the Plan Administrative Committee (the Committee) to manage the operation and administration of the Plan. Substantially all expenses incurred for administering the Plan are paid by the Company.

Effective November 1, 2014, the Company contracted with Reliance Trust Company to act as the trustee, and with Massachusetts Mutual Life Insurance Company (MassMutual) to act as the custodian and third-party administrator to process and maintain the records of participant data.

Prior to November 1, 2014, the Company contracted with Fidelity Management Trust Company (Fidelity) to act as the custodian and trustee, and a related entity to process and maintain the records of participant data.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Forfeited accounts – Forfeited nonvested accounts may be used to pay Plan administrative expenses or reduce future employer contributions.

Investment valuation and income recognition – MassMutual certified the contract value of the guaranteed investment contract and the fair market value of all other investments at December 31, 2014. Fidelity certified the fair value of all investments at December 31, 2013.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Contract value is the relevant measurement for assets invested in fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

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 or sold as well as held during the year.

Payment of benefits – Benefits are recorded when paid.

Notes receivable from participants – Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Income taxes – The Plan had a favorable determination letter from the Internal Revenue Service (IRS) dated March 26, 2014 to cover the Plan's use of one of Fidelity's volume submitter plans. The Plan has adopted a Volume Submitter Profit Sharing Plan from MassMutual that has received an opinion letter the IRS. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Risks and uncertainties – The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates, or other factors in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Recent accounting pronouncements – In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The ASU is effective for fiscal years beginning after December 15, 2016, with earlier application permitted.

The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value (NAV) per share practical expedient. The ASU has been adopted for the December 31, 2014 Plan year end; however, the retrospective approach requires that an investment for which fair value is measured using NAV be removed from the fair value hierarchy in all periods presented in the financial statements. Accordingly, the investment disclosures in Note 4 have been modified as of December 31, 2013 as well.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient.* The amendments remove the requirement to:

- report fully benefit-responsive guaranteed investment contracts at fair value. See Note 3.
- disclose individual investments held which exceed 5% of net assets available for benefits.
- disclose net appreciation in fair value of investments by type of investment held.

- disaggregate investments reported in the fair value hierarchy table by class of investment. They may be presented by general type only.

- disclose investment strategy for investments for which fair value is measured using the NAV practical expedient, if they are Form 5500 Direct Filing Entities.

ASU 2015-12 has been adopted for the December 31, 2014 Plan year end; however, the retrospective approach requires that the above items, applicable to the prior year, be presented in accordance with ASU 2015-12 as well.

Subsequent events – The Plan has evaluated subsequent events through September 30, 2015, which is the date the financial statements were available to be issued

NOTE 2 – FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a 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 under the standard 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 market 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

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 U.S. Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded

Self-directed brokerage accounts: Accounts primarily consist of mutual funds and common stocks that are valued at the closing prices reported on the active market on which the individual securities are traded.

Common/collective trust: Units held in a common/collective trust (CCT) are valued using the NAV practical expedient of the CCT as reported by the CCT managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the CCT, minus its liabilities, and then divided by the number of units outstanding. The NAV practical expedient of a CCT is calculated based on a compilation of primarily observable market information.

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, 2014 and 2013:

	2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Self-directed brokerage accounts	$ 49,354	$ -	$ -	$ 49,354
Mutual funds	9,429,265	-	-	9,429,265
Total investments at fair value	$ 9,478,619	$ -	$ -	$ 9,478,619

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 8,688,520	$ -	$ -	$ 8,688,520
Investments measured at NAV practical expedient				150,687
Total investments at fair value				$ 8,839,207

NOTE 3 – GROUP ANNUITY CONTRACT

As of November 1, 2014, the Plan entered into a fully benefit-responsive group annuity contract with MassMutual (general investment account investment option). The general investment account investment option for defined contribution plans is a Guaranteed Interest Account (the GIA) provided through a group annuity contract (the Contract). Under the terms of the Contact, a crediting rate is established for amounts invested in the GIA and participants may direct permitted withdrawal and/or transfer transactions of all or a portion of their account balance at Contract Value. Contract Value represents contributions plus credited interest less participant withdrawal and fees.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is established for a six-month period of time (a rate period) and all assets invested in the GIA are credited with that rate. At the expiration of each rate period, a new crediting rate is declared.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include but not be limited to a participant termination of employment due to: (1) removal of a group of participants from Plan coverage as a result of temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the Plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; or (4) cessation of an employment relationship resulting from a reorganization, merger, layoff, or the sale or discontinuance of all or any part of the Plan sponsor's business. Such events also include: (1) removal from the Plan of one or more groups or classifications of participants; (2) partial or complete Plan termination; or (3) Plan disqualification. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The Plan's ability to receive amounts due in accordance with the fully benefit-responsive investment contract is dependent on the issuer's ability to meet its financial obligations, which may be affected by future economic and regulatory developments.

NOTE 4 – RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Fidelity, the trustee through October 31, 2014, and MassMutual, the custodian of the Plan effective November 1, 2014. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

NOTE 5 – PARTICIPATION AND BENEFITS

Participant contributions – Participants may elect to have the Company contribute their eligible pre-tax or after-tax compensation to the Plan up to the amount allowable under the Plan document and current income tax regulations. Participants who have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable or taxed compensation. Effective November 1, 2014, the Plan permits the automatic enrollment of eligible employees in the Plan with a contribution of 6% of eligible compensation, unless the employee affirmatively elects otherwise. Participants who have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions – The Company is allowed to make contributions to the Plan in the form of non-discretionary matching employer contributions, as defined in the Plan and as approved by the Board of Directors. The Company matches 50% of each eligible participant's contribution up to 2% of eligible compensation, not to exceed $1,000 per year.

Vesting – Participants are immediately vested in their contributions and associated earnings. Employer matching contributions vested ratably over two years.

Participant accounts – Each participant's account is credited with the participant's contribution, Plan earnings or losses, and an allocation of the Company's contributions. Allocation of the Company's contributions is based on participant contributions or eligible employee compensation, as defined in the Plan.

Payment of benefits – Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. The Plan allows for the automatic lump sum distribution of participant vested account balances that do not exceed $5,000.

Notes receivable from participants – The Plan allows participants to borrow not less than $1,000 and up to the lesser of $50,000 or 50% of their vested account balance. The notes receivable are secured by the participant's vested balance. Such notes receivable bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the proceeds are used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such notes receivable are established by the Committee. Outstanding notes receivable at December 31, 2014 carry interest rates ranging from 4.25% to 11.5%.

NOTE 6 – CERTIFIED INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity and MassMutual have certified to the completeness and accuracy of:

- Investments and notes receivable reflected on the accompanying statements of net assets available for benefits as of December 31, 2014 and 2013.
- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2014.
- Investments reflected on the Schedule H, Line 4(i)-schedule of assets (held at end of year).

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2014	2013
Net assets available for benefits per the financial statements	$ 10,735,602	$ 8,945,215
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	2,924
Net assets available for benefits per the Form 5500	$ 10,735,602	$ 8,948,139

The following is a reconciliation of the affected component of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2014:

	Amount per the financial statements	Adjustment	Amount per the Form 5500
Net investment income	$ 757,331	$ 2,924	$ 754,407

NOTE 8 – PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA. In the event the Plan is terminated in the future, participants would become fully vested in their accounts.

SUPPLEMENTARY INFORMATION

REQUIRED BY THE DEPARTMENT OF LABOR

XACTLY CORPORATION
401(k) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

Plan sponsor: Xactly Corporation
Employer identification number: 11-3744289
Plan number: 001
Schedule H, Line 4(i)

(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	(e) Current value
	American Century Disciplined Growth Fund	Mutual Fund	$ 1,281,943
	Columbia Mid Cap Index Fund	Mutual Fund	662,786
	Fidelity Advisor Real Estate Fund	Mutual Fund	390,500
*	MassMutual MMSI EAFE International Index Fund	Mutual Fund	1,762,317
	Delaware Small Cap Value Fund	Mutual Fund	492,718
	Invesco Cornstock Fund	Mutual Fund	986,022
	Franklin Small Cap Growth Fund	Mutual Fund	461,277
*	MassMutual S&P 500 Index Fund	Mutual Fund	1,587,521
*	MassMutual Premier Diversified Bond Fund	Mutual Fund	915,126
*	MassMutual Premier Opprenehiemer Small Cap Opprtunities Fund	Mutual Fund	348,060
	Principal MidCap Value Fund	Mutual Fund	540,995
*	Schwab Personal Choice Retirement Accounts	Self-Directed Brokerage Accounts	49,354
*	Guaranteed Interest Account - Fixed Interest Account	Group Annuity Contracts, at Contract Value	1,114,008
*	Participant loans	Interest rates ranging from 4.25% to 11.5%	142,975
		Total	$ 10,735,602

* Party-in-interest

A Name of Plan	B Three-digit plan Number
Xactly Corporation 401(k) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Xactly Corporation	**113744289**

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Century	431819235		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Disciplined Gr Fd (MF-1947).
Charles Schwab & Co., Inc.	941737782		Disclosure previously provided by CS&Co and its affiliates EIN 941737784
Charles Schwab & Co., Inc.	941737782		Disclosure previously provided by CSIM and its affiliates EIN 943106735
Charles Schwab & Co., Inc.	941737782		Schwab Rate of 0.24% of average daily balance of asset(s)
Columbia	560906609		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Mid Cap Index Fund (MF-B8).
Delaware Investments	232450217		MassMutual provided the Plan with the required written disclosure for Management Fees received by Delaware Investments with respect to Delaware Small Cap Value Fund (MF-CHA).
Fidelity Advisor	046444002		MassMutual provided the Plan with the required written disclosure for Management Fees received by Fidelity Advisor with respect to Fidelity Advisor Real Estate Fund (MF-1926).
Franklin/Templeton	133151768		MassMutual provided the Plan with the required written disclosure for Management Fees received by Franklin/Templeton with respect to Franklin Small Cap Growth Fund (MF-CFP).
Invesco	952513084		MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Comstock Fund (MF-HD).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to Prm Oppenheimer Fds Sm Cp Opp Fd (MF-LS2).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Columbia Mid Cap Index Fund (MF-B8).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Fidelity Advisor Real Estate Fund (MF-1926).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Comstock Fund (MF-HD).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to MM MSCI EAFE Intl Indx Fd (Nrtn Tr) (MF-CCC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to MM S&P 500 Index Fd(Northern Trust) (MF-YX).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Dvrsfd Bond Fd (Babson) (MF-LP).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Prm Oppenheimer Fds Sm Cp Opp Fd (MF-LS2).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (10 basis points * plan assets) with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to MM MSCI EAFE Intl Indx Fd (Nrtn Tr) (MF-CCC).
Massachusetts Mutual Life Insurance	041590850		MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with

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Company		
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to Prm Oppenheimer Fds Sm Cp Opp Fd (MF-LS2).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (20 basis points * plan assets) with respect to MM S&P 500 Index Fd(Northern Trust) (MF-YX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Mid Cap Index Fund (MF-B8).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to Fidelity Advisor Real Estate Fund (MF-1926).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Delaware Small Cap Value Fund (MF-CHA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Franklin Small Cap Growth Fund (MF-CFP).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Principal MidCap Value III Fund (MF-2120).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (30 basis points * plan assets) with respect to Invesco Comstock Fund (MF-HD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Disciplined Gr Fd (MF-1947).
Principal Investors	911801401	MassMutual provided the Plan with the required written disclosure for Management Fees received by Principal Investors with respect to Principal MidCap Value III Fund (MF-2120).

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SCHEDULE C SUPPLEMENTAL REPORT

This report includes fee-related information recordkept by Fidelity Investments for the plan, as well as information made available to Fidelity through Morningstar, Inc., an independent investments research company, and certain other sources, which has not been independently verified by Fidelity. The notes section of this report may or may not be applicable to your plan. In some cases, you may also need to reference the Auditor's Guide for more detail. Please log into PSW to access the Auditor's Guide and related documents that can assist you and/or your auditors in facilitating your employee benefit plan audit.

PART I, LINE 1 - INFORMATION ON PERSONS EXCLUDED FROM THE REST OF PART I BECAUSE THEY RECEIVED ONLY ELIGIBLE INDIRECT FEES.

- If there are non-Fidelity funds in the plan and all information is available in the eligible indirect compensation disclosure at the end of this report, check "yes" and in part I, line 1(b) enter Fidelity Investments Institutional Operations Company, Inc. - 04-2647786.
- If all information is not available, you may need to contact the applicable fund family for additional information and disclose the name and EIN of the entity providing the disclosure in part I, line 1(b).

PART I, LINE 2 - INFORMATION ON SERVICE PROVIDERS RECEIVING DIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 2(a)*	EIN/ADDRESS *1 *Part I, Line 2(a)*	SERVICE CODE *Part I, Line 2(b)*	RELATIONSHIP TO ER,EE,ORG OR PERSON OF INTEREST *Part I, Line 2(c)*	DIRECT COMP PAID BY PLAN Part I, Line 2(d)
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	04-2647786	37 64 65	RECORDKEEPER	$2,825
LINCOLN FINANCIAL ADVISORS CORP	35-1151034	---	ADVISOR	$0

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b) Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	BLKRK EQUITY DIV A - BNY MELLON INV SERVICING (U.S.) INC.	P.O. BOX 9793 PROVIDENCE RI US 02940	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	COL CA MOD AGGR A - COLUMBIA MGT INVESTMENT SERVICES CORP	SEE NOTE *2	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	INVS INTL GROWTH A - INVESCO INVESTMENT SERVICES, INC	11 GREENWAY PLAZA, SUITE 100 HOUSTON TE US 77046	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	INVS SM CAP VAL A - INVESCO INVESTMENT SERVICES, INC	11 GREENWAY PLAZA, SUITE 100 HOUSTON TE US 77046	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM EQUITY IDX A - BOSTON FINANCIAL DATA SERVICE, INC	330 W. 9TH STREET KANSAS CITY MO US 66160	0.05%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b) Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET INC A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2015 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2020 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2025 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2030 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b) Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2035 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2040 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2045 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2050 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	JPM SMART RET 2055 A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b) Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	MFS NEW DISCOVERY R3 - MFS SERVICE CENTER INC.	04-2865649	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	NUVEEN MDCP INDEX A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.15%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	OPPHMR DEV MKTS A - OFI GLOBAL ASSET MANAGEMENT, INC.	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOORNEW YORK NY US 10281	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	PIM TOTAL RETURN A - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.25%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	PRU FINL SRVS A - PRUDENTIAL MUTUAL FUND SERVICES LLC	22-3703799	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b)* *Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	$0	VICTORY ESTB VALUE A - CITI FUND SERVICES OHIO, INC.	31-1249295	0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	COL CA MOD AGGR A - COLUMBIA MGT INVEST DISTRIBUTORS, INC	SEE NOTE *2	$0-<$3M=1.00% $3M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET INC A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2015 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2020 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b)* *Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2025 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2030 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2035 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2040 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2045 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME *Part I, Line 3(a)*	SERVICE CODE *Part I, Line 3(b)* *Part I, Line 2(b)*	AMOUNT OF INDIRECT COMPENSTATION *Part I, Line 3(c)*	NAME OF SOURCE OF INDIRECT COMPENSATION *Part I, Line 3(d)*	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 *Part I, Line 3(d)*	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) *Part I, Line 3(e)*
LINCOLN FINANCIAL ADVISORS CORP	61	$0	JPM SMART RET 2050 A - JPMORGAN DISTRIBUTION SERVICES INC	13-2624428	$0-<$4M=1.00% $4M-<$10M=0.75% $10M-<$50M=0.50% $50M+=0.25%
LINCOLN FINANCIAL ADVISORS CORP	61	$0	OPPHMR DEV MKTS A - OPPENHEIMERFUNDS DISTRIBUTOR, INC.	13-2953455	$5M+=0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0107	FA COMM EQUIP A - FIDELITY SELECTCO, LLC	FDMAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0107	FA COMM EQUIP A - FIDELITY DISTRIBUTORS CORPORATION	FDMAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0112	FA BIOTECHNOLOGY A - FIDELITY SELECTCO, LLC	FBTAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0112	FA BIOTECHNOLOGY A - FIDELITY DISTRIBUTORS CORPORATION	FBTAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0177	FA HEALTH CARE A - FIDELITY SELECTCO, LLC	FACDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0177	FA HEALTH CARE A - FIDELITY DISTRIBUTORS CORPORATION	FACDX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0184	FA INDUSTRIALS A - FIDELITY SELECTCO, LLC	FCLAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0184	FA INDUSTRIALS A - FIDELITY DISTRIBUTORS CORPORATION	FCLAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0185	FA CONSUMER DISC A - FIDELITY SELECTCO, LLC	FCNAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0185	FA CONSUMER DISC A - FIDELITY DISTRIBUTORS CORPORATION	FCNAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0186	FA UTILITIES A - FIDELITY SELECTCO, LLC	FUGAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0186	FA UTILITIES A - FIDELITY DISTRIBUTORS CORPORATION	FUGAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0187	FA TECHNOLOGY A - FIDELITY SELECTCO, LLC	FADTX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
0187	FA TECHNOLOGY A - FIDELITY DISTRIBUTORS CORPORATION	FADTX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0247	FA ENERGY A - FIDELITY SELECTCO, LLC	FANAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0247	FA ENERGY A - FIDELITY DISTRIBUTORS CORPORATION	FANAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0260	FA STRAT INCOME A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FSTAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.57%
0260	FA STRAT INCOME A - FIDELITY DISTRIBUTORS CORPORATION	FSTAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0294	FA SMALL CAP A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FSCDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.45%
0294	FA SMALL CAP A - FIDELITY DISTRIBUTORS CORPORATION	FSCDX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0374	FA HIGH INCOME A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FHIAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.56%
0374	FA HIGH INCOME A - FIDELITY DISTRIBUTORS CORPORATION	FHIAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
0771	FA STABLE VALUE	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
0771	FA STABLE VALUE - SEE NOTE *2	SEE NOTE *2	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1128	FA REAL ESTATE A - FIDELITY SELECTCO, LLC	FHEAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1128	FA REAL ESTATE A - FIDELITY DISTRIBUTORS CORPORATION	FHEAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1277	FA NEW INSIGHTS A - FIDELITY DISTRIBUTORS CORPORATION	FNIAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1277	FA NEW INSIGHTS A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FNIAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.54%
1397	FA INTL DISCOVERY A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FAIDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.73%
1397	FA INTL DISCOVERY A - FIDELITY DISTRIBUTORS CORPORATION	FAIDX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1755	FA GOV INCOME A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FVIAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.31%
1755	FA GOV INCOME A - FIDELITY DISTRIBUTORS CORPORATION	FVIAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1779	FA CONS STAPLES A - FIDELITY SELECTCO, LLC	FDAGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
1779	FA CONS STAPLES A - FIDELITY DISTRIBUTORS CORPORATION	FDAGX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1784	FA GOLD A - FIDELITY SELECTCO, LLC	FGDAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.59%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1784	FA GOLD A - FIDELITY DISTRIBUTORS CORPORATION	FGDAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1789	FA MATERIALS A - FIDELITY SELECTCO, LLC	FMFAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
1789	FA MATERIALS A - FIDELITY DISTRIBUTORS CORPORATION	FMFAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
1794	FA TELECOMM A - FIDELITY SELECTCO, LLC	FTUAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%
1794	FA TELECOMM A - FIDELITY DISTRIBUTORS CORPORATION	FTUAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2143	FA WORLDWIDE A - FIDELITY MANAGEMENT & RESEARCH COMPANY	FWAFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.78%
2143	FA WORLDWIDE A - FIDELITY DISTRIBUTORS CORPORATION	FWAFX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OELG	PRU FINL SRVS A - PRUDENTIAL INVESTMENTS LLC	PFSAX	PRUDENTIAL INVESTMENTS	FUND MANAGEMENT	0.75%
OELG	PRU FINL SRVS A - PRUDENTIAL INV MGMT SRVC LLC	PFSAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.30%
OF7A	INVS INTL GROWTH A - INVESCO ADVISERS, INC.	AIIEX	INVESCO	FUND MANAGEMENT	0.85%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OF7A	INVS INTL GROWTH A - INVESCO DISTRIBUTORS, INC.	AIIEX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OKQO	VICTORY ESTB VALUE A - VICTORY CAPITAL MANAGEMENT INC.	VETAX	VICTORY	FUND MANAGEMENT	0.47%
OKQO	VICTORY ESTB VALUE A - VICTORY CAPITAL ADVISERS, INC.	VETAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OKTW	NUVEEN MDCP INDEX A - NUVEEN FUND ADVISORS, LLC.	FDXAX	NUVEEN	FUND MANAGEMENT	0.32%
OKTW	NUVEEN MDCP INDEX A - NUVEEN SECURITIES, LLC	FDXAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OKZF	BLKRK EQUITY DIV A - BLACKROCK ADVISORS LLC	MDDVX	BLACKROCK	FUND MANAGEMENT	0.54%
OKZF	BLKRK EQUITY DIV A - BLACKROCK INVESTMENTS, LLC	MDDVX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OLLN	PIM TOTAL RETURN A - PACIFIC INVESTMENT MANAGEMENT CO LLC	PTTAX	PIMCO	FUND MANAGEMENT	0.60%
OLLN	PIM TOTAL RETURN A - PIMCO INVESTMENTS LLC	PTTAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OLWE	COL CA MOD AGGR A - COLUMBIA MANGMT INVESTMENT ADVISERS, LLC	NBIAX	COLUMBIA	FUND MANAGEMENT	0.03%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OLWE	COL CA MOD AGGR A - COLUMBIA MGT INVEST DISTRIBUTORS, INC	NBIAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OMKG	JPM EQUITY IDX A - JPMORGAN DISTRIBUTION SERVICES INC	OGEAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OMKG	JPM EQUITY IDX A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	OGEAX	JPMORGAN	FUND MANAGEMENT	0.25%
OQIB	OPPHMR DEV MKTS A - OPPENHEIMERFUNDS DISTRIBUTOR, INC.	ODMAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OQIB	OPPHMR DEV MKTS A - OFI GLOBAL ASSET MANAGEMENT, INC.	ODMAX	OPPENHEIMERFUNDS	FUND MANAGEMENT	0.77%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OQKD	INVS SM CAP VAL A - INVESCO DISTRIBUTORS, INC.	VSCAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OQKD	INVS SM CAP VAL A - INVESCO ADVISERS, INC.	VSCAX	INVESCO	FUND MANAGEMENT	0.63%
OUCM	MFS NEW DISCOVERY R3 - MFS FUND DISTRIBUTORS, INC.	MNDHX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUCM	MFS NEW DISCOVERY R3 - MASSACHUSETTS FINANCIAL SERVICES CO	MNDHX	MFS	FUND MANAGEMENT	0.90%
OUJ4	JPM SMART RET 2055 A - JPMORGAN DISTRIBUTION SERVICES INC	JFFAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OUJ4	JPM SMART RET 2055 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JFFAX	JPMORGAN	SEE NOTE *2	1.03%*4
OUOF	JPM SMART RET INC A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JSRAX	JPMORGAN	SEE NOTE *2	0.81%*4
OUOF	JPM SMART RET INC A - JPMORGAN DISTRIBUTION SERVICES INC	JSRAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOG	JPM SMART RET 2010 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JSWAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	SEE NOTE *2
OUOH	JPM SMART RET 2015 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JSFAX	JPMORGAN	SEE NOTE *2	0.87%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OUOH	JPM SMART RET 2015 A - JPMORGAN DISTRIBUTION SERVICES INC	JSFAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOI	JPM SMART RET 2020 A - JPMORGAN DISTRIBUTION SERVICES INC	JTTAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOI	JPM SMART RET 2020 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JTTAX	JPMORGAN	SEE NOTE *2	0.91%*4
OUOJ	JPM SMART RET 2025 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JNSAX	JPMORGAN	SEE NOTE *2	0.95%*4
OUOJ	JPM SMART RET 2025 A - JPMORGAN DISTRIBUTION SERVICES INC	JNSAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OUOK	JPM SMART RET 2030 A - JPMORGAN DISTRIBUTION SERVICES INC	JSMAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOK	JPM SMART RET 2030 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JSMAX	JPMORGAN	SEE NOTE *2	0.98%*4
OUOL	JPM SMART RET 2035 A - JPMORGAN DISTRIBUTION SERVICES INC	SRJAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOL	JPM SMART RET 2035 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	SRJAX	JPMORGAN	SEE NOTE *2	1.00%*4
OUOM	JPM SMART RET 2040 A - JPMORGAN DISTRIBUTION SERVICES INC	SMTAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OUOM	JPM SMART RET 2040 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	SMTAX	JPMORGAN	SEE NOTE *2	1.01%*4
OUON	JPM SMART RET 2045 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JSAAX	JPMORGAN	SEE NOTE *2	1.00%*4
OUON	JPM SMART RET 2045 A - JPMORGAN DISTRIBUTION SERVICES INC	JSAAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOO	JPM SMART RET 2050 A - JPMORGAN DISTRIBUTION SERVICES INC	JTSAX	LINCOLN FINANCIAL ADVISORS CORP	ADVISOR	0.25%
OUOO	JPM SMART RET 2050 A - J.P. MORGAN INVESTMENT MANAGEMENT INC.	JTSAX	JPMORGAN	SEE NOTE *2	1.00%*4

SCHEDULE C SUPPLEMENTAL REPORT

*1 If EIN is provided, Address will not be provided. If EIN is not available and Address is available, the Address will be displayed. If neither EIN nor Address is available "See Note *2" will be displayed.

*2 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for non-Fidelity funds and/or other third party service providers related to compensation is not available, more information for the annual operating expenses of the fund may be found in the Fee Table of the Fund Summary section of each prospectus and/or statement of additional information. In addition, information about the services provided and the identity of the entities performing services with respect to each fund may be found in the Fund Services section of each prospectus. If the compensation being reported relates to a Fidelity fund, more information for the annual operating expenses of the fund may be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, statement of additional information, the fund's investment manager or annuity provider.

*3 For Self-Directed Brokerage Investments, each fund family may offer an indirect support fee paid to Fidelity Investments. Each indirect support fee paid by a fund may differ depending on the form of investment. Please contact your Fidelity representative to receive information on indirect support fees for your Self- Directed Brokerage Investments.

*4 Net Expense Ratio is displayed.

*5 Gross Expense Ratio is displayed.

*6 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for this Fund is not available, the fee information for the annual operating expenses and/or information about the services provided and identity of the entities performing the services can be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, the fund's investment manager or annuity provider.

Additional Information:

Fidelity may have provided non-monetary compensation, such as meals or business entertainment, to associates or service providers during the plan year for which this data is being reported. If you believe there are associates or plan service providers who have received total non-monetary compensation, from all sources of $5,000 or more, that are not reflected on this report, you may contact your Fidelity representative and ask for a detailed summary of non-monetary compensation provided during the plan year. For additional information, please refer to the Auditor's Guide.

Fidelity utilizes omnibus accounts at unaffiliated banks to facilitate transactions for the defined contribution plans it services as set forth in your trust or service agreement or letter of authorization. If markets permit, omnibus account balances are invested in short-term investments that generally earn a rate approximating the Target Federal Funds Rate and/or money market rates. These earnings are called "float" and are considered eligible indirect compensation for purposes of Schedule C. Fidelity uses these earnings to pay bank fees and make other required adjustments and generally retains any float earnings that exceed such fees and adjustments. Fidelity is responsible for paying bank fees to the extent they exceed float earnings.

Since the amount of float generated depends on the length of time that assets are held in the omnibus accounts, Fidelity adheres to the following specific time frames within which cash pending investment or distribution is held:

SCHEDULE C SUPPLEMENTAL REPORT

- If contributions are received by Fidelity in good order before the close of trading, Fidelity executes transactions in the investment options as of that day's closing price (the "transaction date" or "T"). Settlement of trades for most investment options occurs on the following business day ("T+1") or, in the case of certain securities including company stock, on T+3.
- Exchange requests received by Fidelity in good order before the close of trading are processed in that day's nightly cycle. If investment options have identical settlement rules, exchanges between them generate no overnight balances, as money is received from one investment option and conveyed to another investment option on the same business day. If investment options have different settlement rules, balances attributable to exchanges may remain in the omnibus account for a few days if FMTC serves as trustee of the plan.
- Disbursement requests received in good order before the close of trading are processed in that day's nightly cycle, and reflected as debits from participant accounts as of that date ("T"). Proceeds attributable to disbursements are received from investment options or from the unaffiliated Plan trustee based on the settlement period for the investment options. Disbursements are made to participants on T+2 either through electronic funds transfers or by mailing a check. Disbursement proceeds distributed by check remain in the omnibus account until the check is presented for payment.

A Name of Plan	B Three-digit plan Number
Xactly Corporation 401(k) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Xactly Corporation	**113744289**

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

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	1,114,008	1,114,008
*	Fidelity Advisor	MF-1926	387,118	390,500
*	American Century	MF-1947	1,313,897	1,281,943
*	MassMutual	MF-2120	573,577	540,995
*	Columbia	MF-B8	679,584	662,786
*	MassMutual Select	MF-CCC	1,867,496	1,762,317
*	Franklin/Templeton	MF-CFP	467,086	461,278
*	Delaware Investments	MF-CHA	515,381	492,718
*	Invesco	MF-HD	984,048	986,022
*	MassMutual Premier	MF-LP	931,037	915,126
*	MassMutual Premier	MF-LS2	382,491	348,060
*	MassMutual Select	MF-YX	1,618,617	1,587,521
*	Schwab	Schwab PCRA	49,354	49,354
	Participant Loans	4.250000 - 11.500000	0	142,975

A Name of Plan
Xactly Corporation 401(k) Plan

B Three-digit Plan Number 001

C Plan sponsor's name as shown on line 2a of Form 5500
Xactly Corporation

D Employee Identification Number
113744289

Schedule H, line 4j - Schedule of Reportable Transactions

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
MassMutual	Guaranteed Interest	1,227,147	0		0	0	0	0
Invesco	MF-HD	993,543	0		0	0	0	0
Columbia	MF-B8	635,980	0		0	0	0	0
MassMutual	MF-2120	512,037	0		0	0	0	0
MassMutual	MF-YX	1,372,576	0		0	0	0	0
American C	MF-1947	1,245,583	0		0	0	0	0
MassMutual	MF-LP	879,891	0		0	0	0	0
MassMutual	MF-CCC	1,877,490	0		0	0	0	0
Franklin/Te	MF-CFP	461,095	0		0	0	0	0
Delaware In	MF-CHA	482,670	0		0	0	0	0

MassMutual
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Schedule C Soft Dollar Compensation
Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.

Massachusetts Mutual Life Insurance Company and affiliates • Springfield, MA 01111-0001 • (413) 788-8411