

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
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
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 ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>OVERDRIVE, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan <u>04/01/2001</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>OVERDRIVE, INC.</u> <u>ONE OVERDRIVE WAY</u> <u>GARFIELD HEIGHTS, OH 44125</u>	2b Employer Identification Number (EIN) <u>34-1522786</u>	2c Plan Sponsor's telephone number <u>216-573-6886</u>	2d Business code (see instructions) <u>541990</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2015	LORI FRANKLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		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	220
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)	203
a(2) Total number of active participants at the end of the plan year		6a(2)	218
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	27
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	245
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	245
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	202
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
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) ☒ Insurance		(1) ☒ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ 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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☒ <u>1</u> A (Insurance Information)	
		(4) ☐ C (Service Provider Information)	
		(5) ☒ 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
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan OVERDRIVE, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 OVERDRIVE, INC.	D Employer Identification Number (EIN) 34-1522786	

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

(a) Name of insurance carrier

JOHN HANCOCK 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
01-0233346	65838	12244	202	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
29233	3322

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

VANTAGE FINANCIAL GROUP, INC.
 6200 ROCKSIDE RD
 CLEVELAND, OH 44131-8082

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
29233			3

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

GROUP HEALTH & BENEFIT ADMIN
 546 MAIN ST
 SUITE 101
 WORCESTER, MA 01608

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	3322	TPA FEES PAID	5

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2014
v. 140124

(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	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY		
b	Balance at the end of the previous year	7b	9624
c	Additions: (1) Contributions deposited during the year	7c(1)	2635
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	39
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	7
	▶ LOAN OVERPAYMENT		
	(6) Total additions	7c(6)	2681
d	Total of balance and additions (add lines 7b and 7c(6))	7d	12305
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	(2) Administration charge made by carrier	7e(2)	40
	(3) Transferred to separate account	7e(3)	
	(4) Other (specify below)	7e(4)	
	▶		
	(5) Total deductions	7e(5)	40
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	12265

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

A Name of plan OVERDRIVE, INC. 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 OVERDRIVE, INC.	D Employer Identification Number (EIN) 34-1522786	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS AGG ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 953513	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS GROW ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1681376	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS BAL ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 996461	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS MOD ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 268872	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS CON ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68632	
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD ENERGY FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44004	
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98395	

a Name of MTIA, CCT, PSA, or 103-12 IE: [DFA US TARGETED VALUE FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13806
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INTL SMALL CAP FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43195
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a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER DEVELOPING MKT](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73781
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INTL EQUITY INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100842
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a Name of MTIA, CCT, PSA, or 103-12 IE: [DFA U.S. SMALL CAP FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68109
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SCIENCE & TECHNOLOGY FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115395
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a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER GLOBAL](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14608
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a Name of MTIA, CCT, PSA, or 103-12 IE: [EUROPACIFIC GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57008
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INVESCO SMALL CAP GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127771
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY HERITAGE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE COMPANY](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75091
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a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	287383

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	139079

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL INDUSTRIES FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	31556

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	111712

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	83886

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	95518

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	243832

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	228567

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	113841

a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	58293

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 479042
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN MIDCAP VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 139260
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a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74387
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27370
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a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33631
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a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 83321
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a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20201
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15098
--------------------------------	------------------------	---

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

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

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

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 <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>OVERDRIVE, INC. 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OVERDRIVE, INC.</u>		D Employer Identification Number (EIN) <u>34-1522786</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		1089
	(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)	52417	41313
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	5526782	7196557
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	9624	12265
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5588823	7251224

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5588823	7251224
---	-----------	---------	---------

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)	465758	
(B) Participants	2a(1)(B)	906995	
(C) Others (including rollovers)	2a(1)(C)	181389	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1554142
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)	1866	
(F) Other	2b(1)(F)	4007	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5873
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		385066
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1945081

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	245010	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		245010
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		13483
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	24187	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		24187
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		282680

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1662401
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: SKODA MINOTTI

(2) EIN: 34-1945206

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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			

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

A Name of plan <u>OVERDRIVE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OVERDRIVE, INC.</u>	D Employer Identification Number (EIN) <u>34-1522786</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
-----------------	-------------------

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): _____

OVERDRIVE, INC. 401(k) PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2014 AND 2013



SKODA MINOTTI

CPAs, BUSINESS & FINANCIAL ADVISORS

Delivering on the Promise.

OVERDRIVE, INC. 401(k) PLAN
YEARS ENDED DECEMBER 31, 2014 AND 2013

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INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR
OVERDRIVE, INC. 401(k) PLAN

Report on the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company (USA), the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplementary schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplementary schedule of assets (held at end of year) as of December 31, 2014 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplementary schedule referred to above.

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

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

SKODA MINOTTI

A handwritten signature in dark ink, appearing to read "Skoda Minotti", written in a cursive style.

Cleveland, Ohio
September 24, 2015

OVERDRIVE, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
INVESTMENTS, AT FAIR VALUE		
Pooled separate accounts	\$ 7,196,557	\$ 5,526,782
INVESTMENTS, AT CONTRACT VALUE		
Guaranteed interest accounts	<u>12,265</u>	<u>9,624</u>
	7,208,822	5,536,406
RECEIVABLES		
Company's contributions	1,089	-
Notes receivable from participants	<u>41,313</u>	<u>52,417</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 7,251,224</u></u>	<u><u>\$ 5,588,823</u></u>

The accompanying notes are an integral part of these financial statements.

OVERDRIVE, INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net appreciation in fair value of investments	\$ 385,066	\$ 916,361
Interest	39	31
	<u>385,105</u>	<u>916,392</u>
Contributions		
Company's	465,758	363,245
Participants'	906,995	748,267
Rollovers	181,389	188,505
	<u>1,554,142</u>	<u>1,300,017</u>
Other income	<u>5,834</u>	<u>1,748</u>
Total additions	<u>1,945,081</u>	<u>2,218,157</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	258,493	166,154
Administrative expenses	<u>24,187</u>	<u>18,527</u>
Total deductions	<u>282,680</u>	<u>184,681</u>
NET INCREASE	1,662,401	2,033,476
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>5,588,823</u>	<u>3,555,347</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 7,251,224</u></u>	<u><u>\$ 5,588,823</u></u>

The accompanying notes are an integral part of these financial statements.

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following description of the OverDrive, Inc. 401(k) Retirement Plan (the Plan), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan covering employees of OverDrive, Inc. (the Company). The Plan covers all employees of the Company who meet the eligibility requirements. Employees who have completed two months of service and have attained age 21 are eligible to participate in the Plan on the first day of the following month, once the eligibility requirements are met. Eligible employees are also required to work at least 20 hours per week. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

A participant may elect to contribute a specific percentage or dollar amount of pre-tax compensation as an elective deferral, up to the maximum dollar amount allowed by law (up to \$17,500 for the years ended December 31, 2014 and 2013). Participants who have attained age 50 before the end of the calendar year are eligible to make catch-up contributions. The Company contributes safe harbor matching contributions in an amount equal to 100% of the first 3%, and 50% of the next 2%, of compensation that a participant contributes to the Plan for the years ended December 31, 2014 and 2013. The Company can also make discretionary matching contributions. Safe harbor matching contributions made by the Company totaled \$465,758 and \$363,245 for the years ended December 31, 2014 and 2013, respectively. The Company did not make any discretionary matching contributions during the years ended December 31, 2014 and 2013. The Plan permits rollover contributions from other qualified retirement plans.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's safe harbor matching contributions and an allocation of discretionary matching contributions, and any earnings thereon, and charged with an allocation of administrative expenses. Allocations of the earnings and expenses are based on the participants' account balances. Allocations of the discretionary matching contributions are based on the participants' compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants are able to direct contributions into a variety of investment options offered by the Plan.

Vesting

Participants are immediately vested in all contributions plus earnings thereon.

OVERDRIVE, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

On termination of service due to death, disability, retirement, or separation of service, a participant may elect to receive a lump-sum amount or installments (only if the participant is subject to lifetime required minimum distributions) equal to the value of the participant's vested interest in his or her account. However, if the vested account balance is less than \$1,000, a lump-sum distribution will be made to the participant regardless of whether the participant elects to receive it. Participants may be permitted to receive a distribution from their account prior to termination of employment if they experience financial hardship. A participant may also receive an in-service distribution upon attainment of age 59½.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's total nonforfeitable account balance. Loan terms range from one to five years, or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%, at the time of issuance. Principal and interest are paid ratably through either payroll deductions or an ACH agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses related to specific transactions are paid by the Plan; all other administrative expenses are paid by the Company.

Use of Estimates

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

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Subsequent Events

The Company evaluated subsequent events through September 24, 2015, the date these financial statements were available to be issued. Other than the matter described in Note 10, there were no additional material subsequent events that required recognition or additional disclosure in these financial statements.

Notes Receivable from Participants

Notes receivable from participants 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. Interest income of \$1,866 and \$1,748 for 2014 and 2013, respectively, has been included in other income in the accompanying Statements of Changes in Net Assets Available for Benefits.

3. INVESTMENTS

The following table presents the fair value of investments at December 31, 2014 and 2013. The investments and investment activity have been certified as complete and accurate by John Hancock Life Insurance Company (USA), the custodian, and have not been audited by the independent auditors. Individual investments that represent 5% or more of the Plan's net assets are separately identified.

	<u>2014</u>	<u>2013</u>
Pooled separate accounts		
John Hancock 500 Index Fund	\$ 479,042	\$ 358,599
John Hancock Lifestyle Aggressive Fund	953,513	821,588
John Hancock Lifestyle Balanced Fund	996,461	878,563
John Hancock Lifestyle Growth Fund	1,681,376	1,158,253
Other pooled separate accounts	<u>3,086,165</u>	<u>2,309,779</u>
	7,196,557	5,526,782
Guaranteed interest accounts*	<u>12,265</u>	<u>9,624</u>
	<u>\$ 7,208,822</u>	<u>\$ 5,536,406</u>

*This amount represents contract value for this investment, which approximates fair value.

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

3. INVESTMENTS (continued)

The Plan's pooled separate accounts (including gains and losses on investments bought, sold, as well as held during the year) appreciated in value by \$385,066 and \$916,361 for the years ended December 31, 2014 and 2013, respectively.

4. FAIR VALUE MEASUREMENTS

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. It applies to fair value measurements already required or permitted by existing standards. 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 GAAP are described as follows:

- | | |
|---------|---|
| 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 | Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in inactive markets. Level 2 inputs include those other than quoted prices that are observable for the asset or liability. Level 2 inputs are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specified 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 should 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.

Pooled separate accounts - The fair values of the mutual funds included in the underlying assets are used to determine the net asset value of the account.

Guaranteed interest accounts - Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

4. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

	<u>Level 2</u>	<u>Total</u>
Pooled separate accounts		
Aggressive growth funds	\$ 1,293,414	\$ 1,293,414
Conservative funds	2,285	2,285
Growth and income funds	614,431	614,431
Growth funds	1,089,518	1,089,518
Income funds	228,055	228,055
Lifestyle portfolio funds	3,968,854	3,968,854
Guaranteed interest accounts	<u>12,265</u>	<u>12,265</u>
Total assets at fair value	<u>\$ 7,208,822</u>	<u>\$ 7,208,822</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

	<u>Level 2</u>	<u>Total</u>
Pooled separate accounts		
Aggressive growth funds	\$ 934,521	\$ 934,521
Conservative funds	1,310	1,310
Growth and income funds	516,559	516,559
Growth funds	811,965	811,965
Income funds	141,943	141,943
Lifestyle portfolio funds	3,120,484	3,120,484
Guaranteed interest accounts	<u>9,624</u>	<u>9,624</u>
Total assets at fair value	<u>\$ 5,536,406</u>	<u>\$ 5,536,406</u>

5. GUARANTEED INTEREST ACCOUNTS

During 2014 and 2013, the Plan invested in guaranteed interest accounts through John Hancock Life Insurance Company (USA). These investments are valued at contract value (which approximates fair value) based on the contributions made plus compound interest earned over a defined term less any administrative expenses related to the contract. A composite interest rate is determined at the end of the year for each participant account depending on the amount contributed and the rate in effect at the time of contribution. Inter-account transfers from these investments may be subject to market value adjustments.

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

5. GUARANTEED INTEREST ACCOUNTS (continued)

The interest rate is reset monthly. The following table presents the guaranteed interest rates and current yield for the guaranteed interest accounts at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Guaranteed rate	0.11 - 0.55%	0.10 - 0.36%
Current yield	0.11 - 0.55%	0.10 - 0.36%

6. TAX STATUS

The Plan is a prototype non-standardized Profit Sharing Plan. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in 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 it is no longer subject to income tax examinations for years prior to the year ended December 31, 2011.

7. PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants will become 100% vested in their accounts.

8. PARTY-IN-INTEREST

Certain Plan investments at December 31, 2014 and 2013 were invested in funds issued by John Hancock Life Insurance Company (USA). John Hancock Life Insurance Company (USA) is the custodian as defined by the Plan document and, therefore, these transactions are considered party-in-interest transactions.

OVERDRIVE, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

10. SUBSEQUENT EVENTS

Effective April 24, 2015, the Plan was terminated through an *Amendment for Terminating Defined Contribution Plan* by the Plan Sponsor. All Plan assets were liquidated on June 19, 2015.

OVERDRIVE, INC. 401(k) PLAN

PLAN NO: 001
EIN: 34-1522786

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

DECEMBER 31, 2014

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current value
	<i>Pooled separate accounts</i>		
*	John Hancock 500 Index Fund	379 shares	\$ 479,042
*	John Hancock American Balanced Fund	736 shares	27,370
*	John Hancock American Century Heritage Fund	2,342 shares	75,091
*	John Hancock Blue Chip Growth Fund	5,215 shares	243,832
*	John Hancock Capital Appreciation Fund	11,437 shares	228,567
*	John Hancock DFA U.S. Small Cap Fund	2,092 shares	86,109
*	John Hancock DFA U.S. Targeted Value Fund	486 shares	13,807
*	John Hancock Disciplined Value Fund	4,071 shares	95,518
*	John Hancock Domini Social Equity Fund	1,761 shares	113,841
*	John Hancock EuroPacific Growth Fund	839 shares	57,008
*	John Hancock Financial Industries Fund	1,334 shares	31,556
*	John Hancock Fundamental Large Cap Value Fund	199 shares	33,631
*	John Hancock High Yield Fund	2,344 shares	80,321
*	John Hancock International Equity Index Fund	5,548 shares	100,842
*	John Hancock International Small Cap Fund	1,154 shares	43,195
*	John Hancock International Value Fund	4,073 shares	98,395
*	John Hancock Invesco Small Cap Growth Fund	2,906 shares	127,771
*	John Hancock JP Morgan Mid Cap Value Fund	2,680 shares	139,260
*	John Hancock Lifestyle Aggressive Fund	1,999 shares	953,513
*	John Hancock Lifestyle Balanced Fund	3,189 shares	996,461
*	John Hancock Lifestyle Conservative Fund	272 shares	68,632
*	John Hancock Lifestyle Growth Fund	3,666 shares	1,681,376
*	John Hancock Lifestyle Moderate Fund	1,130 shares	268,872
*	John Hancock Mid Cap Index Fund	1,978 shares	83,886
*	John Hancock Money Market Fund	175 shares	2,286
*	John Hancock Mutual Global Discovery Fund	736 shares	74,387
	Balance to next page		6,204,569

* Party-in-interest

See the Independent Auditors' Report.

OVERDRIVE, INC. 401(k) PLAN

PLAN NO: 001
EIN: 34-1522786

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

DECEMBER 31, 2014

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current value
	Balance from previous page		\$ 6,204,569
	<i>Pooled separate accounts (continued)</i>		
*	John Hancock Oppenheimer Developing Markets Fund	1,054 shares	73,781
*	John Hancock Oppenheimer Global Fund	238 shares	14,608
*	John Hancock PIMCO Real Return Fund	770 shares	15,098
*	John Hancock PIMCO Total Return Fund	3,730 shares	94,505
*	John Hancock Real Estate Securities Fund	3,428 shares	287,383
*	John Hancock Science & Technology Fund	3,443 shares	115,395
*	John Hancock Strategic Income Opportunity Fund	777 shares	20,201
*	John Hancock T. Rowe Price Health Sciences Fund	1,314 shares	139,079
*	John Hancock T. Rowe Price Short Term Bond Fund	3,473 shares	17,929
*	John Hancock T. Rowe Price Small Cap Value Fund	1,332 shares	111,712
*	John Hancock Utilities Fund	1,560 shares	58,293
*	John Hancock Vanguard Energy Fund	472 shares	44,004
	<i>Guaranteed interest accounts</i>		
*	3-Year Guaranteed Interest Account	Interest at 0.11%	5,178
*	5-Year Guaranteed Interest Account	Interest at 0.55%	7,087
*	<i>Notes receivable from participants</i>	Interest rates of 4.25% with maturities through 2019	<u>41,313</u>
			<u><u>\$ 7,250,135</u></u>

* Party-in-interest

See the Independent Auditors' Report.

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	500 Index Fund		479,042
*	John Hancock	American Balanced Fund		27,370
*	John Hancock	American Century Heritage Fund		75,091
*	John Hancock	Blue Chip Growth Fund		243,832
*	John Hancock	Capital Appreciation Fund		228,567
*	John Hancock	DFA U.S. Small Cap Fund		86,109
*	John Hancock	DFA U.S. Targeted Value Fund		13,807

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	Disciplined Value Fund		95,518
*	John Hancock	Domini Social Equity Fund		113,841
*	John Hancock	EuroPacific Growth Fund		57,008
*	John Hancock	Financial Industries Fund		31,556
*	John Hancock	Fundamental Large Cap Value Fund		33,631
*	John Hancock	High Yield Fund		80,321
*	John Hancock	International Equity Index Fund		100,842

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	International Small Cap Fund		43,195
*	John Hancock	International Value Fund		98,395
*	John Hancock	Invesco Small Cap Growth Fund		127,771
*	John Hancock	JP Morgan Mid Cap Value Fund		139,260
*	John Hancock	Lifestyle Aggressive Fund		953,513
*	John Hancock	Lifestyle Balanced Fund		996,461
*	John Hancock	Lifestyle Conservative Fund		68,632

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	Lifestyle Growth Fund		1,681,376
*	John Hancock	Lifestyle Moderate Fund		268,872
*	John Hancock	Mid Cap Index Fund		83,886
*	John Hancock	Money Market Fund		2,286
*	John Hancock	Mutual Global Discovery Fund		74,387
*	John Hancock	Oppenheimer Developing Markets Fund		73,781
*	John Hancock	Oppenheimer Global Fund		14,608

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	PIMCO Real Return Fund		15,098
*	John Hancock	PIMCO Total Return Fund		94,505
*	John Hancock	Real Estate Securities Fund		287,383
*	John Hancock	Science & Technology Fund		115,395
*	John Hancock	Strategic Income Opportunity Fund		20,201
*	John Hancock	T.Rowe Price Health Sciences Fund		139,079
*	John Hancock	T.Rowe Price Short Term Bond FUnd		17,929

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name OverDrive, Inc. 401(k) Plan
Plan Sponsor's Name OverDrive, Inc.

EIN: 34-1522786
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	John Hancock	T. Rowe Price Small Cap Value Fund		111,712
*	John Hancock	Utilities Fund		58,293
*	John Hancock	Vanguard Energy Fund		44,004
*	3-Year Guaranteed Interest Account	Interest at 0.11%		5,178
*	5-Year Guaranteed Interest Account	Interest at 0.55%		7,087
*	Participant Loans	Interest rates of 4.25%		41,313