Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [X] the first return/report;
- [ ] the final return/report;
- [X] 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
MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2012

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

MOTIONPOINT CORPORATION FSA

4661 JOHNSON ROAD STE 14
COCONUT CREEK, FL 33073

2b Employer Identification Number (EIN) 65-1047909

2c Sponsor's telephone number 954-421-0890

2d Business code (see instructions) 541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	MOTIONPOINT CORPORATION FSA
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**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**	123
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	132
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	9
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	141
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	141
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	93
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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[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)	[ ]	0	**A** (Insurance Information)
(4)	[ ]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

2012

This Form is Open to Public Inspection

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

A Name of plan
MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
65-1047909

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	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	177245
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	19916
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	916401
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	0	1113562
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	0	1113562

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)	257312	
(B) Participants	2a(1)(B)	457038	
(C) Others (including rollovers)	2a(1)(C)	28183	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		742533
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	434	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		434
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	22290	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		22290
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		18684
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		783941
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	117427	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		117427
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	1243	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1243
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		118670
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		665271
l Transfers of assets:			
(1) To this plan	2l(1)		448291
(2) From this plan	2l(2)		0

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: PATRICK D. HEYN CPA, PA **(2)** EIN: 20-0564500

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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
65-1047909

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): 16-1470238

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** 0

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):

MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST
FINANCIAL STATEMENTS
DECEMBER 31, 2012



PATRICK D. HEYN, CPA, P.A.

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 13

** Other schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.*

PATRICK D. HEYN, CPA, P.A.

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
MotionPoint Corporation FSA 401(k) Profit Sharing Plan & Trust
Coconut Creek, Florida

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of MotionPoint Corporation FSA 401(k) Profit Sharing Plan & Trust ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Mid Atlantic Trust Company, the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I 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 a certification from the Custodian as of December 31, 2012 and for the year ended December 31, 2012, 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, I have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do no express an opinion on these financial statements.

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Continued from previous page

Other Matters

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of the Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



Atlantis, Florida
October 11, 2013

MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST
STATEMENT OF NET ASSTS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012

Assets:		
Investments, at fair value	$	1,093,644
Receivables:		
Employer contributions		8,814
Participant contributions		14,059
Notes receivable from participants		19,916
Total receivables		42,789
Total assets		1,136,433
Net assets available for plan benefits, at fair value	$	1,136,433

See notes to financial statements.

MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST
STATEMENT OF CHANGES IN NET ASSTS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Investment income		
Net appreciation in fair value of investments	$	18,682
Dividedend income		22,290
Total investment income		40,972
Interest income earned on notes receivable from participants		434
Contributions:		
Participant		471,097
Employer		266,126
Participant rollover		28,183
Total contributions		765,406
Total additions		806,812
Deductions from net assets attributed to:		
Benefits paid to participants		117,427
Administrative expenses		1,243
Total deductions		118,670
Net increase		688,142
Net assets available for plan benefits:		
Beginning of the year		-
Assets transferred into the Plan		448,291
End of the year	$	1,136,433

See notes to financial statements.

NOTE 1 – DESCRIPTION OF THE PLAN

The MotionPoint Corporation FSA 401(k) Profit Sharing Plan & Trust (the "Plan") was established on January 1, 2012. The following description of the Plan provides only general information. Participants should refer to the Plan agreement and benefit Plan documents for a more complete description of the Plan and its provisions.

General
MotionPoint Corporation FSA (the "Sponsor") adopted the Plan to provide employees with the opportunity to save for retirement. The Plan is a defined contribution 401(k) plan covering substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility
An employee of the Sponsor is eligible for participation in the Plan only if he or she (a) has attained age 21 years and (b) has completed one, three-month Eligibility Period (three consecutive months in service). There are four (4) entry dates during the Plan year: January 1, April 1, July 1 and October 1.

Contributions
Each year, a participant may defer 90% of total compensation through periodic payroll deductions, up to contribution limits specified by the Internal Revenue Code ("IRC"). The maximum pre-tax contribution for the year ended December 31, 2012 was $17,000. In addition, participants over 50 years of age are permitted to make additional catch-up contributions of $5,500.

Participants direct the investment of their contributions and employer contributions into various investments options offered by the Plan.

The Sponsor makes safe harbor matching contributions equal to 100% of the participant's deferral that does not exceed 4% of compensation.

Participant Accounts
Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and the Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are immediately vested in their voluntary contributions and the Sponsor safe harbor matching contributions, plus actual earnings thereon.

Payment of Benefits
Under the Plan, the participants may continue to defer compensation and the earnings on their accounts, on a tax-free basis until they reach the age of retirement of 65. Upon retirement age, the retirement funds can be withdrawn and will be subject to federal income tax. The participant may

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

receive an 'In -service" distribution of all or a portion of his/her account upon attaining age 59 1/2. Funds also can be withdrawn upon death, disability, termination, or reasons of proven financial hardship and will be subject to federal income tax. The Plan automatically distributes participant accounts with balances less than $1,000 upon termination of employment.

Plan Administration

The Plan is administered by Paychex, Inc. and the Sponsor. Mid Atlantic Trust Company ("Custodian"), has been appointed the Custodian of the Plan's assets. Under the terms of the agreement, the Custodian holds and invests the funds of the Plan.

Investment Options

Upon enrollment into the Plan, participants may direct their employee and employer contributions in any of the investment options offered by the Plan. Participants may change their investment options and reallocate contributions among their investment funds at any time. The Plan currently offers various mutual funds in pooled separate accounts.

Notes Receivable From Participants

The Plan provides for participant loans. The maximum amount of a participant loan is the lesser of $50,000 or one-half of the vested account balance at the time of the loan. The minimum loan amount is $1,000, and the loans bear an interest rate of 1% above the prime rate. Participants may not have more than one loan outstanding at a time. The terms of the loans may be no more than five (5) years, unless it is used for the purchase of a principal residence, with repayments being done on a payroll deduction basis. The loans are secured by the balance in the participant's account. All loans must have a definite repayment period for the loan to be amortized on a level basis over a reasonable period of time. Principal and interest are paid through payroll deductions.

Forfeited Accounts

Forfeitures of excess employer safe harbor matching contributions are applied to reduce future employer contributions. There were no forfeitures during 2012.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared under the accrual basis of accounting in conformity with generally accepted accounting principles in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributed for that portion of the net assets available for Plan benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for plan benefits presents the fair value of the investment contracts which represents contract value, as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for Plan benefits is prepared on a contract value basis.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimated.

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.

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 depreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Expenses
Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Benefit Payments
Benefit payments to participants are recorded when paid.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balances plus accrued, but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan documents.

Recent Accounting Pronouncement
The Sponsor does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Date of Management's Review
Subsequent events were evaluated through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE 3 – INVESTMENTS AS CERTIFIED BY THE CUSTODIAN

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Custodian, except for comparing such information certified by the Custodian to information in the Plan's financial statements and supplemental schedule of assets held for investment purposes at the end of the year.

NOTE 3 – INVESTMENTS AS CERTIFIED BY THE CUSTODIAN (CONTINUED)

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2012 is as follows:

Federated Automated Cash Management Trust Class K Shares	$	177,246
MFS International Value Fund Class R2		108,943
American Funds New World Fund Class R3		99,261
Lord Abbett High Yield Fund Class R3		95,883
Hartford Inflation Plus Fund Class R3		94,888
Fidelity Advisor Small Cap Fund Class T		90,805
Nuveen Santa Barbara Dividend Growth Fund Class R3		89,259
Putnam U.S. Government Income Fund Class R		74,890
PIMCO Total Return Fund Class R		65,009
Victory Established Value Fund Class R		64,239
Fidelity Advisor New Insights Fund Class T		56,118

* Investment was less then 5%.
** Investment at contract value.

NOTE 4 – PLAIN TERMINATION

Although it has not expressed any intent to do so, the Sponsor reserves the right to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of a Plan termination, participants would remain 100% vested in their own contributions, the Sponsor contributions and their related earnings.

NOTE 5 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of various mutual funds in pooled separate accounts managed by Mid Atlantic Trust Company. Mid Atlantic Trust Company is the Custodian as defined by the Plan and, therefore, *these* transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments to the third parties for investment related services of $1,243 which were not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

Certain participants of the Plan have outstanding loans (notes receivable from participants) with the Plan as of December 31, 2012. These loans are considered party-in-interest transactions according to the Department of Labor guidelines. Total notes receivable from participants as of December 31, 2012 were $19,916.

NOTE 6 – 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 participant account balances and the amounts reported in the statement of net assets available for Plan benefits and the statement of changes in net assets available for Plan benefits.

NOTE 7 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Market Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted market prices in markets that are not active; or model-derived valuations or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

The Pooled Separate Accounts are values at fair value established by the Custodian at year end.. There have been no changes in the methodologies used at December 31, 2012:

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

Note 7 – Fair Value Measurements (continued)

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 investments at fair value:

	As of December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Pooled Separate Accounts:				
Equity Funds	$ 360,641	$ 360,641	$ -	$ -
International Equity Funds	225,087	225,087	-	-
Fixed Income Funds	330,670	-	330,670	-
Money Market	177,246	177,246	-	-
Total Pooled Separate Accounts	1,093,644	762,974	330,670	-
Total Investments, at fair value	$ 1,093,644	$ 762,974	$ 330,670	$ -

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Net assets available for Plan benefits per the financial statements	$ 1,136,433
Employer contributions receivable	(8,814)
Participants' contributions receivable	(14,059)
Net assets available for Plan benefits per Schedule H of Form 5500	$ 1,113,560

The following is a reconciliation of participants' contributions per the financial statements to Schedule H of Form 5500 at December 31, 2012:

Contributions received from participants per the financial statements	$ 471,097
Contributions receivable from participants in current year	(14,059)
Contributions receivable from participants in prior year	-
Contributions received from participants per Schedule H of Form 5500	$ 457,038

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

The following is a reconciliation of employer contributions per the financial statements to Schedule H of Form 5500 at December 31, 2012:

Contributions received from employer per the financial statements	$	266,126
Contributions receivable from employer in current year		(8,814)
Contributions receivable from employer in prior year		-
Contributions received from employer per Schedule H of Form 5500	$	257,312

NOTE 9 – INCOME TAX STATUS

The Plan is a prototype plan, sponsored by Paychex, Inc. designed in accordance with applicable sections of the IRC. Paychex, Inc. received an opinion letter from the IRS dated March 31, 2008, stating that the Plan is qualified under section 401(a) of the Code; and therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the determination letter. Plan management believes the Plan is being operated in compliance with the applicable requirements of the IRC; and therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Generally Accepted Accounting Principles requires the Plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST
SCHEDULE H - LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Plan Sponsor's EIN 65-1047909
Plan No.: 001

(a)	(b)	(c)	(d)	(e)
Party-in-Interest	Identity of Issue, Borrowers, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Federated Automated Cash Management Trust Class K Shares	Pooled separate account	**	$ 177,246
*	MFS International Value Fund Class R2	Pooled separate account	**	108,943
*	American Funds New World Fund Class R-3	Pooled separate account	**	99,261
*	Lord Abbett High Yield Fund Class R3	Pooled separate account	**	95,883
*	Hartford Inflation Plus Fund Class R3	Pooled separate account	**	94,888
*	Fidelity Advisor Small Cap Fund Class T	Pooled separate account	**	90,805
*	Nuveen Santa Barbara Dividend Growth Fund Class R3	Pooled separate account	**	89,259
*	Putnam U.S. Government Income Fund Class R	Pooled separate account	**	74,890
*	PIMCO Total Return Fund Class R	Pooled separate account	**	65,009
*	Victory Established Value Fund Class R	Pooled separate account	**	64,239
*	Fidelity Advisor New Insights Fund Class T	Pooled separate account	**	56,118
*	American Funds American Mutual Fund Class R-3	Pooled separate account	**	31,685
*	Participant loans	4.25% Interest rate	- 0 -	19,916
*	Ivy Mid Cap Growth Fund Class R	Pooled separate account	**	19,900
*	Columbia Acorn International Fund Class R	Pooled separate account	**	16,883
*	Janus Triton Fund Class R	Pooled separate account	**	7,027
*	Lord Abbett Fundamental Equity Fund Class R3	Pooled separate account	**	1,608
				$ 1,113,560

* Represents a party-in-interest
** Not applicable as the Plan is participant directed
*** Contract value

MOTIONPOINT CORPORATION FSA 401(K) PROFIT SHARING PLAN & TRUST
SCHEDULE H - LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Plan Sponsor's EIN 65-1047909
Plan No.: 001

(a)	(b)	(c)	(d)	(e)
Party-in-Interest	Identity of Issue, Borrowers, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Federated Automated Cash Management Trust Class K Shares	Pooled separate account	**	$ 177,246
*	MFS International Value Fund Class R2	Pooled separate account	**	108,943
*	American Funds New World Fund Class R-3	Pooled separate account	**	99,261
*	Lord Abbett High Yield Fund Class R3	Pooled separate account	**	95,883
*	Hartford Inflation Plus Fund Class R3	Pooled separate account	**	94,888
*	Fidelity Advisor Small Cap Fund Class T	Pooled separate account	**	90,805
*	Nuveen Santa Barbara Dividend Growth Fund Class R3	Pooled separate account	**	89,259
*	Putnam U.S. Government Income Fund Class R	Pooled separate account	**	74,890
*	PIMCO Total Return Fund Class R	Pooled separate account	**	65,009
*	Victory Established Value Fund Class R	Pooled separate account	**	64,239
*	Fidelity Advisor New Insights Fund Class T	Pooled separate account	**	56,118
*	American Funds American Mutual Fund Class R-3	Pooled separate account	**	31,685
*	Participant loans	4.25% Interest rate	- 0 -	19,916
*	Ivy Mid Cap Growth Fund Class R	Pooled separate account	**	19,900
*	Columbia Acorn International Fund Class R	Pooled separate account	**	16,883
*	Janus Triton Fund Class R	Pooled separate account	**	7,027
*	Lord Abbett Fundamental Equity Fund Class R3	Pooled separate account	**	1,608
				$ 1,113,560

* Represents a party-in-interest
** Not applicable as the Plan is participant directed
*** Contract value