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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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:
- [ ] 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
VISIBLE CHANGES 401(K) AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/01/2001

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

VISIBLE CHANGES, INC.

1303 CAMPBELL ROAD
HOUSTON, TX 77055

2b Employer Identification Number (EIN)
74-1940259

2c Sponsor's telephone number
713-984-8800

2d Business code (see instructions)
812112

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.	07/23/2014	JOHN M. MCCORMACK
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	721
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**	647
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	117
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	764
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	764
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	737
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	71
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 2G 2J 2K 2R 2S 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)

- **(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)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan VISIBLE CHANGES 401(K) AND PROFIT SHARING PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 VISIBLE CHANGES, INC.	**D** Employer Identification Number (EIN) 74-1940259

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO., INC.

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	5100	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	2300	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 49 50 52 62	NONE	1	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO. AND AFFILIATES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
VISIBLE CHANGES 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VISIBLE CHANGES, INC.

D Employer Identification Number (EIN)
74-1940259

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	11705281	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	1093797
(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)	0	1717731
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	48143796
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	5892898

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	11705281	56848222
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11705281	56848222

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)	833016	
	(B) Participants	2a(1)(B)	1309046	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2142062
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	175	
	(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)	58743	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58918
	(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)	1346560	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1346560
	(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)		
(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)		4623625
c Other income	2c		166768
d Total income. Add all **income** amounts in column (b) and enter total	2d		8337933
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5784826	
(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)		5784826
f Corrective distributions (see instructions)	2f		265
g Certain deemed distributions of participant loans (see instructions)	2g		100287
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5175	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5175
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5890553
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2447380
l Transfers of assets:			
(1) To this plan	2l(1)		42695561
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: STOVALL, GRANDEY & ALLEN, LLP (2) EIN: 75-2678894

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
VISIBLE CHANGES 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VISIBLE CHANGES, INC.

D Employer Identification Number (EIN)
74-1940259

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): 42-1558009 31-4156830

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

VISIBLE CHANGES
401(k) AND PROFIT SHARING PLAN
HOUSTON, TEXAS

AUDITED FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2013 AND 2012

Form 5500 – Schedule H, Part III, Auditor's Report

VISIBLE CHANGES 401(k) AND PROFIT SHARING PLAN
EMPLOYER ID #74-1940259 (PLAN #002)
AUDITED FINANCIAL STATEMENTS

The following financial information is submitted herewith:

	Page
Independent Auditor's Report	1
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedule	
Schedule of Assets Held for Investment Purposes at End of Year	14

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Investment Committee of
Visible Changes 401(k) and Profit Sharing Plan
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Visible Changes 401(k) and Profit Sharing Plan (formerly the Visible Changes 401(k) Capital Accumulation Plan) which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and 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 the accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 4, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment Purposes at End of Year, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental 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 supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



STOVALL, GRANDEY & ALLEN, LLP
Fort Worth, Texas
July 17, 2014

VISIBLE CHANGES 401(k) & PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Cash		
Noninterest-bearing cash	$ -	$ 11,705,281
Total cash	-	11,705,281
Investments at fair value:		
Money market funds	1,093,797	-
Mutual funds	48,143,796	-
Self-directed brokerage accounts	5,892,898	-
Total investments	55,130,491	-
Receivables:		
Notes receivable from participants	1,717,731	-
Total receivables	1,717,731	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 56,848,222	$ 11,705,281

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

VISIBLE CHANGES 401(k) & PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
Additions to net assets attributed to:		
Contributions:		
Employee	$ 1,309,046	$ 889,215
Employer	833,016	508,355
Total contributions	2,142,062	1,397,570
Investment income:		
Net realized gains from sale of investments	-	796,454
Net appreciation in fair value of investments	4,739,919	-
Interest and dividends	1,387,788	241,153
Total investment income	6,127,707	1,037,607
Transfer into Plan (Note 1)	42,695,561	-
Other income:		
Interest income from participant loans	58,743	-
Other	9,421	-
Total other income	68,164	-
Total additions	51,033,494	2,435,177
Deductions from net assets attributed to:		
Benefits paid to participants	5,785,091	1,311,657
Deemed loan distributions	100,287	-
Contract and investment fees	5,175	33,475
Total deductions	5,890,553	1,345,132
Net increase in net assets available for benefits	45,142,941	1,090,045
Net assets available for benefits:		
Beginning of Year	11,705,281	10,615,236
End of Year	$ 56,848,222	$ 11,705,281

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

VISIBLE CHANGES 401(k) AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note 1 Description of Plan

The following description of the Visible Changes 401(k) and Profit Sharing Plan ("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 plan covering all employees of Visible Changes, Inc. and its affiliates (collectively referred to as "Company") who have completed one year of service. Employees are automatically enrolled, unless otherwise elected, the first day of January, April, July, and October following the date on which an employee satisfies the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan, established February 1, 2001, was last amended effective January 23, 2013. The Plan is subject to the provisions of ERISA, the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA"), the Job Creation and Worker Assistance Act of 2002 ("the 2002 Tax Act"), the Heroes Earnings Assistance and Relief Tax Act of 2008 ("HEART"), and to the Retiree and Employer Recovery Act of 2008 ("WRERA").

Effective January 1, 2013, Visible Changes, Inc. amended its 401(k) Plan. The features of the Visible Changes Profit Sharing Plan were incorporated into the Visible Changes 401k Capital Accumulation Plan. The Plan also added an auto enrollment feature. The amended Plan is named the Visible Changes 401(k) and Profit Sharing Plan. All of the Plan's assets with Nationwide Trust Company, FSB were transferred into the amended Plan and new trustee, Charles Schwab Bank. Also, all of the assets of the Visible Changes Profit Sharing Plan held by Wilmington Trust Company were transferred to the amended Plan and trustee effective January 1, 2013.

Contributions

Participants may contribute a maximum of 100% of their compensation on a pre-tax basis subject to the Internal Revenue Service's contribution limitation, which is adjusted annually for cost of living fluctuations. The maximum allowable participant deferral was $17,500 and $17,000 in 2013 and 2012, respectively. The Company matches 100% of the first 4% of compensation that a participant contributes to the Plan. For tax years beginning after December 31, 2001 the Plan was amended pursuant to Internal Revenue Code 414(v), to permit participants 50 years of age or older to make additional "catch-up" contributions. These participants may contribute an additional $5,500 in 2013 and 2012. Catch-up contributions are not subject to matching Company contributions. Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans.

The Company's profit sharing contribution is discretionary and is determined annually by the board of directors. Employees who (a) are employed as of the Allocation period (generally ending December 31) of the Plan year or who have terminated employment during the year as a result of death, disability or attainment of normal or early retirement age (65 or 55, respectively) and (b) have completed 1,000 hours of service during the Plan year are eligible for purposes of the profit sharing discretionary contribution.

Note 1 Description of Plan, continued

Participant Accounts

Each participant's account is credited with the participant's and Company's contributions, earnings on investments, and forfeitures of terminated participants' non-vested accounts, and charged with administrative expenses. Allocations of Company profit sharing contributions are based on participant compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of their contributions and those from the Company. The Plan offers mutual funds under the investment options available to participants. Participants may also elect to use an investment advisor to direct their investments through self-directed brokerage accounts.

Vesting and Forfeitures

Participants are 100% vested in their contributions and Company matching contributions plus actual earnings thereon because this is a safe harbor plan.

A year of vesting service is granted upon completion of 1,000 hours of service during a Plan year for purposes of profit sharing contributions. A participant's interest in his/her profit sharing account becomes vested in accordance with the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Non-vested profit sharing balances of terminated participants are considered forfeited and are allocated among participants' accounts eligible to share in discretionary contributions for the year, based on participant compensation to total compensation.

Participant Loans

Participants may borrow from their participant account a maximum of the lesser of 50% of their vested account balance or $50,000. Loans are secured by the balance in the participant's account and bear interest at the prevailing prime rate at the time of loan plus one percent. The interest rate is fixed for the term of the loan. Loans must be repaid within a five-year period, except for loans used to acquire or construct a dwelling, which is or will be used as the participant's principal residence.

Administrative Expenses

Expenses of the Plan, to the extent they are not paid by the Company, may be paid out of the assets of the Plan provided that such payment is consistent with ERISA. Such expenses include, but are not limited to, expenses for bonding required by ERISA; expenses for record keeping and other administrative services, fees and expenses of the trustee. The services agreement defines that participants are responsible for a loan establishment fee and a qualified domestic relations order fee.

Note 1 Description of Plan, continued

Administrative Expenses, continued

All other fees and expenses are paid directly by the Company and not by the assets of the Plan.

Plan Administration

For the year ended December 31, 2013, Schwab Retirement Plan Services, Inc. performs certain Plan administrative duties such as 5500 preparation, compliance testing, preparation of annual statements and transaction processing. For the year ended December 31, 2012, CBIZ Actuarial and Benefit Consultants, Inc. performed certain Plan administrative duties such as 5500 preparation, compliance testing, preparation of annual statements and transaction processing. Certain other administrative functions are performed by officers and employees of the Company. However, such officers and employees receive no compensation from the Plan.

Payment of Benefits

Upon termination of service for any reason, a participant may receive the amount equal to the value of the participant's interest in his/her account in a lump-sum payment or installments in substantially equal amounts.

Note 2 Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results may differ from those estimates.

Notes Receivable from Participants

Loans to participants are reported at their principal balances plus any accrued but unpaid interest.

Notes receivable that are older than 60 days are considered past due. Notes receivable which become 120 days past due will become a taxable distribution to the participant (a deemed loan). As of December 31, 2013 there were approximately $14,500 notes receivable past due 90 days and still accruing interest.

Note 2 Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value using quoted market prices. Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held at year-end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on an accrual basis. Self-directed brokerage accounts are stated at fair value using quoted market prices. See Note 10 for discussion of fair value measurement.

The Plan presents, in the Statements of Changes in Net Assets Available for Benefits, the net appreciation or depreciation in the fair value of investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on investments.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before the financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after the balance sheet date and before the financial statements are available to be issued. The Plan has evaluated subsequent events from December 31, 2013 through July 17, 2014, the date the financial statements were available to be issued. The Plan noted no subsequent events requiring disclosure and there were no events requiring adjustment to these financial statements.

Note 3 Investments

Investments that represent 5% or more of the Plan's net assets, at fair value, consisted of the following as of December 31:

Investments at Fair Value	2013	2012
Mutual Funds:		
Blackrock Lifepath IDX 2020 K	$ 4,019,712	**
Blackrock Lifepath IDX 2025 K	4,597,934	**
Blackrock Lifepath IDX 2030 K	7,148,214	**
Blackrock Lifepath IDX 2035 K	8,497,811	**
Blackrock Lifepath IDX 2040 K	3,675,915	**
Blackrock Lifepath IDX 2045 K	5,108,209	**
Blackrock Lifepath IDX 2050 K	3,161,759	**
PCRA	5,892,898	**

** At the end of this year this balance was not five percent of the Plan's net assets.

Note 3 Investments, continued

During 2013 and 2012, the Plan's investments, (including investments bought, sold and held during the year), appreciated/(depreciated) in value $4,739,919 and $796,454, respectively, as follows:

	2013	2012
Investment contract with insurance company	$ -	$ 811,831
Mutual Funds	4,579,974	-
Self-directed brokerage accounts	159,945	(15,377)
	$ 4,739,919	$ 796,454

According to the FASB, participant loans are to be classified on the statement of net assets available for benefits as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. According to the Department of Labor, loans are considered an investment and measured at their fair value, and are required to be included as supplemental information in the schedule of assets held for investment purposes at end of year. The reconciliation of the schedule of assets held for investment purposes at end of year to the financial statements is as follows:

	2013
Investment per schedule of investments held for investment purposes at end of year	$ 56,848,222
Less: Notes receivable from participants	(1,717,731)
Investments per financial statements	$ 55,130,491

Note 4 Information Certified by the Trustee

The Plan administrator elected the method of compliance permitted by Section 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. Accordingly, as permitted under such election, the Plan administrator limited auditing procedures with respect to the information certified by the trustee.

A summary of the information certified by the trustee for the years ended December 31, 2013 and 2012 is as follows:

	2013	2012
Investments at fair value:		
Money market funds	$ 1,093,797	$ -
Mutual funds	48,143,796	-
Self-directed brokerage accounts	5,892,898	-
Total Investments certified by trustee	55,130,491	-
Notes receivable from participants	1,712,139	-
Net realized gains from sale of investments	-	796,454
Net appreciation in fair value of investments	4,739,919	-
Interest and dividend income	1,387,788	241,153

Note 4 Information Certified by the Trustee, continued

Accrued interest on notes receivable from participants is not certified. Additionally, all Information in the supplemental schedule was certified by the trustee.

Note 5 Parties-in-Interest

Parties-in-interest are defined under Department of Labor regulations as any fiduciary to the Plan, any party rendering services to the Plan, the employer and certain others. As such, for the year ended December 31, 2013, transactions conducted with Visible Changes, Inc. or Charles Schwab Bank or their affiliates would qualify as exempt party-in-interest transactions. For the year ended December 31, 2012 transactions conducted with Visible Changes, Inc. or Nationwide Trust Company, FSB or their affiliate would qualify as exempt party-in-interest transactions.

Note 6 Risks and Uncertainties

Investment securities in which the Plan invests are subject to various risks, such as market, credit and interest rate risks. Due to the level of risk associated with such securities, it is at least reasonably possible that changes in the near term could materially affect participant's account values and the amounts reported in the statement of net assets available for Plan benefits.

Note 7 Forfeited Accounts

During the year ended December 31, 2013 there were $246,000 of terminated participants' non-vested balances were allocated to eligible participants' accounts. These non-vested balances were allocated to participant accounts in March 2014.

Note 8 Tax Status

The Internal Revenue Service has determined, by letter dated May 23, 2008, that the Plan prototype and related trust are designed in accordance with applicable provisions of the Internal Revenue Code. The Plan has been amended since receiving its favorable determination letter, however, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan is qualified and the related Trust is tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require 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 Internal Revenue Service and Department of Labor. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, 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 2010.

Note 9 Plan Termination

The Company has not expressed any intent to terminate the Plan, but may do so at any time. The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, the net assets of the Plan will be available for the exclusive use of the participants. Participants would be entitled to the full balance of their accounts at the termination date.

Note 10 Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair 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 described as follows:

- *Level 1 Inputs* – Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

- *Level 2 Inputs* – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- *Level 3 Inputs* – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Plan's financial assets and financial liabilities carried at fair value effective January 1, 2008.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Plan's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Plan's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Plan's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to

Note 10 Fair Value Measurements, continued

determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Money Market Funds are public investment vehicles valued using $1 for the net asset value ("NAV"). The money market funds are classified within level 1 of the valuation hierarchy. Mutual Funds are valued at the NAV of shares held by the Plan at year end. The mutual funds are classified within level 1 of the valuation hierarchy. Self-directed brokerage accounts (mutual funds and common stock as underlying investments) are classified within level 1 of the valuation hierarchy.

There were no assets or liabilities measured at fair value on a nonrecurring basis as of December 31, 2013 or December 21, 2012, and there were no changes in the valuation methodologies between periods. In addition, there were no significant transfers between Level 1 or 2 for the year ended December 31, 2013.

The following table summarizes financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure the fair value. The Plan had no assets or liabilities classified as Level 3 at December 31, 2013. The Plan had no assets or liabilities measured at fair value on a recurring basis as of December 31, 2012.

	Level 1	Level 2	Level 3	Total
December 31, 2013:				
Money Market Funds	$ 1,093,797	$ -	$ -	$ 1,093,797
Mutual Funds				
Foreign Large Blend	934,902	-	-	934,902
High Yield Bond	542,284	-	-	542,284
Large Blend	2,539,192	-	-	2,539,192
Large Growth	1,072,098	-	-	1,072,098
Large Value	1,125,234	-	-	1,125,234
Mid-Cap Blend	1,071,198	-	-	1,071,198
Retirement Income	1,137,955	-	-	1,137,955
Short-Term Bond	438,581	-	-	438,581
Small Blend	521,170	-	-	521,170
Target Date	37,292,723	-	-	37,292,723
Other	1,468,459	-	-	1,468,459
Total Mutual Funds	48,143,796			48,143,796
Self-directed brokerage accounts:				
PCRA	5,892,898	-	-	5,892,898
Total self-directed brokerage accounts	5,892,898	-	-	5,892,898
Totals	$ 55,130,491	$ -	$ -	$ 55,130,491

Note 11 Investment Contract with Insurance Company

The Plan has entered into an Investment Contract with Nationwide Life Insurance Company (Nationwide Life). Nationwide Life maintains the contributions in a segregated investment account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract assets were liquidated into noninterest-bearing cash at December 31, 2012 and all earnings were realized at that time. Refer to Note 1 for additional information on the transfer of the Plan's assets. The average yields below include the earnings realized on liquidation and the ending cash balance at December 31, 2012. There were no assets held under an investment contract with an insurance company as of December 31, 2013.

	2012
Average yields:	
Based on actual earnings	8.96%
Based on interest rate credited to participants	8.68%

SUPPLEMENTAL SCHEDULE

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

VISIBLE CHANGES INC., 401(k) AND PROFIT SHARING PLAN
EMPLOYER ID#: 74-1940259 PLAN #002
DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Schwab Value Advantage Fund	Money Market / Cash Equivalent	**	1,093,797
	Blackrock Lifepath IDX 2020 K	Registered Investment Company	**	4,019,712
	Blackrock Lifepath IDX 2025 K	Registered Investment Company	**	4,597,934
	Blackrock Lifepath IDX 2030 K	Registered Investment Company	**	7,148,214
	Blackrock Lifepath IDX 2035 K	Registered Investment Company	**	8,497,811
	Blackrock Lifepath IDX 2040 K	Registered Investment Company	**	3,675,915
	Blackrock Lifepath IDX 2045 K	Registered Investment Company	**	5,108,209
	Blackrock Lifepath IDX 2050 K	Registered Investment Company	**	3,161,759
	Blackrock Lifepath IDX 2055 K	Registered Investment Company	**	1,083,169
	Blackrock Lifepath IDX Rtrmt K	Registered Investment Company	**	1,137,955
	Federated Instl Hi Yld Bond	Registered Investment Company	**	542,284
	Fidelity Spartan Extmkt IDXINV	Registered Investment Company	**	1,071,198
	Vanguard 500 Index Signal	Registered Investment Company	**	2,539,192
	Vanguard Balanced Index Signal	Registered Investment Company	**	256,392
	Vanguard Emrg Mkt Stk IDX SIG	Registered Investment Company	**	289,746
	Vanguard Equity Income Admiral	Registered Investment Company	**	1,125,234
	Vanguard Growth Index Signal	Registered Investment Company	**	1,072,098
	Vanguard Inflation Protect Adm	Registered Investment Company	**	295,879
	Vanguard Interm Term Bond Sig	Registered Investment Company	**	373,353
	Vanguard Reit Index Signal	Registered Investment Company	**	253,089
	Vanguard Small Cap IDX Signal	Registered Investment Company	**	521,170
	Vanguard St Invest Grd Admiral	Registered Investment Company	**	438,581
	Vanguard TTL Intl STK IDX Sig	Registered Investment Company	**	934,902
			Total Mutual Funds	48,143,796
	PCRA	Self-Directed Brokerage Account	**	5,892,898
*	Participant Loans	Loans (Interest rates from 4.25% to 9.25%)	–	1,717,731
			Total Investments	**$ 56,848,222**

* Represents a party-in-interest to the Plan
** Historical cost not required for participant-directed accounts

VISIBLE CHANGES 401K AND PSP

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2013

EIN: 74-1940259

Plan Number: 002

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Federated	25-1111467	Rate of 0.05% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: Visible Changes, Inc.
NAME OF PLAN: Visible Changes 401(k) and Profit Sharing Plan
EIN: 74-1940259
PLAN NUMBER: 002

(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
*	PARTICIPANT LOANS	Loans (4.25% - 9.25%)		1,717,731
*	SCHWAB VALUE ADVANTAGE FUND	Money Market / Cash Equivalent		1,093,797
	PCRA	Self-Directed Brokerage Account		5,892,898
	BLACKROCK LIFEPATH IDX 2020 K	Registered Investment Company		4,019,712
	BLACKROCK LIFEPATH IDX 2025 K	Registered Investment Company		4,597,934
	BLACKROCK LIFEPATH IDX 2030 K	Registered Investment Company		7,148,214
	BLACKROCK LIFEPATH IDX 2035 K	Registered Investment Company		8,497,811
	BLACKROCK LIFEPATH IDX 2040 K	Registered Investment Company		3,675,915
	BLACKROCK LIFEPATH IDX 2045 K	Registered Investment Company		5,108,209
	BLACKROCK LIFEPATH IDX 2050 K	Registered Investment Company		3,161,759
	BLACKROCK LIFEPATH IDX 2055 K	Registered Investment Company		1,083,169
	BLACKROCK LIFEPATH IDX RTRMT K	Registered Investment Company		1,137,955
	FEDERATED INSTL HI YLD BOND	Registered Investment Company		542,284
	FIDELITY SPARTAN EXTMKT IDXINV	Registered Investment Company		1,071,198
	VANGUARD 500 INDEX SIGNAL	Registered Investment Company		2,539,192
	VANGUARD BALANCED INDX SIGNAL	Registered Investment Company		256,392
	VANGUARD EMRG MKT STK IDX SIG	Registered Investment Company		289,746
	VANGUARD EQUITY INCOME ADMIRAL	Registered Investment Company		1,125,234
	VANGUARD GROWTH INDEX SIGNAL	Registered Investment Company		1,072,098
	VANGUARD INFLATION PROTECT ADM	Registered Investment Company		295,879
	VANGUARD INTERM TERM BOND SIG	Registered Investment Company		373,353
	VANGUARD REIT INDEX SIGNAL	Registered Investment Company		253,089
	VANGUARD SMALL CAP IDX SIGNAL	Registered Investment Company		521,170
	VANGUARD ST INVEST GRD ADMIRAL	Registered Investment Company		438,581
	VANGUARD TTL INTL STK IDX SIG	Registered Investment Company		934,902

* Party in interest