

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan BLACKBIRD TECHNOLOGIES, INC. 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 11/01/1999</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 54-1902228</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 703-796-3695</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 541519</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 11/01/1999		2b Employer Identification Number (EIN) 54-1902228		2c Sponsor's telephone number 703-796-3695		2d Business code (see instructions) 541519	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 11/01/1999											
2b Employer Identification Number (EIN) 54-1902228											
2c Sponsor's telephone number 703-796-3695											
2d Business code (see instructions) 541519											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BLACKBIRD TECHNOLOGIES, INC 13900 LINCOLN PARK DRIVE SUITE 400 HERNDON, VA 20171											

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.	08/12/2014	GINA M. BACCHUS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	629
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	554
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	64
d Subtotal. Add lines 6a , 6b , and 6c		6d	618
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	618
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	445
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	19
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan BLACKBIRD TECHNOLOGIES, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BLACKBIRD TECHNOLOGIES, INC	D Employer Identification Number (EIN) 54-1902228	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ALLIANCEBERNSTEIN **1345 AVENUE OF THE AMERICAS**
NEW YORK, NY 10105

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

COLUMBIA MANAGEMENT **224 FRANKLIN STREET**
BOSTON, MA 02110

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

DREYFUS FOUNDERS FUNDS **ONE BOSTON CENTER**
BOSTON, MA 02108

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

EATON VANCE DISTRIBUTORS, INC.

04-3239487

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

FIRST EAGLE SOGEN

1345 AVE. OF THE AMERICAS
NEW YORK, NY 10105-4300

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

FRANKLIN TEMPLETON INVESTMENTS

ONE FRANKLIN PARKWAY
SAN MATEO, CA 94403-1906

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

HARTFORD LIFE

5 RADNOR CORPORATE CENTER
RADNOR, PA 19087

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

INVESCO

11 GREENWAY PLAZA, SUITE 100
HOUSTON, TX 77046-1173

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

MORGAN STANLEY INVESTMENT ADVISORS

13-3680016

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

NYLIFE DISTRIBUTORS, LLC

169 LACKAWANNA AVENUE
PARSIPPANY, NJ 07054

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

OPPENHEIMER FUNDS

225 LIBERTY ST. 14TH FLOOR
NEW YORK, NY 10281

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

PHOENIX - VIRTUS

56 PROSPECT STREET
PO BOX 150480
HARTFORD, CT 06103

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

PIMCO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105-4800

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

PRUDENTIAL

100 MULBERRY ST. CTR 3, 5TH FLOOR
NEWARK, NJ 07102

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

PUTNAM FIDUCIARY TRUST COMPANY

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

PUTNAM INVESTOR SERVICES, INC.

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

ROYCE FUNDS

330 WEST 9TH STREET, 4TH FLOOR
KANSAS CITY, MO 64105

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

RS INVESTMENTS

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

T. ROWE PRICE ASSOCIATES

100 E. PRATT ST
BALTIMORE, MD 21212

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

TIAA-CREF

730 THIRD AVENUE
NEW YORK, NY 10017

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

WELLS FARGO FUNDS DISTRIBUTOR, LLC

525 MARKET STREET, 12TH FLOOR
SAN FRANCISCO, CA 94105

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

VIRTUS (FKA PHOENIX)

100 PEARL STREET, 9TH FLOOR
HARTFORD, CT 06103

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

WELLS FARGO FUNDS

525 MARKET STREET, 12TH FLOOR
SAN FRANCISCO, CA 94105

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

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

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

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)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50 15 64 49 99	RECORDKEEPER	450	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

QDRO CONSULTANTS CO LLC

3071 PEARL ROAD
MEDINA, OH 44256

(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?
27	CONSULTING	300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PUTNAM INVESTOR SERVICES, INC.

ONE POST OFFICE SQUARE
BOSTON, MA 02109

(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?
64 14	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

ADP BROKER-DEALER

22-3319984

(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?
49 99	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(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?
49 99 15 50 63	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.
WELLS FARGO FUNDS DISTRIBUTOR, LLC 525 MARKET STREET SAN FRANCISCO, CA 94105	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF \$16.00 PER POSITION PAID ON QUARTERLY BASIS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER DEALER	99	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.
WELLS FARGO FUNDS DISTRIBUTOR, LLC 525 MARKET STREET SAN FRANCISCO, CA 94105	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS ANNUAL RATE OF \$16.00 PER POSITION PAID ON QUARTERLY BASIS ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.	
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE OF 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.	
PHOENIX - VIRTUS 56 PROSPECT STREET HARTFORD, CT 06103	ANNUAL RATE OF 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.	
PHOENIX - VIRTUS 56 PROSPECT STREET HARTFORD, CT 06103	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS.	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.	
OPPENHEIMER FUNDS, INC. 13-2527171	ANNUAL RATE OF 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.	
OPPENHEIMER FUNDS, INC. 13-2527171	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF \$16.00 PER POSITION PAID ON QUARTERLY BASIS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.	
NYLIFE DISTRIBUTORS, LLC 169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF \$16.00 PER POSITION PAID ON QUARTERLY BASIS ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS.	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
NYLIFE DISTRIBUTORS, LLC 169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.
MORGAN STANLEY INVESTMENT ADVISORS 13-3680016	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF \$18.46 PER POSITION PAID ON QUARTERLY BASIS ANNUAL RATE OF 0.10% OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
MORGAN STANLEY INVESTMENT ADVISORS 13-3680016	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.	
EATON VANCE DISTRIBUTIORS, INC. 04-3239487	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSET. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF \$16.00 PER POSITION PAID ONQUARTER LY BASIS ANNUAL RATE OF \$16.00 PERPOSITION PAID ON QUARTER	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.	
EATON VANCE DISTRIBUTIORS, INC. 04-3239487	ANNUAL RATE .00265 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE .00265 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ADP BROKER-DEALER	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE .00265 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MORGAN STANLEY SMITH BARNEY LLC	99 63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS. ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS.	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 63	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.	
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS .ANNUAL RATE OF \$16.00 PER POSITION PAID ON QUARTERLY BASIS ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS.	
(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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan BLACKBIRD TECHNOLOGIES, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BLACKBIRD TECHNOLOGIES, INC	D Employer Identification Number (EIN) 54-1902228	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

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

b Name of sponsor of entity listed in (a):	PUTNAM FIDUCIARY TRUST COMPANY
---	--------------------------------

c EIN-PN 04-3159710-202	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1221800
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>BLACKBIRD TECHNOLOGIES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BLACKBIRD TECHNOLOGIES, INC</u>	D Employer Identification Number (EIN) <u>54-1902228</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	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	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans.....	1c(8)	638496	848489
	(9) Value of interest in common/collective trusts	1c(9)	0	1221800
	(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)	28456583	36801372
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	29095079	38871661

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	29095079	38871661
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1585429	
(B) Participants	2a(1)(B)	4266066	
(C) Others (including rollovers)	2a(1)(C)	373384	
(2) Noncash contributions	2a(2)	0	6224879
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	27794	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		27794
(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)	1472688	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1472688
(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)		10099
(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)		4142666
c Other income.....	2c		10194
d Total income. Add all income amounts in column (b) and enter total.....	2d		11888320

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2081651	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2081651
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		25591
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	2444	
(3) Investment advisory and management fees.....	2i(3)	2002	
(4) Other.....	2i(4)	50	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4496
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2111738

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9776582
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: CHERRY BECKAERT LLP

(2) EIN: 56-0574444

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>BLACKBIRD TECHNOLOGIES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BLACKBIRD TECHNOLOGIES, INC</u>	D Employer Identification Number (EIN) <u>54-1902228</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u> <u>57-1198022</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____

**BLACKBIRD TECHNOLOGIES, INC.
401(K) PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

***As of December 31, 2013 and 2012 and For the Year
Ended December 31, 2013***

And Report of Independent Auditor

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN
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Note: All other schedules required by Section 2520.130-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974 have been omitted because they are not applicable.



Report of Independent Auditor

The Participants and Plan Administrator of the
Blackbird Technologies, Inc. 401(k) Plan
Herndon, Virginia

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL's") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by State Street Bank and Trust Company and Putnam Fiduciary Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Putnam Fiduciary Trust Company held the Plan's investment assets and executed investment transactions from February 1, 2013 through December 31, 2013 and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period January 1, 2013 through January 31, 2013. The Plan administrator has obtained certifications from the custodians as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

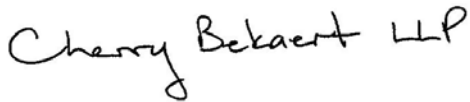
Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Custodians have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Tysons Corner, Virginia
July 31, 2014

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	\$ 38,039,191	\$ 28,456,583
Notes receivable from participants	<u>848,489</u>	<u>638,496</u>
Total assets	38,887,680	29,095,079
Adjustment from fair value to contract value for fully benefit responsive investment contract	<u>(16,019)</u>	<u>-</u>
Net assets available for benefits	<u><u>\$ 38,871,661</u></u>	<u><u>\$ 29,095,079</u></u>

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

ADDITIONS

Investment income	
Net appreciation in fair value of investments	\$ 4,152,765
Interest and dividend income	<u>1,472,688</u>
Net investment income	<u>5,625,453</u>
Contributions	
Participant contributions	4,266,066
Employer contributions	1,585,429
Participant rollovers	<u>373,384</u>
Total contributions	6,224,879
Interest income on notes receivable from participants	27,794
Other income	<u>10,194</u>
Total additions	<u>11,888,320</u>

DEDUCTIONS

Benefits paid to participants	2,107,242
Administrative expenses	<u>4,496</u>
Total deductions	<u>2,111,738</u>
Net increase in net assets available for benefits	9,776,582
Net assets available for benefits, beginning of year	<u>29,095,079</u>
Net assets available for benefits, end of year	<u><u>\$ 38,871,661</u></u>

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 1 – Description of plan

The following description of the Blackbird Technologies, Inc. 401(k) Plan (the “Plan”) is provided for general purposes only. Participants should refer to the Plan agreement, as amended and restated, for a more complete description of the Plan’s provisions.

General – The Plan was established on November 1, 1999 and was most recently amended and restated effective February 1, 2013. The Plan is a defined contribution plan covering substantially all of the employees of Blackbird Technologies, Inc. (the “Company” or “Employer” or “Plan Sponsor”). The Plan is intended to qualify under Section 401(k) of the Internal Revenue Code (“IRC”) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Through January 31, 2013, the Plan’s assets were held in the custody of State Street Bank and Trust Company (“State Street”). Effective February 1, 2013 the Plan’s assets were held in the custody of Putnam Fiduciary Trust Company (“Putnam”).

Administrative Expenses – The Plan is administered by the Plan Sponsor. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Substantially all administrative expenses are paid directly by the Plan Sponsor.

Participant Contributions – Participants may contribute a percentage of their eligible compensation, as defined in the Plan, on a pre-tax basis subject to statutory limitations of the IRC. Participants may also designate all or a portion of their elections as Roth elective deferrals. In addition, participants 50 years of age or older may elect to make a catch-up deferral contribution of up to \$5,500 for the year ended December 31, 2013. Distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

Employer Contributions – The Company may make a discretionary matching contribution to the Plan, with the amounts determined annually. Plan Sponsor discretionary contributions and forfeitures are allocated to participants based on total compensation of all participants. A participant must be employed on the last day of the Plan year in order to share in the allocation of Plan Sponsor contributions. In 2013, the Company matched 100% of the first 4% of employee salary contributed to the Plan by employees who met certain eligibility requirements. The discretionary matching contribution for the year ended December 31, 2013 was \$1,585,429. Each year the Company may also make a qualified non-elective contribution (“QNEC”), to be allocated to non-highly compensated eligible employees. There were no qualified non-elective contributions made during the year ended December 31, 2013. Contributions are subject to certain limitations.

Vesting – Participants are immediately vested in their salary deferral contributions, rollover contributions, and qualified non-elective contributions, plus actual earnings thereon. Participants may direct the investment of contributions on a daily basis into various investment options offered by the Plan. A participant also becomes 100% vested upon death, becoming disabled, or reaching retirement age, as defined by the Plan.

Plan Sponsor discretionary matching contributions vest as follows:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 3	0%
3 or more	100%

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 1 – Description of plan (continued)

Participant Accounts – Individual accounts are maintained for each participant and include participants' salary deferral contribution and rollover contributions, plus an allocation of the Plan Sponsor's discretionary matching contribution, QNEC contribution (if any) and plan earnings (losses), including realized and unrealized gains and losses on investments, and Plan expenses. Allocations are based on participant earnings or account balances, as defined.

Forfeitures – Terminating participants forfeit non-vested Plan Sponsor discretionary matching contributions. Remaining forfeitures shall be applied against Plan Sponsor contributions in accordance with specific Plan provisions. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$39,615 and \$46,127 respectively. During the year ended December 31, 2013, \$83,100 of forfeitures were used to reduce Plan Sponsor contributions.

Payment of Benefits – On termination of service, a participant (or designated beneficiary) may elect to receive an amount equal to the value of the participant's vested interest in his or her account. The Plan allows for distributions upon termination of service, death, disability, attainment of age 59 ½, or in certain hardship situations. A participant may elect to receive a lump sum payment, an annuity, or may roll over the value of their account into another qualified plan. In the event a participant terminates or retires and the participant's vested account balance is less than \$1,000, the balance will either be rolled into an IRA or paid out as a lump sum distribution at the discretion of the Company.

The Plan also allows, in certain hardship situations as defined in the Plan, participants to withdraw from their account balances while actively employed. These hardship withdrawals are subject to IRC restrictions and penalties.

Notes Receivable from Participants – Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their eligible account balance, reduced by any outstanding note balance. Participants may have up to two notes outstanding during a period of twelve consecutive months. Notes must be repaid within 5 years unless it is for the purchase of a primary residence. The notes are secured by the balance in the participant's account and bear interest at a rate, as determined by the Plan administrator. At December 31, 2013, the interest rate on all outstanding loans varied from 4.25% to 7.00%.

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

Investment Options – Participants may direct State Street Bank and Trust Company and Putnam Fiduciary Trust Company, the custodians, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Transfers of account balances between elected investment options may also be made at any time.

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 2 – Summary of significant accounting policies

Basis of Accounting – The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

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.

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

The Plan’s investment in the Putnam Stable Value Fund, a common/collective trust, has underlying investments in fully benefit responsive investment contracts. The fair value of this investment is based on the expected future cash flows for each underlying contract discounted to present value, and the fair value of other underlying securities.

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

Benefits Paid to Participants– Benefits paid to participants are recorded when paid.

Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan provides for various investment fund options. Investments are exposed to various risks such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants’ account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Fair Value Measurements – Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, Fair Value Measurement 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 and liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements).

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 2 – Summary of significant accounting policies (continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual funds – These investments are public investment vehicles valued using the Net Asset Value (“NAV”) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and is classified within level 1 of the valuation hierarchy.

Common/collective trust – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

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

Note 3 – Investments

Investments consist of various mutual funds and a common/collective trust that allow participants to diversify their holdings. Participants are afforded several investment options covering a wide range of investment objectives and risk. Participants may allocate their contributions on a daily basis across these options in any proportion they wish. Transfers of account balances between elected investment options may also be made at any time.

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN **NOTES TO THE FINANCIAL STATEMENTS**

DECEMBER 31, 2013 AND 2012

Note 3 - Investments (continued)

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2013	2012
Hartford Target Retirement 2020 R4	\$ 2,171,889	\$ *
Hartford Target Retirement 2025 R4	4,610,390	*
Hartford Target Retirement 2030 R4	4,246,027	*
Hartford Target Retirement 2035 R4	4,236,718	*
Putnam Equity Spectrum A	2,044,100	*
Oppenheimer Real Estate - A	*	2,173,678
Morgan Stanley Liquid Asset	*	2,644,404
Invesco Van Kampen Equal-Weight S&P 500 - A	*	2,149,609
Invesco Van Kampen Mid Cap Growth Fund - A	*	1,824,895
Oppenheimer Capital Appreciation - A	*	1,826,674
Oppenheimer Funds Global Fund - A	*	1,754,394
Virtus Mid Cap Value Fund - A	*	1,783,518
Virtus Alphasector Rot - A	*	1,471,323
Wells Fargo Advanced Emerging Markets Eq - A	*	1,559,482

* Investment less than 5% of the Plan's net assets available for benefits at end of Plan year.

During the Plan year ended December 31, 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$4,152,765.

As described in Note 2, the Plan is invested in the Putnam Stable Value Fund ("PSVF") at December 31, 2013, and is applying the practical expedient to value the fund. The investment objectives seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. Participants' ownership of the PSVF is represented as units. Units are issued and redeemed daily at the PSVF's NAV. The issuance and redemption terms of the PSVF are consistent with those of the underlying assets.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the PSVF at contract value. Contract value represents contributions made to the PSVF, plus earnings, less participant withdrawals and administrative expenses. The PSVF imposes certain restrictions on the Plan that may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes the occurrence of events that would cause the PSVF to transact at less than contract value is not probable.

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 3 - Investments (continued)

The PSVF invests in synthetic guaranteed investment contracts (synthetic GICs), which are portfolios of debt securities or units of collective trusts and enters into wrap contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the PSVF in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The following events may limit the ability of the Plan to transact at contract value:

- Termination of the Plan.
- A material adverse change to the provision of the Plan.
- The employer elects to withdraw from a wrapper contract in order to switch to a different investment provider.
- The terms of a successor Plan do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract.

The average yields of the investment contracts held by the PSVF for the year ended December 31, 2013 are as follows:

Based on market yield at the end of the reporting period – 0.72%

Based on credit rating at the end of the reporting period – 1.86 %

The PSVF is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. For example, this could result from the SAT's inability to promptly find a replacement wrap contract following termination of a wrap contract. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the PSVF's NAV may decline if the market value of its assets declines.

Note 4 – Tax status

The prototype plan adopted by the Plan obtained its latest determination letter on May 18, 2011, in which the Internal Revenue Service ("IRS") stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. The prototype plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself, however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and has no income subject to business income tax and therefore, the Plan continues to be tax-exempt.

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 4 – Tax status (continued)

GAAP requires Plan management to evaluate the tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, 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 audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan Management believes it is no longer subject to income tax examinations for years prior to December 31, 2010.

Note 5 – Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

Note 6 – Information prepared and certified by State Street Bank and Trust Company and Putnam Fiduciary Trust Company

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure 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 State Street Bank and Trust Company and Putnam Fiduciary Trust Company, the custodians of the Plan, except for comparing such information certified by the custodians to information included in the Plan's financial statements and supplemental schedule of assets held at end of year.

The custodians have supplied the Plan administrator with a certification as to the completeness and accuracy of certain investment information presented in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013, and the supplemental schedule of assets held at end of year as of December 31, 2013.

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

DECEMBER 31, 2013 AND 2012

Note 6 – Information prepared and certified by State Street Bank and Trust Company and Putnam Fiduciary Trust Company (continued)

The following information and related data included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodians:

	<u>2013</u>	<u>2012</u>
Investments at fair value		
Mutual funds	\$ 36,801,372	\$ 28,456,583
Common/Collective trust	1,237,819	-
	<u>\$ 38,039,191</u>	<u>\$ 28,456,583</u>
Notes receivable from participants	<u>\$ 848,489</u>	
Net appreciation in fair value of investments	<u>\$ 4,152,765</u>	
Interest and dividend income	<u>\$ 1,472,688</u>	
Interest income on notes receivable from participants	<u>\$ 27,794</u>	

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 7 – Parties-in-interest

Certain Plan investments are shares of mutual funds or common/collective trusts managed by Putnam, and therefore, these transactions qualify as parties-in-interest transactions for which a statutory exemption exists. Fees paid to the custodians totaled \$4,496 for the year ended December 31, 2013.

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN **NOTES TO THE FINANCIAL STATEMENTS**

DECEMBER 31, 2013 AND 2012

Note 8 – Fair value measurements

Below are the Plan's financial instruments carried at fair value on a recurring basis by the Fair Value hierarchy levels described in Note 2.

Investments at fair value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	\$ 5,260,578	\$ -	\$ -	\$ 5,260,578
Fixed income fund	2,175,695	-	-	2,175,695
Index funds	3,212,774	-	-	3,212,774
Bond funds	792,614	-	-	792,614
Blended funds	602,654	-	-	602,654
Retirement strategy funds	20,058,637	-	-	20,058,637
Value equity funds	864,626	-	-	864,626
Real estate funds	784,921	-	-	784,921
International value fund	397,784	-	-	397,784
International growth fund	2,651,089	-	-	2,651,089
Common/Collective Trust:	-	1,237,819	-	1,237,819
Total investments at fair value	\$ 36,801,372	\$ 1,237,819	\$ -	\$ 38,039,191

Investments at fair value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	\$ 9,383,158	\$ -	\$ -	\$ 9,383,158
Domestic equity funds	2,744,211	-	-	2,744,211
Fixed income fund	2,644,404	-	-	2,644,404
Index funds	1,471,323	-	-	1,471,323
Bond funds	2,065,187	-	-	2,065,187
Retirement strategy funds	3,950,328	-	-	3,950,328
Value equity funds	2,200,872	-	-	2,200,872
Global value fund	1,754,394	-	-	1,754,394
International value fund	1,090,402	-	-	1,090,402
International growth fund	1,152,304	-	-	1,152,304
Total investments at fair value	\$ 28,456,583	\$ -	\$ -	\$ 28,456,583

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

DECEMBER 31, 2013 AND 2012

Note 8 – Fair value measurements (continued)

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013. There were no investments measured at fair value based on NAV per share as of December 31, 2012.

<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Period Notice</u>
Common/collective trust - Putnam Stable Value Fund	\$ 1,237,819	n/a	Daily	30 days

Note 9 – Subsequent events

The Plan has evaluated subsequent events through July 31, 2014, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

BLACKBIRD TECHNOLOGIES, INC. 401(k) PLAN

EIN: 54-1902228; PLAN NUMBER: 001

FORM 5500 – SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment Including Maturity Dates, Rates of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds			
	Alliancebern High Income K	Registered investment company	\$ -	\$ 1,483,174
	Columbia Large Cap Index A	Registered investment company	-	1,466,185
	Columbia Mid Cap Index A	Registered investment company	-	711,905
	Columbia Small Cap Index A	Registered investment company	-	918,260
	Dreyfus Bond Market Index Inv	Registered investment company	-	116,424
	First Eagle Overseas A	Registered investment company	-	1,162,926
	Franklin Balanced A	Registered investment company	-	203,368
	Franklin Rising Dividends - A	Registered investment company	-	602,654
	Hartford Equity Income R4	Registered investment company	-	692,519
	Hartford Target Retirement 2010 R4	Registered investment company	-	208,467
	Hartford Target Retirement 2015 R4	Registered investment company	-	757,551
	Hartford Target Retirement 2020 R4	Registered investment company	-	2,171,889
	Hartford Target Retirement 2025 R4	Registered investment company	-	4,610,390
	Hartford Target Retirement 2030 R4	Registered investment company	-	4,246,027
	Hartford Target Retirement 2035 R4	Registered investment company	-	4,236,718
	Hartford Target Retirement 2040 R4	Registered investment company	-	1,879,436
	Hartford Target Retirement 2045 R4	Registered investment company	-	1,359,912
	Hartford Target Retirement 2050 R4	Registered investment company	-	588,248
	Invesco International Growth Fund	Registered investment company	-	795,680
	Oppenheimer Real Estate N	Registered investment company	-	784,921
	PIMCO Real Return A	Registered investment company	-	278,688
	Prudential Jennison Mid Cap Growth R	Registered investment company	-	1,067,794
*	Putnam Equity Spectrum A	Registered investment company	-	2,044,100
	Royce Dividend Value Investment	Registered investment company	-	661,258
	RS Global Natural Resources A	Registered investment company	-	257,342
	RS Investment Quality Bond A	Registered investment company	-	57,611
	T. Rowe Price Global Technology	Registered investment company	-	1,226,349
	TIAA-CREF International EQ IDX Retire	Registered investment company	-	397,784
	Virtus Multi-Sector S/T Bond A	Registered investment company	-	456,315
	Wells Fargo Adv Emerging Markets EQ A	Registered investment company	-	692,483
	Wells Fargo Advantage Prem LG CO GR A	Registered investment company	-	664,995
	Total mutual funds			36,801,372
	Common/ collective trust			
*	Putnam Stable Value Fund	Common/ Collective Trust at contract value		1,221,800
	Other			
*	Notes receivable from participants	Loans to participants, due from January, 2014 to December, 2018, with interest rates ranging from 4.25% to 7%.	-	848,489
	Total		\$ -	\$ 38,871,661

* Denotes a party-in-interest

(d) Cost information is not presented as these are participant directed accounts.

The above information has been certified by Putnam Fiduciary Trust Company, the custodian, as complete and accurate.

ASSETS HELD FOR INVESTMENT PURPOSES

Blackbird Technologies, Inc. 401(k) Plan
01-FEB-13 to 31-DEC-13

29-JAN-14 01:14:33

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IHTTSX			210,606.25	208,467.09
IHTJSX			755,190.53	757,551.47
IHTWSX			2,119,699.98	2,171,888.91
IHTKSX			4,354,855.06	4,610,389.65
IHTHSX			3,984,969.24	4,246,026.50
IHTLSX			3,884,435.03	4,236,717.98
IHTMSX			1,733,420.01	1,879,435.99
IHTNSX			1,238,799.46	1,359,912.12
IHTPSX			541,092.58	588,247.72
ISGOVX			1,137,917.78	1,162,926.40
IAI-IEQ			707,043.67	795,679.73
ITRIEX			353,517.14	397,784.27
IEMGAX			706,219.25	692,482.86
IORENX			815,248.54	784,921.32
IRSNRX			274,638.95	257,342.28
IPRGTX			1,073,910.29	1,226,347.55
INMSAX			808,126.16	918,259.69
IRDVIX			593,206.14	661,258.06
IPYSAX			1,583,797.29	2,044,099.51
INTIAX			637,274.08	711,904.53
IJDERX			928,707.74	1,067,793.51
INEIAX			1,254,519.23	1,466,185.99
IFRDPX			530,205.36	602,653.91
IHQISX			628,263.49	692,519.48
IEKJAX			538,670.20	664,994.56
IFBLAX			196,249.50	203,368.33
IAGDKX			1,509,309.48	1,483,174.34
IDBMIX			122,483.56	116,424.16
IPRTNX			298,239.37	278,688.22
IGUIQX			59,511.11	57,610.78
INARAX			462,467.77	456,314.68
IPCSV75			1,182,185.03	1,182,185.03
			35,224,779.27	37,983,556.62
PARTICIPANT LOANS	VARIOUS	4.250-7.000	847,135.50	848,488.53
FORFEITURES			39,615.50	39,615.50

ASSETS HELD FOR INVESTMENT PURPOSES

Blackbird Technologies, Inc. 401(k) Plan
01-FEB-13 to 31-DEC-13

29-JAN-14 01:14:33

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1HTTSX	Hartford Target Retirement 2010 R4	1HTJSX	Hartford Target Retirement 2015 R4
1HTWSX	Hartford Target Retirement 2020 R4	1HTKSX	Hartford Target Retirement 2025 R4
1HTHSX	Hartford Target Retirement 2030 R4	1HTLSX	Hartford Target Retirement 2035 R4
1HTMSX	Hartford Target Retirement 2040 R4	1HTNSX	Hartford Target Retirement 2045 R4
1HTPSX	Hartford Target Retirement 2050 R4	1SGOVX	First Eagle Overseas A
1AI-IEQ	INVESCO International Growth Fund	1TRIEX	TIAA-CREF International Eq Idx Retire
1EMGAX	Wells Fargo Adv Emerging Markets Eq A	1ORENX	Oppenheimer Real Estate N
1RSNRX	RS Global Natural Resources A	1PRGTX	T. Rowe Price Global Technology
1NMSAX	Columbia Small Cap Index A	1RDVIX	Royce Dividend Value Invmt
1PYSAX	Putnam Equity Spectrum A	1NTIAX	Columbia Mid Cap Index A
1JDERX	Prudential Jennison Mid Cap Growth R	1NEIAX	Columbia Large Cap Index A
1FRDPX	Franklin Rising Dividends - A	1HQISX	Hartford Equity Income R4
1EKJAX	Wells Fargo Advantage Prem Lg Co Gr A	1FBLAX	Franklin Balanced A
1AGDKX	AllianceBern High Income K	1DBMIX	Dreyfus Bond Market Index Inv
1PRTNX	PIMCO Real Return A	1GUIQX	RS Investment Quality Bond A
1NARAX	Virtus Multi-Sector S/T Bond A	1PCSV75	Putnam Stable Value Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year