Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
VENDORS EXCHANGE INTERNATIONAL, INC. AMENDED AND RESTATED 401(K) PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/01/1989

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

VENDORS EXCHANGE INTERNATIONAL, INC.

8700 BROOKPARK RD
CLEVELAND, OH 44129

2b Employer Identification Number (EIN)
34-0908173

2c Sponsor's telephone number
216-432-1800

2d Business code (see instructions)
423990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	DUSTIN ELLENBERGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	193
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**	161
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	179
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	180
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	146
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	29
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
VENDORS EXCHANGE INTERNATIONAL, INC. AMENDED AND RESTATED 401(K) PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VENDORS EXCHANGE INTERNATIONAL, INC.

D Employer Identification Number (EIN)
34-0908173

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2006	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VL ADM - BOSTON FINA	330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ SMCPVL ADM - BOSTON FINA	330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CBA SM CAP GR A - BOSTON FINANCIAL	P.O. BOX 8480 BOSTON, MA 02266	0.50%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL MID CP VAL OP K - COLUMBIA MGT P.O.BOX 8081 BOSTON, MA 02266	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABBETT VAL OPP A - DST SYSTEMS, 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA SM CAP VAL INV - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
VENDORS EXCHANGE INTERNATIONAL, INC. AMENDED AND RESTATED 401(K) PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VENDORS EXCHANGE INTERNATIONAL, INC.

D Employer Identification Number (EIN)
34-0908173

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	393727	381297
(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)	173013	285684
(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)	142849	117563
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	7170898	8484810
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	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	7880487	9269354
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7880487	9269354

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)	381297	
	(B) Participants	2a(1)(B)	239154	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		620451
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	21	
	(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)	6914	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6935
	(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)	347760	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		347760
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		788509
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1763655
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	372781	
(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)		372781
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2007	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2007
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		374788
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1388867
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FRIEDMAN, LEAVITT & ASSOC., INC. **(2)** EIN: 34-1878381

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
VENDORS EXCHANGE INTERNATIONAL, INC. AMENDED AND RESTATED 401(K) PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VENDORS EXCHANGE INTERNATIONAL, INC.

D Employer Identification Number (EIN)
34-0908173

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Plan: 30275

Vendors Exchange International, Inc. Amended and Restated 401(k) Profit Sharing Plan and Trust

Run Date: 03/21/2014

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2013

Fund Name	Share Balance 12/31/2013	Historical Cost	Price	Total Market Value
PIMCO TOT RETURN ADM	15,423.236	$166,335.65	$10.69	$164,874.39
MSIF MID CAP GRTH A	1,104.768	$32,395.54	$43.35	$47,891.69
COL MID CP VAL OP K	3,826.432	$23,086.81	$10.56	$40,407.12
ALZGI NFJ DIV VL ADM	5,442.063	$61,011.70	$16.07	$87,453.95
WFA SM CAP VAL INV	419.623	$13,133.15	$33.63	$14,111.92
ALZGI NFJ SMCPVL ADM	2,728.054	$68,539.00	$33.09	$90,271.31
CBA SM CAP GR A	195.257	$5,423.78	$28.38	$5,541.39
LD ABBETT SMCP BLD A	0.000	$0.00	$15.88	$0.00
LD ABBETT VAL OPP A	1,115.931	$22,625.05	$20.60	$22,988.18
FID FIDELITY FUND	800.559	$21,423.31	$42.65	$34,143.84
FID LEVERGD CO STK	211.064	$7,222.80	$43.24	$9,126.41
FID INTL DISCOVERY	1,805.173	$49,704.95	$40.50	$73,109.51
FID GROWTH DISC	20.223	$311.31	$21.23	$429.33
FID FREEDOM INCOME	2,454.920	$29,028.12	$11.74	$28,820.76
FID FREEDOM 2000	309.225	$3,624.38	$12.43	$3,843.67
FID FREEDOM 2010	81.579	$1,137.02	$15.31	$1,248.97
FID FREEDOM 2020	146,298.050	$1,659,079.53	$15.61	$2,283,712.56
FID FREEDOM 2030	27,365.307	$324,647.75	$16.30	$446,054.50
FID RETIRE MMKT	285,684.310	$285,684.31	$1.00	$285,684.31
FID FREEDOM 2040	3,688.435	$28,105.20	$9.52	$35,113.90
FID FREEDOM 2005	96.078	$1,073.81	$11.85	$1,138.52
FID FREEDOM 2015	36,653.907	$351,476.67	$12.75	$467,337.31
FID FREEDOM 2025	300,372.872	$2,734,627.69	$13.32	$4,000,966.66
FID FREEDOM 2035	12,146.744	$130,851.61	$13.48	$163,738.11
SPTN EXT MKT IDX ADV	531.513	$24,453.87	$53.42	$28,393.42
SPTN INTL INDEX ADV	597.383	$20,049.63	$40.67	$24,295.57
SPTN 500 INDEX ADV	161.416	$8,051.30	$65.49	$10,571.13
FID FREEDOM 2045	16,297.738	$145,168.55	$10.97	$178,786.19
FID FREEDOM 2050	6,373.334	$61,899.40	$11.03	$70,297.87
SPTN US BOND IDX ADV	9,389.293	$110,486.46	$11.36	$106,662.37
FID FREEDOM 2055	3,744.980	$39,969.08	$11.61	$43,479.22
OUTSTANDING LOAN BALANCE				$117,562.91
		NET ASSETS 12/31/2013:		$8,888,056.99

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See Chapter 7 of the Fidelity Auditor's Guide for financial statement presentation and disclosure information.

VENDORS EXCHANGE INTERNATIONAL, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2013 AND 2012

FRIEDMAN, LEAVITT & ASSOC., INC.

LESLIE FRIEDMAN, CPA (RETIRED)
SHERMAN Z. LEAVITT, CPA (1933-2007)
LEE B. FRIEDMAN, CPA
DAVID A. LEAVITT, CPA
MILTON J. WEINSTEIN, CPA
DOUGLAS A. FRIEDMAN, CPA

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RICHARD EVANS, CPA
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JAMES DUNN, CPA
GEOFFREY BURGE, CPA, MA

INDEPENDENT AUDITOR'S REPORT

To The Plan Administrator of the
Vendors Exchange International, Inc.
401(k) Profit Sharing Plan
Cleveland, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Vendors Exchange International, Inc. 401(k) Profit Sharing 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 Statement

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets held for investment purposes are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 schedules referred to above.

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

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

FRIEDMAN, LEAVITT & ASSOC., INC.
Certified Public Accountants

October 3, 2014

VENDORS EXCHANGE INTERNATIONAL, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 and 2012

ASSETS:	**2013**	**2012**
Cash and Cash Equivalents	$ 285,684	$ 173,013
Investments, at fair value:		
Equity Mutual Funds	8,484,810	7,170,898
	8,770,494	7,343,911
Receivables:		
Employer Contributions Receivable	381,297	393,727
Notes Receivable from Participants	117,563	142,849
	498,860	536,576
Total Assets	9,269,354	7,880,487
LIABILITIES:		
Operating Payables	-0-	-0-
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,269,354	$ 7,880,487

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

VENDORS EXCHANGE INTERNATIONAL, INC.
401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Net appreciation in fair value of investments	$ 738,609	
Realized gain on sale of investments	49,900	
Dividend income	347,760	
Interest income	6,935	
Total Investment Income		$ 1,143,204
Contributions:		
Employer's	381,297	
Participants'	239,154	
Total Contributions		620,451
Total Additions		1,763,655
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits to Participants	(372,781)	
Administrative Expenses	(2,007)	
Total Deductions		(374,788)
NET INCREASE		1,388,867
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year		7,880,487
End of Year		$ 9,269,354

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

VENDORS EXCHANGE INTERNATIONAL, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN

GENERAL

The Vendors Exchange International, Inc. 401(k) Profit Sharing Plan (the "Plan") was established to provide retirement benefits for employees of Vendors Exchange International, Inc. (the "Company"). There are no minimum age or service requirements for non-union employees to participate in the Plan. Union employees become eligible to participate in the Plan once they attain the age of twenty-one and have completed 90 days of service with the Company, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security of 1974 (the "ERISA"). Participant contributions, investment allocations, payment of benefits and participant loans are self directed by the plan participants.

CONTRIBUTIONS

Participants may elect to contribute a portion of their pay each period to the Plan. Participants may contribute up to 60% of their pay up to a maximum amount of $17,500 and $17,000 for 2013 and 2012, respectively. If a participant reached age 50 in 2013 and 2012, the participant could contribute an additional $5,500 to the Plan. These deferred contributions (salary deferrals) are not subject to federal or state income tax when the contribution is made to the Plan, instead they are taxed when paid from the Plan. Employees may revoke their election at any time during the year.

Employer contributions include discretionary matching contributions and discretionary profit sharing contributions. For 2013, employer matching contributions for non-union participants were made at 2.25% of eligible participant compensation. Employer matching contributions for union participants were made equal to the participant's contribution, with a maximum employer match of $1,000 per participant. During 2013, the Company made discretionary profit sharing contributions of $393,727 which was allocated to all non-union participants.

PARTICIPANT ACCOUNTS AND VESTING

Participant's accounts are credited with the participant's contributions, the employer's contributions, and an allocation of the Plan's earnings. The Plan's earnings are allocated according to participants' relative account balances.

Non-union participants are immediately 100% vested in their contributions plus actual earnings thereon.

Non-union participants are vested in employer matching contributions and employer discretionary profit sharing contributions according to the following schedule:

Years of Service	Vesting
0-1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN (continued)

PARTICIPANT ACCOUNTS AND VESTING (continued)

Union participants are immediately 100% vested in their contributions and all employer matching contributions. Union participants are not eligible to receive employer discretionary profit sharing contributions.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments.

FORFEITURES

Forfeitures occur when participants terminate employment before becoming fully vested in employer contributions to the Plan. Forfeited amounts are used to reduce future employer contributions to the Plan. Forfeitures were $67,878 and $43,371 for 2013 and 2012, respectively.

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates similar to those charged by banks. Any loan made for the purpose of acquiring a residence may be repaid over a reasonable period of time as determined by the Plan Administrator, not to exceed ten years. Any other loan must be repaid within five years from the date of the loan. Loan payments will be made through regular payroll deductions. Required loan payments cannot be subtracted from the participant's vested interest.

DISTRIBUTIONS TO PARTICIPANTS

A distribution may be made to a participant due to death, disability, retirement, or termination of employment. Distributions may be deferred until the participant reaches the age of 70 1/2, if the value of the distribution is not less than $5,000. However, the Plan agreement stipulates that distributions must commence no later than April 1 of the year following the year in which the participant reaches the age of 70 1/2.

In certain hardship situations, as described in the plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to deferred account balances and may not include any interest accrued thereon.

NOTE 1 - DESCRIPTION OF PLAN (continued)

PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the provisions of the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, the respective participant's interest, net of any termination fees, will become fully vested and will be distributed to each participant in accordance with the trust agreement.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

INVESTMENT VALUATION AND INCOME RECOGNITION

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

PAYMENT OF BENEFITS

Benefits are recorded when paid.

OPERATING EXPENSES

All expenses of maintaining the Plan are paid by the Company.

NOTE 2 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of unadjusted quoted prices in active markets for similar assets and have the next priority, and Level 3 inputs are unobservable and have the lower priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

VENDORS EXCHANGE INTERNATIONAL, INC.
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NOTE 2 - FAIR VALUE MEASUREMENTS (continued)

LEVEL 1 FAIR VALUE MEASUREMENTS
The fair value of equity mutual funds are based on quoted net asset values of the shares held by the Plan at year-end.

LEVEL 2 AND 3 FAIR VALUE MEASUREMENTS
There were no Level 2 or Level 3 investments held by the Plan.

The following tables set forth by Level within the fair value hierarchy, the Plan's investments at fair values as of December 31, 2013 and 2012:

	Fair Value	Fair Value Measurements at the End of the Reporting Period Using: Quoted Prices in Active Markets for Identical Assets (Level 1)
December 31, 2013		
Cash and Cash Equivalents	$ 285,684	$ 285,684
Equity Mutual Funds	8,484,810	8,484,810
Total Investments at Fair Value	$ 8,770,494	$ 8,770,494
December 31, 2012		
Cash and Cash Equivalents	$ 173,013	$ 173,013
Equity Mutual Funds	7,170,898	7,170,898
Total Investments at Fair Value	$ 7,343,911	$ 7,343,911

VENDORS EXCHANGE INTERNATIONAL, INC.
401(k) PROFIT SHARING PLAN
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NOTE 3 - INVESTMENTS

The following presents investments that represents 5% or more of the Plan's net assets:

	December 31, 2013	December 31, 2012
FID Freedom 2020 Fund, 146,298 and 129,451 Shares, respectively	$ 2,283,713	$ 1,852,449
FID Freedom 2030 Fund, 27,365 and 29,269 Shares, respectively	446,054	416,499
FID Freedom 2015 Fund, 36,654 and 35,657 Shares, respectively	467,337	421,111
FID Freedom 2025 Fund, 300,373 and 275,605 Shares, respectively	4,000,967	3,923,483

NOTE 4 - BASIS OF ACCOUNTING AND CERTIFIED INFORMATION

The accompanying financial statements are presented on the accrual basis of accounting. The information included in this note and in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as to complete and accurate by Fidelity Management Trust Company, the trustee.

That information, which has not been audited by independent accountants, is summarized below:

	December 31, 2013	December 31, 2012
Cash and Cash Equivalents	$ 285,684	$ 173,013
Investments:		
Equity Mutual Funds	$ 8,484,810	$ 7,170,898

Changes in net assets not audited include the following:

	Year Ended December 31, 2013
Net appreciation in fair value of investments	$ 738,609
Realized gain on sale of investments	49,900
Dividend income	347,760
Interest Income	6,935

VENDORS EXCHANGE INTERNATIONAL, INC.
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NOTE 5 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 7, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 3, 2014, which was the date that the financial statements were available to be issued.

Plan: 30275

Vendors Exchange International, Inc. Amended and Restated 401(k) Profit Sharing Plan and Trust

Run Date: 03/21/2014

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2013

Fund Name	Share Balance 12/31/2013	Historical Cost	Price	Total Market Value
PIMCO TOT RETURN ADM	15,423.236	$166,335.65	$10.69	$164,874.39
MSIF MID CAP GRTH A	1,104.768	$32,395.54	$43.35	$47,891.69
COL MID CP VAL OP K	3,826.432	$23,086.81	$10.56	$40,407.12
ALZGI NFJ DIV VL ADM	5,442.063	$61,011.70	$16.07	$87,453.95
WFA SM CAP VAL INV	419.623	$13,133.15	$33.63	$14,111.92
ALZGI NFJ SMCPVL ADM	2,728.054	$68,539.00	$33.09	$90,271.31
CBA SM CAP GR A	195.257	$5,423.78	$28.38	$5,541.39
LD ABBETT SMCP BLD A	0.000	$0.00	$15.88	$0.00
LD ABBETT VAL OPP A	1,115.931	$22,625.05	$20.60	$22,988.18
FID FIDELITY FUND	800.559	$21,423.31	$42.65	$34,143.84
FID LEVERGD CO STK	211.064	$7,222.80	$43.24	$9,126.41
FID INTL DISCOVERY	1,805.173	$49,704.95	$40.50	$73,109.51
FID GROWTH DISC	20.223	$311.31	$21.23	$429.33
FID FREEDOM INCOME	2,454.920	$29,028.12	$11.74	$28,820.76
FID FREEDOM 2000	309.225	$3,624.38	$12.43	$3,843.67
FID FREEDOM 2010	81.579	$1,137.02	$15.31	$1,248.97
FID FREEDOM 2020	146,298.050	$1,659,079.53	$15.61	$2,283,712.56
FID FREEDOM 2030	27,365.307	$324,647.75	$16.30	$446,054.50
FID RETIRE MMKT	285,684.310	$285,684.31	$1.00	$285,684.31
FID FREEDOM 2040	3,688.435	$28,105.20	$9.52	$35,113.90
FID FREEDOM 2005	96.078	$1,073.81	$11.85	$1,138.52
FID FREEDOM 2015	36,653.907	$351,476.67	$12.75	$467,337.31
FID FREEDOM 2025	300,372.872	$2,734,627.69	$13.32	$4,000,966.66
FID FREEDOM 2035	12,146.744	$130,851.61	$13.48	$163,738.11
SPTN EXT MKT IDX ADV	531.513	$24,453.87	$53.42	$28,393.42
SPTN INTL INDEX ADV	597.383	$20,049.63	$40.67	$24,295.57
SPTN 500 INDEX ADV	161.416	$8,051.30	$65.49	$10,571.13
FID FREEDOM 2045	16,297.738	$145,168.55	$10.97	$178,786.19
FID FREEDOM 2050	6,373.334	$61,899.40	$11.03	$70,297.87
SPTN US BOND IDX ADV	9,389.293	$110,486.46	$11.36	$106,662.37
FID FREEDOM 2055	3,744.980	$39,969.08	$11.61	$43,479.22
OUTSTANDING LOAN BALANCE				$117,562.91
		NET ASSETS 12/31/2013:		$8,888,056.99

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See Chapter 7 of the Fidelity Auditor's Guide for financial statement presentation and disclosure information.

Plan: 30275

Vendors Exchange International, Inc. Amended and Restated 401(k) Profit Sharing Plan and Trust

Run Date: 01/28/2013

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2012

Fund Name (Cusip #)	Share Balance 12/31/2012	Historical Cost	Price	Total Market Value
PIMCO TOT RETURN ADM	17,267.474	$186,946.77	$11.24	$194,086.41
MSIF MID CAP GRTH P	1,101.899	$30,956.29	$33.40	$36,803.43
COL MID CP VAL OP K	4,661.419	$27,582.03	$8.53	$39,761.90
ALZGI NFJ DIV VL ADM	6,704.216	$71,150.94	$12.77	$85,612.84
WFA SM CAP VAL INV	603.657	$18,522.84	$32.29	$19,492.08
ALZGI NFJ SMCPVL ADM	2,827.216	$64,936.72	$28.38	$80,236.39
LD ABBETT SMCP BLD A	1,023.674	$11,926.42	$16.66	$17,054.41
FID FIDELITY FUND	889.834	$21,849.76	$35.81	$31,864.96
FID LEVERGD CO STK	189.426	$4,972.75	$32.22	$6,103.31
FID INTL DISCOVERY	2,021.751	$54,660.88	$33.07	$66,859.31
FID GROWTH DISC	1,158.869	$16,755.92	$15.58	$18,055.18
FID FREEDOM INCOME	155.075	$1,794.09	$11.71	$1,815.93
FID FREEDOM 2000	3,024.577	$35,596.97	$12.37	$37,414.02
FID FREEDOM 2010	4,794.892	$56,119.33	$14.12	$67,703.88
FID FREEDOM 2020	129,451.333	$1,402,196.08	$14.31	$1,852,448.58
FID FREEDOM 2030	29,269.048	$328,797.64	$14.23	$416,498.55
SPTN EXT MKT IDX INV	0.000	$0.00	$39.91	$0.00
SPTN INTL INDEX INV	0.000	$0.00	$34.28	$0.00
FID RETIRE MMKT	173,013.410	$173,013.41	$1.00	$173,013.41
SPTN 500 INDEX INV	0.000	$0.00	$50.49	$0.00
SPTN US BOND IDX INV	0.000	$0.00	$11.89	$0.00
FID FREEDOM 2040	2,929.498	$20,505.48	$8.26	$24,197.65
FID FREEDOM 2005	94.035	$1,049.69	$11.21	$1,054.13
FID FREEDOM 2015	35,657.194	$333,078.48	$11.81	$421,111.46

Plan: 30275

Vendors Exchange International, Inc. Amended and Restated 401(k) Profit Sharing Plan and Trust

Run Date: 01/28/2013

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2012

Fund Name (Cusip #)	Share Balance 12/31/2012	Historical Cost	Price	Total Market Value
FID FREEDOM 2025	275,605.242	$2,408,061.13	$11.95	$3,293,482.64
FID FREEDOM 2035	8,817.463	$88,321.64	$11.83	$104,310.59
SPTN EXT MKT IDX ADV	444.579	$17,673.74	$39.91	$17,743.15
SPTN INTL INDEX ADV	782.076	$26,051.89	$34.28	$26,809.57
SPTN 500 INDEX ADV	202.869	$9,933.13	$50.49	$10,242.86
FID FREEDOM 2045	12,789.215	$105,220.30	$9.78	$125,078.52
FID FREEDOM 2050	5,122.354	$46,695.57	$9.64	$49,379.49
SPTN US BOND IDX ADV	9,625.961	$113,800.57	$11.89	$114,452.68
FID FREEDOM 2055	1,136.053	$10,805.29	$9.88	$11,224.20
OUTSTANDING LOAN BALANCE				$142,849.16
		NET ASSETS 12/31/2012:		$7,486,760.69

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See chapter 7 of the Fidelity auditor's guide for financial statement presentation and disclosure information.