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
VI RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

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

CLASSIC RESIDENCE MANAGEMENT, LP

71 S. WACKER DRIVE, SUITE 900
CHICAGO, IL 60606-3417

2b Employer Identification Number (EIN)
36-3558465

2c Sponsor's telephone number
312-803-8504

2d Business code (see instructions)
623000

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	JUDY WHITCOMB
	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**	3357
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**	2555
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	400
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2956
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	14
f	Total. Add lines **6d** and **6e**.	**6f**	2970
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1616
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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:
4B

9a Plan funding arrangement (check all that apply)

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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

1 Coverage Information:

(a) Name of insurance carrier

METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5581829	65978	6102562	5	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a [ ] Health (other than dental or vision)	**b** [ ] Dental	**c** [ ] Vision	**d** [X] Life insurance
e [ ] Temporary disability (accident and sickness)	**f** [ ] Long-term disability	**g** [ ] Supplemental unemployment	**h** [ ] Prescription drug
i [ ] Stop loss (large deductible)	**j** [ ] HMO contract	**k** [ ] PPO contract	**l** [ ] Indemnity contract
m [ ] Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	2135
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [X] Yes [ ] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

BASIS OF PREMIUM RATES

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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

AMERICAN FUNDS

95-1411037

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

ARTISAN

39-1811840

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

DIMENSIONAL FUND ADVISORS

22-2370029

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

DREYFUS

13-5673135

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

MFS

04-2747644

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

OAKMARK

04-3276558

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

(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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 37 38 49 50 52 59 60 62 63 64	SERVICE PROVIDER	54115	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ELLWOOD ASSOCIATES

36-3121777

(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?
16 50	SERVICE PROVIDER	26250	Yes [ ] No [X]	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
(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.	

(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.

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

A Name of plan
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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: WELLS FARGO STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	12483903

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P MIDCAP INDEX N35

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
94-3224226-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WF/BLACKROCK S & P MC INDEX CIT N35

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2265235-001	C	0

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)

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)

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1854971	
(2) Participant contributions	1b(2)		1114
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2160298	2061199
(9) Value of interest in common/collective trusts	1c(9)	12715940	12483902
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	30072684	38055378
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	46803893	52601593
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	46803893	52601593

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)	2306320	
	(B) Participants	2a(1)(B)	3827113	
	(C) Others (including rollovers)	2a(1)(C)	136410	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6269843
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	103278	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		103278
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	373016	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		373016
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		430572
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6896388
c Other income	2c		12956
d Total income. Add all **income** amounts in column (b) and enter total	2d		14086053
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8001645	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		8001645
f Corrective distributions (see instructions)	2f		100770
g Certain deemed distributions of participant loans (see instructions)	2g		105508
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	80430	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		80430
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8288353
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5797700
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)** [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: KPMG, LLP **(2)** EIN: 13-5565207

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		1000000
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			

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 41-6257133

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):

KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

October 13, 2014

The Board of Directors
Vi
Chicago, IL

Ladies and Gentlemen:

We have audited the financial statements of the Vi Retirement Plan (the Plan) as of December 31, 2013 and 2012 and for each of the years then ended, and issued our report thereon under the date of October 13, 2014. Under our professional standards, we are providing you with the accompanying information related to the conduct of our audit.

Our Responsibility under Professional Standards

We are responsible for forming and expressing an opinion about whether the financial statements, which have been prepared by management, with the oversight of the Board of Directors and the Plan Administrator, are presented fairly, in all material respects, in conformity with U.S. generally accepted accounting principles. We have a responsibility to perform our audit of the financial statements in accordance with auditing standards generally accepted in the United States of America. In carrying out this responsibility, we planned and performed the audit to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether caused by error or fraud. Because of the nature of audit evidence and the characteristics of fraud, we are to obtain reasonable, not absolute, assurance that material misstatements are detected. We have no responsibility to plan and perform the audit to obtain reasonable assurance that misstatements, whether caused by error or fraud, that are not material to the financial statements are detected. Our audit does not relieve management or the Board of Directors and the Plan Administrator of their responsibilities.

In addition, in planning and performing our audit of the financial statements, we considered internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

We also have a responsibility to communicate significant matters related to the financial statement audit that are, in our professional judgment, relevant to the responsibilities of the Board of Directors and the Plan Administrator in overseeing the financial reporting process. We are not required to design procedures for the purpose of identifying other matters to communicate to you.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Information in Documents Containing Audited Financial Statements

Our responsibility for other information in documents containing the Plan's financial statements and our auditors' report thereon does not extend beyond the financial information identified in our auditors' report, and we have no obligation to perform any procedures to corroborate other information contained in these documents. We have, however, read the other information included in Plan's Form 5500 submitted to the Department of Labor, and no matters came to our attention that cause us to believe that such information, or its manner of presentation, is materially inconsistent with the information, or manner of its presentation, appearing in the financial statements.

Accounting Practices and Alternative Treatments

Significant Accounting Policies

The significant accounting policies used by the Plan is described in note 2 to the financial statements.

Unusual Transactions

During 2013, there were no transactions that were both significant and unusual or transactions for which there is a lack of authoritative guidance or consensus.

Critical Accounting Policies and Practices

The critical accounting policies and practices used by the Plan in preparing their financial statements are described in note 2 in the financial statements. These policies and practices are considered both most important to the portrayal of the Plan's net assets available for benefits and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about matters that are inherently uncertain. We have discussed with management our assessment of management's disclosures regarding such policies and practices, the reasons why these policies and practices are considered critical, and how current and anticipated future events impact those determinations.

Qualitative Aspects of Accounting Practices

We have discussed with the Plan Administrator and management our judgments about the quality, not just the acceptability, of the Plan's accounting principles as applied in its financial reporting. The discussions generally included such matters as the consistency of the Plan's accounting policies and their application, and the understandability and completeness of the Plan's financial statements, which include related disclosures.

Management Judgments and Accounting Estimates

The preparation of the financial statements and supplemental schedules require management of the Plan to make a number of estimates and assumptions relating to the reported amounts of

assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and supplemental schedules and the reported amounts of revenues and expenses during the reporting period.

Uncorrected and Corrected Misstatements

Uncorrected Misstatements

In connection with our audit of the Plan's financial statements, we have not identified any significant financial statement misstatements that have not been corrected in the Plan's books and records as of and for the year ended December 31, 2013 and have communicated that finding to management.

The Plan also should consider whether uncorrected and corrected misstatements were caused by one or more significant deficiencies or material weaknesses in internal controls over financial reporting.

Disagreements with Management

There were no disagreements with management on financial accounting and reporting matters that would have caused a modification of our auditors' report on the Plan's financial statements.

Management's Consultation with Other Accountants

To the best of our knowledge, the Plan Administrator has not consulted with or obtained opinions, written or oral, from other independent accountants during the year ended December 31, 2013.

Significant Issues Discussed, or Subject to Correspondence, with Management

Major Issues Discussed with Management prior to Retention

We generally discuss a variety of matters with the Board of Directors and management each year prior to our retention by the Board of Directors of Vi as the Plan's auditors. These discussions occurred in the normal course of our professional relationship and the result of these discussions was not a condition to our retention.

Material Written Communications

We have previously provided the following material written communications between management and us:

1. Engagement letter

2. Management representation letter

Significant Difficulties Encountered during the Audit

We did not encounter any significant difficulties in dealing with management during our audits.

Other Significant Findings or Issues

During our audit, it was determined that the Plan did not process and update a participant's election to change their deferral rate appropriately during the year. Employee contributions and matches continued to be taken from the participant's paycheck at their original deferral rate. This resulted in a contribution error of approximately $1,400 for employee and employer contributions. We recommend management implement specific review procedures for employee deferral rate changes, employee deductions, and employer matches to ensure the proper deferrals are calculated throughout the year for eligible participants of the Plan.

No other significant findings or issues, arising from the audit is considered significant and relevant to those charged with governance were noted.

Independence

Our professional standards and other regulatory requirements specify that we communicate to you in writing, at least annually, all relationships between our firm and the Plan and persons in a financial reporting oversight role at the Plan and provide confirmation that we are independent accountants with respect to the Plan.

We are not aware of any additional relationships between our firm and the Plan and persons in a financial reporting oversight role at the Plan other than our provision of the annual audit of the Plan Sponsor that previously has been communicated to the Board of Directors.

Confirmation of Audit Independence

We hereby confirm that as of the date of this letter, we are independent accountants with respect to the Plan under relevant professional and regulatory standards.

* * * * * * *

This letter to the Board of Directors is intended solely for the information and use of the Board of Directors and management, and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

KPMG LLP

KPMG



VI
RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

VI
RETIREMENT PLAN

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KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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) 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 notes 6, 7, and 8 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian 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 the Custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

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Other Matter

The supplemental schedule H, line 4i – 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 the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this 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 Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 13, 2014

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2013 and 2012

	2013	2012
Investments at fair value	$ 50,634,663	43,128,596
Notes receivable from participants	2,061,199	2,160,298
Contributions receivable:		
Employer	—	1,854,971
Employee	1,114	—
Total contributions receivable	1,114	1,854,971
Net assets available for plan benefits	52,696,976	47,143,865
Adjustment from fair value to contract value for investment in guaranteed interest fund	(95,383)	(339,972)
Net assets available for plan benefits	$ 52,601,593	46,803,893

See accompanying notes to financial statements.

VI
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributable to:		
Interest and dividend income	$ 476,294	579,585
Net appreciation in fair value of investments	7,339,916	3,689,981
Contributions:		
Participants	3,827,113	3,481,184
Employer's	2,306,320	1,991,605
Rollovers	136,410	51,178
Total additions	14,086,053	9,793,533
Deductions to net assets attributable to:		
Benefits paid to participants, distributions, and withdrawals	8,207,923	14,569,300
Administrative expenses	80,430	91,437
Total deductions	8,288,353	14,660,737
Net increase (decrease) in net assets available for plan benefits	5,797,700	(4,867,204)
Net assets available for plan benefits:		
Beginning of year	46,803,893	51,671,097
End of year	$ 52,601,593	46,803,893

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Vi Retirement Plan (the Plan) (formerly known as the Classic Residence by Hyatt Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was adopted on January 1, 1990.

(a) General

The Plan is a defined contribution plan sponsored by Classic Residence Management Limited Partnership and affiliated participating corporations (the Plan Sponsor) and covers substantially all employees who have attained age 21 and completed two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, certain affiliated operating communities of Classic Residence Management Limited Partnership entered into a purchase agreement to sell certain assets and liabilities to an unrelated party. Of the nine affiliated communities, eight closed on the sale during 2011 and one closed on the sale during 2012. As a result of this sale, the participants from the nine affiliates that were sold became fully vested in employer-matching contributions.

(b) Payment of Benefits

In the event of a participant's termination of employment by reason of voluntary or involuntary severance of employment, death, disability, or retirement, the participant shall be immediately entitled to their benefits under the Plan.

(c) Vesting of Benefits

Participants are immediately vested in their contributions, qualified nonelective contributions, and rollover account balances plus actual earnings thereon. Effective January 1, 2007, employer-matching contributions become 100% vested after three years of service. Prior to completion of three years of service, employer-matching contributions are 0% vested.

Effective January 1, 2013, the three year vesting period no longer applies to the employer-matching contributions that are made for 2013 employee contributions, and the new employer-matching contributions become 100% vested immediately. The three year vesting period will still apply to the employer-match for plan years prior to 2013.

Forfeitures are applied to reduce Company contributions to the Plan. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $64,731 and $72,211, respectively. Forfeitures used to reduce employer contributions were $0 and $49,359 in 2013 and 2012, respectively.

(d) Contributions and Funding Policy

Eligible participants can enroll in the Plan once age and service requirements are met. Plan participants may contribute up to 25% of pretax annual compensation, as defined in the Plan, or the Internal Revenue Service (IRS) limits of their compensation for each regular pay period. The percentage election is made at the time of enrollment into the Plan, but may be changed or

(Continued)

discontinued at any time. Prior to January 1, 2005, employer-matching contributions were equal to 50% of the first 3% of an employee's elective contribution and employer discretionary contributions were 3% of eligible participant compensation. Effective January 1, 2005, employer-matching contributions are equal to 100% of the first 4% of an employee's elective contribution. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the employer matches each participant's contribution in an amount equal to 50% of the participant's deferral. Effective January 1, 2005, discretionary contributions are no longer allowed under the provisions of the Plan.

In 2012 and prior years, employer-matching contributions were funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan increased the frequency of the employer-matching contribution from an annual match to a per pay period match with the employer matching contributions being funded concurrently with remittance of employee deferrals to the Plan.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the employers' contributions and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers multiple investment options for participants, including mutual funds, money market funds, and fixed income funds.

(f) 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 account balance. Loan terms range from one to five years, with the exception of real estate loans, which may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates on participant loans range from 5.25% to 9.50% at December 31, 2013 and 2012. Principal and interest are paid ratably through monthly payroll deductions and are credited to participants' accounts at that time. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(g) Administrative Expenses

Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2013 and 2012 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and the disclosure of contingent assets and liabilities. Estimates also affect the reported amount of increases and decreases to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(d) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan has evaluated subsequent events through October 13, 2014, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The Plan Sponsor has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The amounts representing the fair and contract value of the Plan's investments, loans receivable, interest and dividends,

(Continued)

and net appreciation or deprecation in fair value of investments included in the accompanying financial statements and supplemental schedule were provided and certified by Plan's Custodian, Wells Fargo Trust Operations as of December 31, 2013 and 2012 and for the year ended December 31, 2013, as being complete and accurate.

Certain plan investments are shares of mutual funds managed by Wells Fargo Trust Operations; therefore, these transactions qualify as party-in-interest transactions.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2013 and 2012 were $80,430 and $91,437, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2013 and 2012:

	2013	2012
Mutual funds:		
T. Rowe Price Blue Chip Growth	$ 4,858,524	3,601,613
Dreyfus Appreciation Fund	—	2,630,846
Small Cap Opportunities Fund	4,560,010	3,364,460
Stable Return Fund N60	12,579,285	12,056,787
American Europacific Growth Fund	3,580,160	3,033,269
PIMCO Total Return	2,641,636	4,442,658
Oakmark Equity and Income	6,300,235	5,337,455
MFS Value Fund	3,211,650	2,402,436
Vanguard 500 Index Fund	5,753,324	—

The net appreciation in fair value of investments during 2013 and 2012 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Fair Value Measurements

The Plan applies the provisions of ASC Subtopic 820-10, *Fair Value Measurements and Disclosures – Overall,* for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to

(Continued)

unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access the measurement date.

Level 2 – inputs are observable inputs to the valuation methodology other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – inputs to the valuation methodology are unobservable and significant inputs for the asset or liability.

The Plan recognizes transfers between levels of the hierarchy on the date of transfer. No transfers were noted for the year ended December 31, 2013.

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

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

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Net assets available for benefits:				
American Europacific Growth Fund	$ 3,580,160	3,580,160	—	—
DFA Emerging Markets Core Equity Fund	209,782	209,782	—	—
MFS Value Fund	3,211,650	3,211,650	—	—
Oakmark Equity and Income	6,300,235	6,300,235	—	—
PIMCO Total Return Fund Admin	185	185	—	—
PIMCO Total Return Fund Inst	2,641,636	2,641,636	—	—
Small Cap Opportunities Fund	4,560,010	4,560,010	—	—
Stable Return Fund N60	12,579,285	—	12,579,285	—
T. Rowe Price Blue Chip Growth	4,858,524	4,858,524	—	—
Vanguard 500 Index Fund	5,753,324	5,753,324	—	—
Vanguard Midcap Index Fund	1,601,930	1,601,930	—	—
Vanguard Target Retirement Fund	390,565	390,565	—	—
Vanguard Target Retirement 2010	146,394	146,394	—	—
Vanguard Target Retirement 2015	479,319	479,319	—	—
Vanguard Target Retirement 2020	552,342	552,342	—	—
Vanguard Target Retirement 2025	775,279	775,279	—	—
Vanguard Target Retirement 2030	1,022,106	1,022,106	—	—
Vanguard Target Retirement 2035	585,965	585,965	—	—
Vanguard Target Retirement 2040	638,384	638,384	—	—
Vanguard Target Retirement 2045	335,297	335,297	—	—
Vanguard Target Retirement 2050	346,876	346,876	—	—
Vanguard Small Cap Index Fund	65,415	65,415	—	—
	$ 50,634,663	38,055,378	12,579,285	—

(Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Net assets available for benefits:				
Advantage Index Fund	$ 1,910,185	1,910,185	—	—
American Europacific Growth Fund	3,033,269	3,033,269	—	—
Artisan Emerging Markets Advantage Fund	161,499	161,499	—	—
Collective S&P Midcap Index	999,125	—	999,125	—
Dreyfus Appreciation Fund	2,630,846	2,630,846	—	—
MFS Value Fund	2,402,436	2,402,436	—	—
Oakmark Equity and Income	5,337,455	5,337,455	—	—
PIMCO Total Return Fund Admin	4,442,658	4,442,658	—	—
Small Cap Opportunities Fund	3,364,460	3,364,460	—	—
Stable Return Fund N60	12,056,787	—	12,056,787	—
T. Rowe Price Blue Chip Growth	3,601,613	3,601,613	—	—
Vanguard Target Retirement Fund	206,375	206,375	—	—
Vanguard Target Retirement 2010	37,381	37,381	—	—
Vanguard Target Retirement 2015	369,863	369,863	—	—
Vanguard Target Retirement 2020	339,415	339,415	—	—
Vanguard Target Retirement 2025	388,372	388,372	—	—
Vanguard Target Retirement 2030	702,199	702,199	—	—
Vanguard Target Retirement 2035	483,600	483,600	—	—
Vanguard Target Retirement 2040	336,433	336,433	—	—
Vanguard Target Retirement 2045	179,913	179,913	—	—
Vanguard Target Retirement 2050	144,712	144,712	—	—
	$ 43,128,596	30,072,684	13,055,912	—

(8) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2013 and 2012 was 1.36% and 0.94%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2013 and 2012. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at

(Continued)

December 31, 2013 and 2012 was 1.52% and 1.95%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2013 and 2012, respectively.

As described in note 2(c), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

(9) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion 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.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

(Continued)

(10) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

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

December 31, 2013

	Units	Fair value
Investments:		
American Europacific Growth Fund	74,308	$ 3,580,160
DFA Emerging Markets Core Equity Fund	10,780	209,782
MFS Value Fund	96,999	3,211,650
Oakmark Equity and Income	192,963	6,300,235
PIMCO Total Return Fund Admin	17	185
PIMCO Total Return Fund Inst	247,113	2,641,636
* Small Cap Opportunities Fund	122,647	4,560,010
* Stable Return Fund N60	262,223	12,579,285
T. Rowe Price Blue Chip Growth	75,572	4,858,524
Vanguard 500 Index Fund	40,885	5,753,324
Vanguard Midcap Index Fund	37,272	1,601,930
Vanguard Target Retirement Fund	31,245	390,565
Vanguard Target Retirement 2010	5,722	146,394
Vanguard Target Retirement 2015	32,452	479,319
Vanguard Target Retirement 2020	20,374	552,342
Vanguard Target Retirement 2025	49,224	775,279
Vanguard Target Retirement 2030	36,979	1,022,106
Vanguard Target Retirement 2035	34,509	585,965
Vanguard Target Retirement 2040	22,542	638,384
Vanguard Target Retirement 2045	18,879	335,297
Vanguard Target Retirement 2050	12,305	346,876
Vanguard Small Cap Index Fund	1,377	65,415
Total investments at fair value		50,634,663
* Notes receivable from participants at amortized cost (interest rates from 5.25% to 9.50%, and maturity dates through August 7, 2031)		2,061,199
Total investments and notes receivable		$ 52,695,862

* Represents a party-in-interest investment

See accompanying independent auditors' report.

KPMG



VI
RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

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RETIREMENT PLAN

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Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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) 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 notes 6, 7, and 8 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian 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 the Custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matter

The supplemental schedule H, line 4i – 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 the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this 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 Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 13, 2014

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2013 and 2012

	2013	2012
Investments at fair value	$ 50,634,663	43,128,596
Notes receivable from participants	2,061,199	2,160,298
Contributions receivable:		
Employer	—	1,854,971
Employee	1,114	—
Total contributions receivable	1,114	1,854,971
Net assets available for plan benefits	52,696,976	47,143,865
Adjustment from fair value to contract value for investment in guaranteed interest fund	(95,383)	(339,972)
Net assets available for plan benefits	$ 52,601,593	46,803,893

See accompanying notes to financial statements.

VI
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributable to:		
Interest and dividend income	$ 476,294	579,585
Net appreciation in fair value of investments	7,339,916	3,689,981
Contributions:		
Participants	3,827,113	3,481,184
Employer's	2,306,320	1,991,605
Rollovers	136,410	51,178
Total additions	14,086,053	9,793,533
Deductions to net assets attributable to:		
Benefits paid to participants, distributions, and withdrawals	8,207,923	14,569,300
Administrative expenses	80,430	91,437
Total deductions	8,288,353	14,660,737
Net increase (decrease) in net assets available for plan benefits	5,797,700	(4,867,204)
Net assets available for plan benefits:		
Beginning of year	46,803,893	51,671,097
End of year	$ 52,601,593	46,803,893

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Vi Retirement Plan (the Plan) (formerly known as the Classic Residence by Hyatt Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was adopted on January 1, 1990.

(a) General

The Plan is a defined contribution plan sponsored by Classic Residence Management Limited Partnership and affiliated participating corporations (the Plan Sponsor) and covers substantially all employees who have attained age 21 and completed two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, certain affiliated operating communities of Classic Residence Management Limited Partnership entered into a purchase agreement to sell certain assets and liabilities to an unrelated party. Of the nine affiliated communities, eight closed on the sale during 2011 and one closed on the sale during 2012. As a result of this sale, the participants from the nine affiliates that were sold became fully vested in employer-matching contributions.

(b) Payment of Benefits

In the event of a participant's termination of employment by reason of voluntary or involuntary severance of employment, death, disability, or retirement, the participant shall be immediately entitled to their benefits under the Plan.

(c) Vesting of Benefits

Participants are immediately vested in their contributions, qualified nonelective contributions, and rollover account balances plus actual earnings thereon. Effective January 1, 2007, employer-matching contributions become 100% vested after three years of service. Prior to completion of three years of service, employer-matching contributions are 0% vested.

Effective January 1, 2013, the three year vesting period no longer applies to the employer-matching contributions that are made for 2013 employee contributions, and the new employer-matching contributions become 100% vested immediately. The three year vesting period will still apply to the employer-match for plan years prior to 2013.

Forfeitures are applied to reduce Company contributions to the Plan. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $64,731 and $72,211, respectively. Forfeitures used to reduce employer contributions were $0 and $49,359 in 2013 and 2012, respectively.

(d) Contributions and Funding Policy

Eligible participants can enroll in the Plan once age and service requirements are met. Plan participants may contribute up to 25% of pretax annual compensation, as defined in the Plan, or the Internal Revenue Service (IRS) limits of their compensation for each regular pay period. The percentage election is made at the time of enrollment into the Plan, but may be changed or

(Continued)

discontinued at any time. Prior to January 1, 2005, employer-matching contributions were equal to 50% of the first 3% of an employee's elective contribution and employer discretionary contributions were 3% of eligible participant compensation. Effective January 1, 2005, employer-matching contributions are equal to 100% of the first 4% of an employee's elective contribution. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the employer matches each participant's contribution in an amount equal to 50% of the participant's deferral. Effective January 1, 2005, discretionary contributions are no longer allowed under the provisions of the Plan.

In 2012 and prior years, employer-matching contributions were funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan increased the frequency of the employer-matching contribution from an annual match to a per pay period match with the employer matching contributions being funded concurrently with remittance of employee deferrals to the Plan.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the employers' contributions and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers multiple investment options for participants, including mutual funds, money market funds, and fixed income funds.

(f) 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 account balance. Loan terms range from one to five years, with the exception of real estate loans, which may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates on participant loans range from 5.25% to 9.50% at December 31, 2013 and 2012. Principal and interest are paid ratably through monthly payroll deductions and are credited to participants' accounts at that time. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(g) Administrative Expenses

Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2013 and 2012 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and the disclosure of contingent assets and liabilities. Estimates also affect the reported amount of increases and decreases to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(d) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan has evaluated subsequent events through October 13, 2014, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The Plan Sponsor has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The amounts representing the fair and contract value of the Plan's investments, loans receivable, interest and dividends,

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and net appreciation or deprecation in fair value of investments included in the accompanying financial statements and supplemental schedule were provided and certified by Plan's Custodian, Wells Fargo Trust Operations as of December 31, 2013 and 2012 and for the year ended December 31, 2013, as being complete and accurate.

Certain plan investments are shares of mutual funds managed by Wells Fargo Trust Operations; therefore, these transactions qualify as party-in-interest transactions.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2013 and 2012 were $80,430 and $91,437, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2013 and 2012:

	2013	2012
Mutual funds:		
T. Rowe Price Blue Chip Growth	$ 4,858,524	3,601,613
Dreyfus Appreciation Fund	—	2,630,846
Small Cap Opportunities Fund	4,560,010	3,364,460
Stable Return Fund N60	12,579,285	12,056,787
American Europacific Growth Fund	3,580,160	3,033,269
PIMCO Total Return	2,641,636	4,442,658
Oakmark Equity and Income	6,300,235	5,337,455
MFS Value Fund	3,211,650	2,402,436
Vanguard 500 Index Fund	5,753,324	—

The net appreciation in fair value of investments during 2013 and 2012 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Fair Value Measurements

The Plan applies the provisions of ASC Subtopic 820-10, *Fair Value Measurements and Disclosures – Overall,* for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to

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unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access the measurement date.

Level 2 – inputs are observable inputs to the valuation methodology other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – inputs to the valuation methodology are unobservable and significant inputs for the asset or liability.

The Plan recognizes transfers between levels of the hierarchy on the date of transfer. No transfers were noted for the year ended December 31, 2013.

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

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

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Net assets available for benefits:				
American Europacific Growth Fund	$ 3,580,160	3,580,160	—	—
DFA Emerging Markets Core Equity Fund	209,782	209,782	—	—
MFS Value Fund	3,211,650	3,211,650	—	—
Oakmark Equity and Income	6,300,235	6,300,235	—	—
PIMCO Total Return Fund Admin	185	185	—	—
PIMCO Total Return Fund Inst	2,641,636	2,641,636	—	—
Small Cap Opportunities Fund	4,560,010	4,560,010	—	—
Stable Return Fund N60	12,579,285	—	12,579,285	—
T. Rowe Price Blue Chip Growth	4,858,524	4,858,524	—	—
Vanguard 500 Index Fund	5,753,324	5,753,324	—	—
Vanguard Midcap Index Fund	1,601,930	1,601,930	—	—
Vanguard Target Retirement Fund	390,565	390,565	—	—
Vanguard Target Retirement 2010	146,394	146,394	—	—
Vanguard Target Retirement 2015	479,319	479,319	—	—
Vanguard Target Retirement 2020	552,342	552,342	—	—
Vanguard Target Retirement 2025	775,279	775,279	—	—
Vanguard Target Retirement 2030	1,022,106	1,022,106	—	—
Vanguard Target Retirement 2035	585,965	585,965	—	—
Vanguard Target Retirement 2040	638,384	638,384	—	—
Vanguard Target Retirement 2045	335,297	335,297	—	—
Vanguard Target Retirement 2050	346,876	346,876	—	—
Vanguard Small Cap Index Fund	65,415	65,415	—	—
	$ 50,634,663	38,055,378	12,579,285	—

(Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Net assets available for benefits:				
Advantage Index Fund	$ 1,910,185	1,910,185	—	—
American Europacific Growth Fund	3,033,269	3,033,269	—	—
Artisan Emerging Markets Advantage Fund	161,499	161,499	—	—
Collective S&P Midcap Index	999,125	—	999,125	—
Dreyfus Appreciation Fund	2,630,846	2,630,846	—	—
MFS Value Fund	2,402,436	2,402,436	—	—
Oakmark Equity and Income	5,337,455	5,337,455	—	—
PIMCO Total Return Fund Admin	4,442,658	4,442,658	—	—
Small Cap Opportunities Fund	3,364,460	3,364,460	—	—
Stable Return Fund N60	12,056,787	—	12,056,787	—
T. Rowe Price Blue Chip Growth	3,601,613	3,601,613	—	—
Vanguard Target Retirement Fund	206,375	206,375	—	—
Vanguard Target Retirement 2010	37,381	37,381	—	—
Vanguard Target Retirement 2015	369,863	369,863	—	—
Vanguard Target Retirement 2020	339,415	339,415	—	—
Vanguard Target Retirement 2025	388,372	388,372	—	—
Vanguard Target Retirement 2030	702,199	702,199	—	—
Vanguard Target Retirement 2035	483,600	483,600	—	—
Vanguard Target Retirement 2040	336,433	336,433	—	—
Vanguard Target Retirement 2045	179,913	179,913	—	—
Vanguard Target Retirement 2050	144,712	144,712	—	—
	$ 43,128,596	30,072,684	13,055,912	—

(8) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2013 and 2012 was 1.36% and 0.94%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2013 and 2012. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at

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December 31, 2013 and 2012 was 1.52% and 1.95%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2013 and 2012, respectively.

As described in note 2(c), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

(9) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion 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.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

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(10) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

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

December 31, 2013

	Units	Fair value
Investments:		
American Europacific Growth Fund	74,308	$ 3,580,160
DFA Emerging Markets Core Equity Fund	10,780	209,782
MFS Value Fund	96,999	3,211,650
Oakmark Equity and Income	192,963	6,300,235
PIMCO Total Return Fund Admin	17	185
PIMCO Total Return Fund Inst	247,113	2,641,636
* Small Cap Opportunities Fund	122,647	4,560,010
* Stable Return Fund N60	262,223	12,579,285
T. Rowe Price Blue Chip Growth	75,572	4,858,524
Vanguard 500 Index Fund	40,885	5,753,324
Vanguard Midcap Index Fund	37,272	1,601,930
Vanguard Target Retirement Fund	31,245	390,565
Vanguard Target Retirement 2010	5,722	146,394
Vanguard Target Retirement 2015	32,452	479,319
Vanguard Target Retirement 2020	20,374	552,342
Vanguard Target Retirement 2025	49,224	775,279
Vanguard Target Retirement 2030	36,979	1,022,106
Vanguard Target Retirement 2035	34,509	585,965
Vanguard Target Retirement 2040	22,542	638,384
Vanguard Target Retirement 2045	18,879	335,297
Vanguard Target Retirement 2050	12,305	346,876
Vanguard Small Cap Index Fund	1,377	65,415
Total investments at fair value		50,634,663
* Notes receivable from participants at amortized cost (interest rates from 5.25% to 9.50%, and maturity dates through August 7, 2031)		2,061,199
Total investments and notes receivable		$ 52,695,862

* Represents a party-in-interest investment

See accompanying independent auditors' report.