

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan <u>EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1984</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>34-1139972</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>330-425-8333</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>561900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1984</u>		2b Employer Identification Number (EIN) <u>34-1139972</u>		2c Sponsor's telephone number <u>330-425-8333</u>		2d Business code (see instructions) <u>561900</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>01/01/1984</u>											
2b Employer Identification Number (EIN) <u>34-1139972</u>											
2c Sponsor's telephone number <u>330-425-8333</u>											
2d Business code (see instructions) <u>561900</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EXPERIENT INC.</u> <u>2500 ENTERPRISE PARKWAY EAST</u> <u>TWINSBURG, OH 44087</u>											

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

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address JACKIE RICHARDS, EXPERIENT		3b Administrator's EIN 34-1139972
		3c Administrator's telephone number 740-881-5580
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	696
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	594
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	135
d Subtotal. Add lines 6a , 6b , and 6c	6d	729
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	2
f Total. Add lines 6d and 6e	6f	731
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	657
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	42
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 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 EXPERIENT INC.	D Employer Identification Number (EIN) 34-1139972	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 59 60 62 63 72	RECORDKEEPER	6675	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

(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
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(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:

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
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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
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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
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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 EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 EXPERIENT INC.		D Employer Identification Number (EIN) 34-1139972

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	50	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	-52572	726
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	575675	651100
(9) Value of interest in common/collective trusts	1c(9)	3275525	3415063
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24305702	30754285
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	28104380	34821174

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	28104380	34821174
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	674703	
(B) Participants	2a(1)(B)	2162436	
(C) Others (including rollovers)	2a(1)(C)	208992	
(2) Noncash contributions	2a(2)	0	3046131
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	27209
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	27209	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		27209
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1391047
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1391047	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1391047
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		37610
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4710959
c Other income.....	2c		9337
d Total income. Add all income amounts in column (b) and enter total.....	2d		9222293

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2486937	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2486937
f Corrective distributions (see instructions).....	2f		1911
g Certain deemed distributions of participant loans (see instructions).....	2g		9976
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	6675	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6675
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2505499

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6716794
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: BROWN SMITH WALLACE, LLC

(2) EIN: 43-1001367

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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 <u>EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EXPERIENT INC.</u>	D Employer Identification Number (EIN) <u>34-1139972</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

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): _____

**EXPERIENT 401(k) SAVINGS AND
RETIREMENT PLAN**

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2013

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

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- * The other schedules required by Department of Labor Regulations are omitted because of the absence of conditions under which they are required.

Independent Auditor's Report

To the Participants and Investment Committee of
Experient 401(k) Savings and Retirement Plan
Twinsburg, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Experient 401(k) Savings and Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph we do not express an opinion on the supplemental schedule referred to above.

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

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

A handwritten signature in cursive script that reads "Brown Smith Wallace, L.L.C.".

St. Louis, Missouri
October 10, 2014

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

(See Independent Auditor's Report)

	2013	2012
ASSETS		
Investments, at fair value		
Interest-bearing cash	\$ 726	\$ 776
Mutual funds	30,754,285	24,305,703
Common collective trust	3,442,146	3,370,659
Total investments	34,197,157	27,677,138
Receivables		
Notes receivable from participants	651,100	568,689
Total receivables	651,100	568,689
Total assets	34,848,257	28,245,827
LIABILITIES		
Excess deferrals	-	2,322
Total liabilities	-	2,322
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	34,848,257	28,243,505
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(27,083)	(95,134)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 34,821,174	\$ 28,148,371

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

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

(See Independent Auditor's Report)

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 4,715,032	\$ 2,015,071
Interest and dividends	1,390,932	705,569
Total investment income	6,105,964	2,720,640
Contributions:		
Participants	2,127,605	2,068,902
Employer	663,222	642,408
Rollover contributions	208,992	35,471
Total contributions	2,999,819	2,746,781
Interest income on notes receivable from participants	27,209	23,434
Total additions	9,132,992	5,490,855
Deductions from net assets attributed to:		
Benefits paid to participants	2,453,514	2,261,153
Administrative expenses	6,675	6,175
Total deductions	2,460,189	2,267,328
Change in net assets available for benefits	6,672,803	3,223,527
Net assets available for benefits at beginning of year	28,148,371	24,924,844
Net assets available for benefits at end of year	\$ 34,821,174	\$ 28,148,371

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(1) Description of the Plan

The following description of Experient 401(k) Savings and Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA). It covers substantially all employees of Experient, Inc. (Plan Sponsor or Company), except those who are nonresident aliens or whose collective bargaining agreement precludes participation. Employees who are eligible to participate in the Plan may do so upon the completion of three months of service with the Company.

Administration of the Plan

The trustee holds the Plan's investment assets and executes investment transactions as directed by the participants.

Eligibility

Each employee of the Company becomes eligible for participation in the Plan as outlined above. Participants are permitted to enroll at any time and their deferral will be effective on the first of the month following eligibility. If they do not elect otherwise, they will be automatically enrolled at a 3% pre-tax deferral rate into their age appropriate target date goal manager fund.

Contributions

Participants can voluntarily contribute up to 25% of pre-tax annual compensation subject to the Internal Revenue Code (IRC) limits, as defined in the Plan. Participants who have attained age 50 by the end of the Plan year may also make catch up contributions, subject to IRC limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct their contributions into various investment options offered by the Plan. The Plan currently offers a collective trust and various mutual funds as investment options for participants. Participants may change their deferral percentage contribution at monthly intervals throughout the Plan year. Investment election changes can be made at any time. At its discretion, the Company may make a matching contribution to the Plan in an amount up to 50% of 5% of eligible compensation per pay period. This matching was performed for all of 2013 and 2012. An additional discretionary Company contribution may be made annually based on overall performance of the Company, but was not made in the current or prior year.

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting of amounts related to employer matching contributions is based on vesting years of service. Non vested amounts are forfeited if an employee terminates prior to fully vesting.

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(1) The Plan (Continued)

Vesting (Continued)

Plan participants acquire vested nonforfeitable interests in the Company's contributions including actual earnings thereon, according to the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

The maximum amount a participant may borrow is the lesser of 50% of the vested portion of their account balance or \$50,000 at the time of the loan application, reduced by the excess of the highest outstanding loan balance during the preceding one-year period ending on the day before the date on which the loan is made over the outstanding loan balance from the Plan on the date the loan was made. Principal and interest are paid ratably through payroll deductions. The interest rate charged to participants is equal to the prime rate plus 1.0% on the first business day in the month in which the loan is issued.

Forfeited Accounts

At December 31, 2013 and 2012 forfeited nonvested participant accounts totaled \$61,955 and \$35,033, respectively. Forfeited nonvested accounts are first used to reduce future employer contributions. Any remaining forfeitures will be used to offset Plan administration expenses. Finally, any remaining forfeitures may be allocated in the succeeding Plan year to participants, as defined in the Plan Agreement. There were no use of forfeitures during 2013 or 2012.

Payment of Benefits

Under the terms of the Plan, participants or their designated beneficiaries are entitled to receive their accounts upon death, permanent disability, retirement, or other termination of employment with the Company. In addition, an in-service withdrawal may be taken after age 59½. In addition, participants may receive distributions under circumstances of financial hardship, as defined in the Plan agreement. Benefit payments are generally made in a lump-sum amount but there is an option for installment payments.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are presented on the accrual basis of accounting, except benefit payments, which are recorded when paid.

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(2) Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

The Plan also invests in mutual fund securities that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Recordkeeping fees and certain other administrative expenses are paid by the Company.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to contributions. The Plan distributed all 2012 excess contributions to the applicable participants prior to March 15, 2013. There were no excess contributions relating to the 2013 plan year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. While every effort is made to ensure the integrity of such estimates, including the use of third-party specialists where appropriate, actual results could differ from those estimates.

Notes Receivable from Participants

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(2) Summary of Significant Accounting Policies (Continued)

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2014, the date the financial statements were available to be issued.

(3) Investments

The following table presents the carrying value of investments that represent five percent or more of the Plan's net assets at December 31:

	<u>2013</u>	<u>2012</u>
Perkins Mid Cap Value Fund Class A	\$2,184,194	\$1,510,818
JP Morgan International Value Fund	2,098,334	1,727,736
BlackRock Global Allocation Fund Class A	2,643,202	2,542,732
PIMCO Total Return Fund Class A	2,189,510	2,187,096
BlackRock S&P 500 Index I	**	1,993,077
Allianz GI NFJ Small Cap Value Class A	2,213,364	1,717,858
Oppenheimer Global Opportunities Fund Class A	2,744,703	2,114,714
JP Morgan U.S. Equity Fund Class A	2,419,356	1,869,249
Eaton Vance Atlanta Capital SMID-Cap Fund	2,008,642	**
Mainstay Large Cap Growth R2	2,584,369	2,015,411
SunAmerica Focused Dividends Strategy A	1,715,835	1,035,670
BlackRock S&P 500 Stock Fund I	2,843,326	**
Wells Fargo Stable Value Class K	3,415,063*	3,275,525*

* Represents contract value of investment.

** Investment did not exceed 5% threshold for the Plan Year.

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 4,677,422	\$ 1,969,615
Common collective trust	37,610	45,456
	<u>\$ 4,715,032</u>	<u>\$ 2,015,071</u>

(4) Fair Value Measurements

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(4) Fair Value Measurements (Continued)

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other mean.

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 to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Interest Bearing Cash: Valued using amortized cost which approximates fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective trust fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(4) Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

Investments at Fair Value As of December 31, 2013

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$21,356,922	\$ -	\$ -	\$21,356,922
Fixed income funds	3,499,748	-	-	3,499,748
Allocation funds	5,897,615	-	-	5,897,615
Collective trust	-	3,442,146	-	3,442,146
Interest-bearing cash	726	-	-	726
Total	\$30,755,011	\$ 3,442,146	\$ -	\$34,197,157

Investments at Fair Value As of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$15,966,971	\$ -	\$ -	\$15,966,971
Fixed income funds	3,318,834	-	-	3,318,834
Allocation funds	5,019,898	-	-	5,019,898
Collective trust	-	3,370,659	-	3,370,659
Interest-bearing cash	776	-	-	776
Total	\$24,306,479	\$ 3,370,659	\$ -	\$27,677,138

The following tables set forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

		2013		
		Fair Value	Unfunded commitment	Redemption frequency
				Redemption notice period
Investment				
Collective trust (a)	\$ 3,442,146	\$ -	Daily	None

		2012		
		Fair Value	Unfunded commitment	Redemption frequency
				Redemption notice period
Investment				
Collective trust (a)	\$ 3,370,659	\$ -	Daily	None

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(4) Fair Value Measurements (Continued)

(a) This class includes the Wells Fargo Stable Value Fund K (the Fund) which seeks to provide investors with a moderate level of stable income without principal volatility. The Fund is entirely invested in the Wells Fargo Stable Return Fund G which pursues the objective through active management of a diversified portfolio of investment contracts issued by selected high quality insurance companies and financial institutions. Generally, 95% of the investments are comprised of guaranteed investment contracts issued by insurance companies.

(5) Tax Status

The Internal Revenue Service issued the Plan's latest determination letter on March 31, 2008, which stated that the Plan and its underlying trust qualify under the applicable provisions of the Internal Revenue Code ("IRC") and are, therefore, exempt from federal income taxes. The Plan has subsequently been amended. However, in the opinion of the Plan Administrator, the Plan and its underlying trust are currently designed and operated within the terms of the Plan and remain qualified under the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

(6) Related-Party Transactions

Certain Plan investments are units of a common collective trust fund and shares of mutual funds managed by affiliates of Bank of America, N.A., the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Management fees for these funds are paid by the respective funds and reduce the return earned on the funds. Trustee fees for administering the Plan are paid by the Company.

(7) Information Certified by Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification from the trustee, Bank of America, N.A., that all of the information provided by them is complete and accurate. Information as to investments, income from investments, all information provided in the accompanying financial statements and supplemental schedule, and in Notes 3 and 4 are presented in reliance solely upon the certification.

(8) Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provision of ERISA. In such event, participants will become 100% vested in their accounts.

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements for the years ended December 31, 2013 and 2012 to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$34,821,174	\$28,148,371
Trade date to settlement date conversion	-	(46,313)
Corrective distributions payable	<u>-</u>	<u>2,322</u>
Net assets available for benefits per the Form 5500	<u>\$34,821,174</u>	<u>\$28,104,380</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to the Form 5500:

Change in net assets available for benefits per the financial statements	\$ 6,672,803
Prior year trade date to settlement date conversion	46,313
Prior year corrective distribution payable	<u>(2,322)</u>
Change in net assets available for benefits per the Form 5500	<u>\$ 6,716,794</u>

Supplemental Schedule

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

EIN#34-1139972 PLAN 002

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

December 31, 2013

(See Independent Auditor's Report)

a) b)	Identity of Issuer Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, c) Collateral, Par, or Maturity Value d)	Cost	e) Current Value
	Cash	Cash	\$ 776	\$ 726
***	Wells Fargo Stable Value Class K	Collective Trust	**	3,415,063
	The Oakmark Equity & Income Fund Class II	Mutual Fund	**	509,710
	Janus Overseas Fund Class A	Mutual Fund	**	1,011,744
	Perkins Mid Cap Value Fund Class A	Mutual Fund	**	2,184,194
	JP Morgan International Value Fund	Mutual Fund	**	2,098,334
	JP Morgan U.S. Equity Fund Class A	Mutual Fund	**	2,419,356
	Eaton Vance Atlanta Capital SMID-Cap Fund	Mutual Fund	**	2,008,642
	Mainstay Large Cap Growth R2	Mutual Fund	**	2,584,369
	Sentinel Small Company Fund A	Mutual Fund	**	285,653
	MFS Growth Fund Class A	Mutual Fund	**	186,166
	BlackRock Global Allocation Fund Class A	Mutual Fund	**	2,643,202
	Loomis Sayles Strategic Income A	Mutual Fund	**	360,370
	Oppenheimer Dev Markets Fund Class A	Mutual Fund	**	571,421
	MFS Core Equity Fund A	Mutual Fund	**	1,234,518
	PIMCO Total Return Fund Class A	Mutual Fund	**	2,189,510
	BlackRock S&P 500 Stock Fund I	Mutual Fund	**	2,843,326
	Allianz GI NFJ Small Cap Value Fund Class A	Mutual Fund	**	2,213,364
	Sunamerica Focused Dividend Strategy A	Mutual Fund	**	1,715,835
	MFS Government Securities Fund	Mutual Fund	**	949,868
	Oppenheimer Global Opportunities Fund Class A	Mutual Fund	**	2,744,703
				34,170,074
*	Notes receivable from participants	Interest rates 4.25% to 9.50%; maturing through December 2018	-	651,100
				<u>\$ 34,821,174</u>

* Indicates party-in-interest to the Plan.

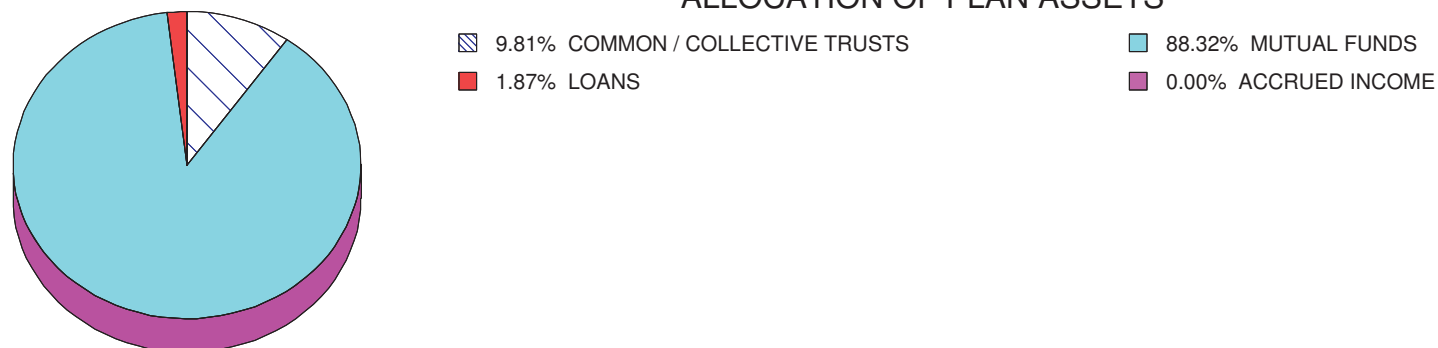
** Indicates participant-directed investment.

*** Indicates investment recorded at contract value.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

EXPERIENT, INC. 401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
WELLS FARGO STABLE VALUE CL K	32,686.2813	104.480	3,310,892.23	3,415,062.67	9.81%
<u>MUTUAL FUNDS</u>					
THE OAKMARK EQ & INC FD CL II	15,688.2205	32.490	419,240.90	509,710.28	1.46%
JANUS OVERSEAS FD CL A	27,403.6847	36.920	1,062,676.17	1,011,744.04	2.91%
PERKINS MID CAP VALUE FD CL A	93,541.5019	23.350	2,034,490.95	2,184,194.07	6.27%
JP MORGAN INTERNATIONAL VALUE	138,870.5730	15.110	1,806,805.81	2,098,334.36	6.03%
JP MORGAN US EQUITY FD CL A	171,951.3780	14.070	1,921,348.45	2,419,355.89	6.95%
EATON VANCE ATLANTA CPTL SMD	87,484.3896	22.960	1,444,712.74	2,008,641.59	5.77%
MAINSTAY LRG CAP GRWTH R2	256,640.3818	10.070	1,997,731.25	2,584,368.64	7.42%
BLACKROCK S&P 500 STOCK FUND I	12,809.5028	221.970	2,082,009.32	2,843,325.34	8.17%

Balances include pending activity

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2013 - 12/31/2013

EXPERIENT, INC. 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
SENTINEL SMALL COMPANY FD A	41,219.7893	6.930	294,059.63	285,653.14	0.82%
MFS GROWTH FUND CL A	2,846.1439	65.410	89,071.20	186,166.27	0.53%
BLACKROCK GLOBAL ALLOC A	123,919.4531	21.330	2,183,603.42	2,643,201.93	7.59%
LOOMIS SAYLES STRATEGIC INCM A	22,027.5260	16.360	331,229.46	360,370.33	1.03%
OPPENHEIMER DEV MKTS FD CL A	15,029.4938	38.020	511,305.16	571,421.35	1.64%
MFS CORE EQUITY FD A	45,824.7155	26.940	935,916.38	1,234,517.84	3.55%
PIMCO TOTAL RETURN FUND CL A	204,818.5655	10.690	2,224,265.09	2,189,510.47	6.29%
ALLIANZGI NFJ SMALL-CAP VAL A	66,748.0078	33.160	1,933,455.37	2,213,363.94	6.36%
SUNAMERICA FOCUSED DIV STRG A	100,048.6688	17.150	1,397,282.69	1,715,834.67	4.93%
MFS GOVERNMENT SECS	95,752.8112	9.920	979,170.52	949,867.89	2.73%
OPPENHEIMER GLOBAL OPPOR A	66,699.9422	41.150	1,914,891.10	2,744,702.62	7.88%
TOTAL MUTUAL FUNDS			25,563,265.61	30,754,284.66	88.32%
<u>LOANS</u>					
LOAN FUND	651,099.6500	1.000	651,099.65	651,099.65	1.87%
INVESTMENT TOTAL			29,525,257.49	34,820,446.98	100.00%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

EXPERIENT, INC. 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			726.36	726.36	0.00%
TOTAL ASSETS			29,525,983.85	34,821,173.34	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity

**EXPERIENT 401(k) SAVINGS AND
RETIREMENT PLAN**

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2013

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

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- * The other schedules required by Department of Labor Regulations are omitted because of the absence of conditions under which they are required.

Independent Auditor's Report

To the Participants and Investment Committee of
Experient 401(k) Savings and Retirement Plan
Twinsburg, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Experient 401(k) Savings and Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph we do not express an opinion on the supplemental schedule referred to above.

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

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

A handwritten signature in cursive script that reads "Brown Smith Wallace, L.L.C.".

St. Louis, Missouri
October 10, 2014

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

(See Independent Auditor's Report)

	2013	2012
ASSETS		
Investments, at fair value		
Interest-bearing cash	\$ 726	\$ 776
Mutual funds	30,754,285	24,305,703
Common collective trust	3,442,146	3,370,659
Total investments	34,197,157	27,677,138
Receivables		
Notes receivable from participants	651,100	568,689
Total receivables	651,100	568,689
Total assets	34,848,257	28,245,827
LIABILITIES		
Excess deferrals	-	2,322
Total liabilities	-	2,322
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	34,848,257	28,243,505
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(27,083)	(95,134)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 34,821,174	\$ 28,148,371

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

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

(See Independent Auditor's Report)

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 4,715,032	\$ 2,015,071
Interest and dividends	1,390,932	705,569
Total investment income	6,105,964	2,720,640
Contributions:		
Participants	2,127,605	2,068,902
Employer	663,222	642,408
Rollover contributions	208,992	35,471
Total contributions	2,999,819	2,746,781
Interest income on notes receivable from participants	27,209	23,434
Total additions	9,132,992	5,490,855
Deductions from net assets attributed to:		
Benefits paid to participants	2,453,514	2,261,153
Administrative expenses	6,675	6,175
Total deductions	2,460,189	2,267,328
Change in net assets available for benefits	6,672,803	3,223,527
Net assets available for benefits at beginning of year	28,148,371	24,924,844
Net assets available for benefits at end of year	\$ 34,821,174	\$ 28,148,371

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(1) Description of the Plan

The following description of Experient 401(k) Savings and Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA). It covers substantially all employees of Experient, Inc. (Plan Sponsor or Company), except those who are nonresident aliens or whose collective bargaining agreement precludes participation. Employees who are eligible to participate in the Plan may do so upon the completion of three months of service with the Company.

Administration of the Plan

The trustee holds the Plan's investment assets and executes investment transactions as directed by the participants.

Eligibility

Each employee of the Company becomes eligible for participation in the Plan as outlined above. Participants are permitted to enroll at any time and their deferral will be effective on the first of the month following eligibility. If they do not elect otherwise, they will be automatically enrolled at a 3% pre-tax deferral rate into their age appropriate target date goal manager fund.

Contributions

Participants can voluntarily contribute up to 25% of pre-tax annual compensation subject to the Internal Revenue Code (IRC) limits, as defined in the Plan. Participants who have attained age 50 by the end of the Plan year may also make catch up contributions, subject to IRC limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct their contributions into various investment options offered by the Plan. The Plan currently offers a collective trust and various mutual funds as investment options for participants. Participants may change their deferral percentage contribution at monthly intervals throughout the Plan year. Investment election changes can be made at any time. At its discretion, the Company may make a matching contribution to the Plan in an amount up to 50% of 5% of eligible compensation per pay period. This matching was performed for all of 2013 and 2012. An additional discretionary Company contribution may be made annually based on overall performance of the Company, but was not made in the current or prior year.

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting of amounts related to employer matching contributions is based on vesting years of service. Non vested amounts are forfeited if an employee terminates prior to fully vesting.

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(1) The Plan (Continued)

Vesting (Continued)

Plan participants acquire vested nonforfeitable interests in the Company's contributions including actual earnings thereon, according to the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

The maximum amount a participant may borrow is the lesser of 50% of the vested portion of their account balance or \$50,000 at the time of the loan application, reduced by the excess of the highest outstanding loan balance during the preceding one-year period ending on the day before the date on which the loan is made over the outstanding loan balance from the Plan on the date the loan was made. Principal and interest are paid ratably through payroll deductions. The interest rate charged to participants is equal to the prime rate plus 1.0% on the first business day in the month in which the loan is issued.

Forfeited Accounts

At December 31, 2013 and 2012 forfeited nonvested participant accounts totaled \$61,955 and \$35,033, respectively. Forfeited nonvested accounts are first used to reduce future employer contributions. Any remaining forfeitures will be used to offset Plan administration expenses. Finally, any remaining forfeitures may be allocated in the succeeding Plan year to participants, as defined in the Plan Agreement. There were no use of forfeitures during 2013 or 2012.

Payment of Benefits

Under the terms of the Plan, participants or their designated beneficiaries are entitled to receive their accounts upon death, permanent disability, retirement, or other termination of employment with the Company. In addition, an in-service withdrawal may be taken after age 59½. In addition, participants may receive distributions under circumstances of financial hardship, as defined in the Plan agreement. Benefit payments are generally made in a lump-sum amount but there is an option for installment payments.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are presented on the accrual basis of accounting, except benefit payments, which are recorded when paid.

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(2) Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

The Plan also invests in mutual fund securities that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Recordkeeping fees and certain other administrative expenses are paid by the Company.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to contributions. The Plan distributed all 2012 excess contributions to the applicable participants prior to March 15, 2013. There were no excess contributions relating to the 2013 plan year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. While every effort is made to ensure the integrity of such estimates, including the use of third-party specialists where appropriate, actual results could differ from those estimates.

Notes Receivable from Participants

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

EXPERIENT 401(k) SAVINGS AND RETIREMENT PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(See Independent Auditor's Report)

(2) Summary of Significant Accounting Policies (Continued)

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2014, the date the financial statements were available to be issued.

(3) Investments

The following table presents the carrying value of investments that represent five percent or more of the Plan's net assets at December 31:

	<u>2013</u>	<u>2012</u>
Perkins Mid Cap Value Fund Class A	\$2,184,194	\$1,510,818
JP Morgan International Value Fund	2,098,334	1,727,736
BlackRock Global Allocation Fund Class A	2,643,202	2,542,732
PIMCO Total Return Fund Class A	2,189,510	2,187,096
BlackRock S&P 500 Index I	**	1,993,077
Allianz GI NFJ Small Cap Value Class A	2,213,364	1,717,858
Oppenheimer Global Opportunities Fund Class A	2,744,703	2,114,714
JP Morgan U.S. Equity Fund Class A	2,419,356	1,869,249
Eaton Vance Atlanta Capital SMID-Cap Fund	2,008,642	**
Mainstay Large Cap Growth R2	2,584,369	2,015,411
SunAmerica Focused Dividends Strategy A	1,715,835	1,035,670
BlackRock S&P 500 Stock Fund I	2,843,326	**
Wells Fargo Stable Value Class K	3,415,063*	3,275,525*

* Represents contract value of investment.

** Investment did not exceed 5% threshold for the Plan Year.

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 4,677,422	\$ 1,969,615
Common collective trust	37,610	45,456
	<u>\$ 4,715,032</u>	<u>\$ 2,015,071</u>

(4) Fair Value Measurements

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

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(4) Fair Value Measurements (Continued)

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other mean.

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 to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Interest Bearing Cash: Valued using amortized cost which approximates fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective trust fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

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(4) Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

Investments at Fair Value As of December 31, 2013

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$21,356,922	\$ -	\$ -	\$21,356,922
Fixed income funds	3,499,748	-	-	3,499,748
Allocation funds	5,897,615	-	-	5,897,615
Collective trust	-	3,442,146	-	3,442,146
Interest-bearing cash	726	-	-	726
Total	\$30,755,011	\$ 3,442,146	\$ -	\$34,197,157

Investments at Fair Value As of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$15,966,971	\$ -	\$ -	\$15,966,971
Fixed income funds	3,318,834	-	-	3,318,834
Allocation funds	5,019,898	-	-	5,019,898
Collective trust	-	3,370,659	-	3,370,659
Interest-bearing cash	776	-	-	776
Total	\$24,306,479	\$ 3,370,659	\$ -	\$27,677,138

The following tables set forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

		2013		
	Fair Value	Unfunded commitment	Redemption frequency	Redemption notice period
Investment				
Collective trust (a)	\$ 3,442,146	\$ -	Daily	None

		2012		
	Fair Value	Unfunded commitment	Redemption frequency	Redemption notice period
Investment				
Collective trust (a)	\$ 3,370,659	\$ -	Daily	None

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(4) Fair Value Measurements (Continued)

- (a) This class includes the Wells Fargo Stable Value Fund K (the Fund) which seeks to provide investors with a moderate level of stable income without principal volatility. The Fund is entirely invested in the Wells Fargo Stable Return Fund G which pursues the objective through active management of a diversified portfolio of investment contracts issued by selected high quality insurance companies and financial institutions. Generally, 95% of the investments are comprised of guaranteed investment contracts issued by insurance companies.

(5) Tax Status

The Internal Revenue Service issued the Plan's latest determination letter on March 31, 2008, which stated that the Plan and its underlying trust qualify under the applicable provisions of the Internal Revenue Code ("IRC") and are, therefore, exempt from federal income taxes. The Plan has subsequently been amended. However, in the opinion of the Plan Administrator, the Plan and its underlying trust are currently designed and operated within the terms of the Plan and remain qualified under the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

(6) Related-Party Transactions

Certain Plan investments are units of a common collective trust fund and shares of mutual funds managed by affiliates of Bank of America, N.A., the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Management fees for these funds are paid by the respective funds and reduce the return earned on the funds. Trustee fees for administering the Plan are paid by the Company.

(7) Information Certified by Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification from the trustee, Bank of America, N.A., that all of the information provided by them is complete and accurate. Information as to investments, income from investments, all information provided in the accompanying financial statements and supplemental schedule, and in Notes 3 and 4 are presented in reliance solely upon the certification.

(8) Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provision of ERISA. In such event, participants will become 100% vested in their accounts.

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(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements for the years ended December 31, 2013 and 2012 to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$34,821,174	\$28,148,371
Trade date to settlement date conversion	-	(46,313)
Corrective distributions payable	<u>-</u>	<u>2,322</u>
Net assets available for benefits per the Form 5500	<u>\$34,821,174</u>	<u>\$28,104,380</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to the Form 5500:

Change in net assets available for benefits per the financial statements	\$ 6,672,803
Prior year trade date to settlement date conversion	46,313
Prior year corrective distribution payable	<u>(2,322)</u>
Change in net assets available for benefits per the Form 5500	<u>\$ 6,716,794</u>

Supplemental Schedule

EXPERIENT 401(K) SAVINGS AND RETIREMENT PLAN

EIN#34-1139972 PLAN 002

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

December 31, 2013

(See Independent Auditor's Report)

a) b)	Identity of Issuer Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, c) Collateral, Par, or Maturity Value d)	Cost	e) Current Value
	Cash	Cash	\$ 776	\$ 726
***	Wells Fargo Stable Value Class K	Collective Trust	**	3,415,063
	The Oakmark Equity & Income Fund Class II	Mutual Fund	**	509,710
	Janus Overseas Fund Class A	Mutual Fund	**	1,011,744
	Perkins Mid Cap Value Fund Class A	Mutual Fund	**	2,184,194
	JP Morgan International Value Fund	Mutual Fund	**	2,098,334
	JP Morgan U.S. Equity Fund Class A	Mutual Fund	**	2,419,356
	Eaton Vance Atlanta Capital SMID-Cap Fund	Mutual Fund	**	2,008,642
	Mainstay Large Cap Growth R2	Mutual Fund	**	2,584,369
	Sentinel Small Company Fund A	Mutual Fund	**	285,653
	MFS Growth Fund Class A	Mutual Fund	**	186,166
	BlackRock Global Allocation Fund Class A	Mutual Fund	**	2,643,202
	Loomis Sayles Strategic Income A	Mutual Fund	**	360,370
	Oppenheimer Dev Markets Fund Class A	Mutual Fund	**	571,421
	MFS Core Equity Fund A	Mutual Fund	**	1,234,518
	PIMCO Total Return Fund Class A	Mutual Fund	**	2,189,510
	BlackRock S&P 500 Stock Fund I	Mutual Fund	**	2,843,326
	Allianz GI NFJ Small Cap Value Fund Class A	Mutual Fund	**	2,213,364
	Sunamerica Focused Dividend Strategy A	Mutual Fund	**	1,715,835
	MFS Government Securities Fund	Mutual Fund	**	949,868
	Oppenheimer Global Opportunities Fund Class A	Mutual Fund	**	2,744,703
				34,170,074
*	Notes receivable from participants	Interest rates 4.25% to 9.50%; maturing through December 2018	-	651,100
				<u>\$ 34,821,174</u>

* Indicates party-in-interest to the Plan.

** Indicates participant-directed investment.

*** Indicates investment recorded at contract value.