

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>INTERSTATE OPTICAL, INC PROFIT SHARING PLAN & TRUST</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan <u>01/01/1996</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>INTERSTATE OPTICAL COMPANY, INC.</u> <u>680 LINDAIRE LANE</u> <u>MANSFIELD, OH 44906</u>	2b Employer Identification Number (EIN) <u>34-1221229</u>	2c Sponsor's telephone number <u>419-529-6800</u>	
	2d Business code (see instructions) <u>423990</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.	10/15/2014	JOHN R. ART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	170
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	150
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	15
d Subtotal. Add lines 6a , 6b , and 6c		6d	166
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	166
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	117
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K			
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 INTERSTATE OPTICAL, INC PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 INTERSTATE OPTICAL COMPANY, INC.	D Employer Identification Number (EIN) 34-1221229

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)

PINNACLE WEALTH PLANNING SERVICES

6 W. THIRD ST.
SUITE 100
MANSFIELD, OH 44902

(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?
26	NONE	25305	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUMMIT BENEFIT SOLUTIONS, INC.

34-1888990

(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	NONE	14582	Yes ☒ No ☐	Yes ☐ No ☒	1401	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
SUMMIT BENEFIT SOLUTIONS, INC.	15	1401
(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.	
THE BANCORP MASTER DEMAND ACCOUNT 409 SILVERSIDE ROAD, SUITE 105 WILMINGTON, DE 19809	25 BPS FUND PAYMENTS	
(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
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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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>INTERSTATE OPTICAL, INC PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTERSTATE OPTICAL COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>34-1221229</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	13374	15220
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	127582	153454
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	134057	164044
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3432498	4336941
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3707511	4669659

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3707511	4669659
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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)	61893	
(B) Participants	2a(1)(B)	369368	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		431261

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	113	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	6561	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6674

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	103694	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		103694

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	470230	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	439482	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		30748

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		527426
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1099803

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	97768	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		97768
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	25305	
(4) Other.....	2i(4)	14582	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		39887
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		137655

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		962148
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: HOLBROOK & MANTER, CPA'S

(2) EIN: 31-0998651

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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>INTERSTATE OPTICAL, INC PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTERSTATE OPTICAL COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>34-1221229</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
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>27-3169253</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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
FINANCIAL STATEMENTS AND SCHEDULES
DECEMBER 31, 2013 AND 2012

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Interstate Optical Company, Inc. Profit Sharing Plan & Trust
Mansfield, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Interstate Optical Company, Inc. Profit Sharing Plan & Trust, 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 ended December 31, 2013 and 2012, 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 6, which was certified by Mid Atlantic Trust Company, the custodian of the Plan's assets, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

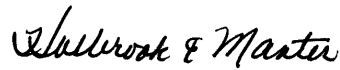
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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

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

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



Certified Public Accountants

Marion, Ohio
October 14, 2014

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012 (MODIFIED CASH BASIS)

ASSETS

	<u>2013</u>	<u>2012</u>
MARKETABLE INVESTMENTS AT FAIR VALUE:-		
Registered investment accounts	\$ 4,336,941	\$ 3,432,498
Interest bearing cash	<u>153,454</u>	<u>127,582</u>
Total investments	<u>4,490,395</u>	<u>3,560,080</u>
RECEIVABLES:-		
Participants loans	164,044	134,057
Employer contribution receivable	<u>15,220</u>	<u>13,374</u>
Total receivables	<u>179,264</u>	<u>147,431</u>
Total net assets available for benefits	<u><u>\$ 4,669,659</u></u>	<u><u>\$ 3,707,511</u></u>

See Accompanying Notes to Financial Statements.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS:-		
Contributions:-		
Employer cash contributions	\$ 61,893	\$ 53,670
Participants cash contributions	<u>369,368</u>	<u>288,083</u>
Total contributions	431,261	341,753
Investment Income:-		
Realized and unrealized gains on participants directed investments	661,868	392,947
Interest on cash	113	183
Interest on participants loans	<u>6,561</u>	<u>5,700</u>
Total investment income	668,542	398,830
Total additions	1,099,803	740,583
DEDUCTIONS:-		
Participants distributions	97,768	169,795
Administrative expenses	<u>39,887</u>	<u>39,286</u>
Total deductions	<u>137,655</u>	<u>209,081</u>
Net increase	962,148	531,502
Net assets available for benefits - beginning of year	<u>3,707,511</u>	<u>3,176,009</u>
Net assets available for benefits - end of year	<u><u>\$ 4,669,659</u></u>	<u><u>\$ 3,707,511</u></u>

See Accompanying Notes to Financial Statements.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 - DESCRIPTION OF THE PLAN:-

The Plan is a defined contribution plan covering all full-time employees of Interstate Optical Company, Inc. (except for key employees as defined in the Plan documents) who have one year of service and are age 19 or older. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions. The Plan is subject to the Employees Retirement Income Security Act of 1974.

Participants are able to contribute to the Plan during each plan year a percentage of their received compensation not to exceed \$17,500, or up to \$23,000 for employees age 50 or older. All amounts contributed by a participant shall be credited to each individual's Participant Contributions Account and shall be fully vested and nonforfeitable at all times.

If the participant meets certain Plan criteria, the Plan Sponsor, Interstate Optical Company, Inc., can make a discretionary matching contribution. For the 2013 and 2012 Plan year, the matching contribution amount has been equal to twenty-five percent of employee contributions up to 6% of the participant's gross wages. The employer matching contributions vest on a graded vesting schedule with 100% vesting after six years of service.

<u>Years of Service</u>	<u>Vesting Percentages</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Upon termination of employment, the Plan participants are entitled to receive their vested contributions. Any non-vested portions of the participant's account will be forfeited to the Plan and may be used to reduce any future Plan Sponsor's contributions to the Plan. The forfeiture account at December 31, 2013 and 2012 was \$239 and \$896, respectively.

Participants have the ability to borrow from their fund accounts a minimum of \$1,000 of their account balance. Loan transactions are treated as a transfer to the investment fund from the Participant Loan Fund. Loans are secured by the balance in the participants account and bear interest based upon the prime rates in the market. Principal and interest are paid ratably by the employee.

Although it has not expressed an intention to do so, the employer has the right under the Plan to alter or amend the Plan in whole or in part, provided that no such change shall in any way affect the vesting rights of the employees under this Plan. Additionally, the employer has the right to terminate the Plan upon which each participant becomes fully vested as of the termination date, regardless of the participant's actual vesting percentage at the date of termination.

The foregoing description of the Plan provides only general information. Employees, their beneficiaries, and advisors should refer to the full Adoption Agreement (or the Summary Plan Description) for a more complete description of the Plan's provision.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:-

The accompanying financial statements and supplemental schedules of Interstate Optical Company, Inc. Profit Sharing Plan & Trust (the Plan) have been prepared on the modified cash basis and present assets available for benefits and changes in those assets. The Plan commenced on January 1, 1996. The significant accounting policies that comprise this basis are:

- a. **Valuation of investments** - Investments are stated at fair market value as of December 31, 2013 and 2012. Market values as determined by Mid Atlantic Trust Company, Plan Custodian, are obtained from various market value quotations. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the fiscal year. Securities not traded on a national securities exchange, if any, are valued by an independent third party. Realized and unrealized gains and losses are reflected in the statements of changes in assets available for benefits.
- b. **Assets held in trust** - Mid Atlantic Trust Company, Plan Custodian, has certified the accuracy and completeness of all assets at December 31, 2013 and 2012, as well as the transactions involving the plan assets for the years ended December 31, 2013 and 2012, and has reported to the Administrator of the Plan, Interstate Optical Company, Inc., the trust fund investment activity and holdings at both cost and current value. The services provided by the Custodian include holding title to and safekeeping of all assets, collecting income, processing corporate actions as well as asset pricing and reporting.
- c. **Notes receivable from participants** - The Plan allows loans to participants in accordance with the Plan document. These loans are reported at the unpaid principal balance plus accrued interest. Loans are deemed distributions by the Plan when they are determined to be in default.
- d. **Administrative expenses** - Administrative expenses are paid by the Plan.
- e. **Contributions** - Contributions are recognized as income in the period earned.
- f. **Pension benefits** - Pension benefits are recognized as deductions when benefits are paid.
- g. **Income** - Interest and dividend income is recognized when received.
- h. **Estimates** - The preparation of financial statements in conformity with the modified cash basis of accounting may require the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.
- i. **Recent Accounting Pronouncements** - In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this update cover a wide range of Topics in the Accounting Standards Codifications, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non-public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 3 - FAIR VALUE MEASUREMENTS:-

Effective January 1, 2009, the Plan adopted the Accounting Standards Codification (ASC) No. 820, Fair Value Measurements. ASC No. 820 establishes a 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 ASC No. 820 are described below:

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 means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs 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 and 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.

Shares of registered investment companies: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Interest bearing cash: Valued at the net asset value ("NAV") of shares held by the plan at year end.

The methods described above may produce a fair value 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.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 3 - FAIR VALUE MEASUREMENTS:- (continued)

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

Assets at Fair Value as of December 31, 2013				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment accounts	\$ 4,336,941	\$ 0	\$ 0	\$ 4,336,941
Interest bearing cash	153,454	0	0	153,454
Total assets at fair value	<u><u>\$ 4,490,395</u></u>	<u><u>\$ 0</u></u>	<u><u>\$ 0</u></u>	<u><u>\$ 4,490,395</u></u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

Assets at Fair Value as of December 31, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment accounts	\$ 3,432,498	\$ 0	\$ 0	\$ 3,432,498
Interest bearing cash	127,582	0	0	127,582
Total assets at fair value	<u><u>\$ 3,560,080</u></u>	<u><u>\$ 0</u></u>	<u><u>\$ 0</u></u>	<u><u>\$ 3,560,080</u></u>

NOTE 4 - INCOME TAX STATUS:-

The Plan obtained a determination letter on February 23, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 5 - PLAN TERMINATION:-

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

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 6 - PLAN ASSETS:-

The Plan's assets are maintained by its custodian, Mid Atlantic Trust Company, and are allocated into twenty three separate investment funds as follows: Real Estate Fund, SEI Core Fixed Income Fund, SEI Emerging Markets Debt Fund, SEI Emerging Markets Equity Fund, SEI High Yield Bond Fund, SEI International Equity Fund, SEI International Fixed Income Fund, SEI Large Cap Growth Fund, SEI Large Cap Value Fund, SEI Liquid Assets Prime Ob. Fund, SEI Small Cap Growth Fund, SEI Small Cap Value Fund, SIMT U.S. Managed Volatility Fund, Vanguard Developed Markets Index Fund, Vanguard Growth Index Fund, Vanguard Mid Cap Growth Fund, Vanguard Reit Index Fund, Vanguard Selected Value Index Fund, Vanguard Small Cap Value Index Fund, Vanguard Small Cap Growth Index Fund, Vanguard Total Bond Market Index Fund, Vanguard Value Index Fund, and The Bancorp Master Demand Account. Each participant directs amounts credited to his or her account to be allocated between the twenty three investment funds in such proportions as the participant determines. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee is complete and accurate in accordance with the rules and regulations set forth by the DOL's ERISA Requirements.

The following is a summary of the Plan allocations at December 31, 2013 and 2012 that represent five percent or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
Vanguard Total Bond Market Index Fund	\$ 346,129	\$ 336,317
Vanguard Growth Index Fund	238,765	*
SEI Large Cap Growth Fund	659,835	492,391
SEI Large Cap Value Fund	658,890	485,198
SEI International Equity Fund	319,586	244,145
SEI Core Fixed Income Fund	692,806	654,345
	<u>\$ 2,916,011</u>	<u>\$ 2,212,396</u>

*Investment did not meet 5 percent of the Plan's net assets available for benefits in the respective year.

NOTE 7 - INFORMATION CERTIFIED BY CUSTODIAN:-

Mid Atlantic Trust Company, the Plan Custodian, holds the Plan's investment assets and executes investment transactions (see Note 1b). Mid Atlantic Trust Company has certified that as of December 31, 2013 and 2012 and for the years then ended, the information provided to the plan Trustee is complete and accurate in accordance with Section 2520.103-5 of the Labor Rules and Regulations for Reporting and Disclosure under ERISA. A summary of information included in the financial statements based on such certification follows:

	<u>2013</u>	<u>2012</u>
ASSETS:-		
Investments	\$ 4,336,941	\$ 3,432,498
Interest bearing cash	153,454	127,582
Participants loans	164,044	134,057
ADDITIONS (DEDUCTIONS) TO NET		
ASSETS AVAILABLE FOR PLAN BENEFITS:-		
Interest, dividends and realized and unrealized gains and losses	\$ 668,542	\$ 398,830

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 8 - RISKS AND UNCERTAINTIES:-

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

NOTE 9 - SUBSEQUENT EVENTS:-

The Plan evaluated subsequent events through October 14, 2014, the date which the financial statements were available to be issued.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
MANSFIELD, OHIO
FORM 5500 – SCHEDULE H, PART IV, 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF PLAN YEAR
DECEMBER 31, 2013

EMPLOYER IDENTIFICATION: 34-1221229
PLAN NUMBER: 001

Column (b) & (c)	Column (d)	Column (e)
DESCRIPTION	COST	CURRENT VALUE
Real Estate Fund	(1)	\$ 6,615
SEI Core Fixed Income Fund	(1)	692,806
SEI Emerging Markets Debt Fund	(1)	97,588
SEI Emerging Markets Equity Fund	(1)	82,180
SEI High Yield Bond Fund	(1)	113,495
SEI International Equity Fund	(1)	319,586
SEI International Fixed Income Fund	(1)	23,854
SEI Large Cap Growth Fund	(1)	659,835
SEI Large Cap Value Fund	(1)	658,890
SEI Small Cap Growth Fund	(1)	95,294
SEI Small Cap Value Fund	(1)	103,235
SEI Liquid Assets Prime Ob. Fund	(1)	3,475
SIMT U.S. Managed Volatility Fund	(1)	139,428
Vanguard Developed Markets Index Fund	(1)	165,545
Vanguard Growth Index Fund	(1)	238,765
Vanguard Mid Cap Growth Fund	(1)	71,121
Vanguard Reit Index Fund	(1)	85,403
Vanguard Selected Value Index Fund	(1)	84,775
Vanguard Small Cap Value Index Fund	(1)	34,703
Vanguard Small Cap Growth Index Fund	(1)	98,648
Vanguard Total Bond Market Index Fund	(1)	346,129
Vanguard Value Index Fund	(1)	<u>215,571</u>
Total registered investment accounts		\$ <u>4,336,941</u>
The Bancorp Master Demand Account	(1)	<u>\$ 153,454</u>
Total interest bearing cash		\$ <u>153,454</u>
Participants Loans (4.25% - 9.25%)	<u>-0-</u>	<u>\$ 164,044</u>
Total participants loans		\$ <u>164,044</u>

(1) This information was not available from the Plan Administrator or the Plan Custodian.

The above data is based upon information that has been certified as accurate and complete by the Plan Custodian, Mid Atlantic Trust Company.

See Independent Auditors' Report.

INTERSTATE OPTICAL COMPANY, INC.
PROFIT SHARING PLAN & TRUST
 MANSFIELD, OHIO
 FORM 5500 – SCHEDULE H, PART IV, 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
 DECEMBER 31, 2013

EMPLOYER IDENTIFICATION : 34-1221229
PLAN NUMBER: 001

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Trans. Date	Net Gain or (Loss)

No reportable transactions during the year ended December 31, 2013

The above data is based upon information that has been certified as accurate and complete by
 The Plan Custodian, Mid Atlantic Trust Company.

See Independent Auditors' Report.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2013****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

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

A This return/report is for:

- ☐
- a multiemployer plan;
-
- ☒
- a single-employer plan;
-
- ☐
- a multiple-employer plan; or
-
- ☐
- a DFE (specify) _____

B This return/report is:

- ☐
- the first return/report;
-
- ☐
- an amended return/report;
-
- ☐
- the final 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 INTERSTATE OPTICAL, INC
PROFIT SHARING PLAN & TRUST**1b** Three-digit plan number (PN) ▶ 001**1c** Effective date of plan 01/01/1996**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
INTERSTATE OPTICAL COMPANY, INC.

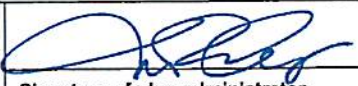
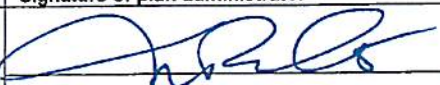
680 Lindaire Lane

MANSFIELD

OH 44906

2b Employer Identification Number (EIN)
34-1221229**2c** Sponsor's telephone number
(419) 529-6800**2d** Business code (see instructions)
423990**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

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

SIGN HERE		10/14/14	JOHN R. ART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/14/14	JOHN R. ART
	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)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2013)
v. 130118

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTERSTATE OPTICAL, INC 401(K) PSP & TRUST

EIN: 34-1221229

Plan Sponsor's Name INTERSTATE OPTICAL COMPANY, INC.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BANCORP MASTER DEMAND ACCOUNT	INTEREST-BEARING BANK ACCOUNT		153,454
	PARTICIPANT LOANS	4.25%-9.25%		164,044
	SEI INT'L FIXED INCOME	MUTUAL FUND		23,854
	SEI INT'L EQUITY	MUTUAL FUND		319,586
	SEI LARGE CAP GROWTH	MUTUAL FUND		659,835
	SEI SMALL CAP VALUE	MUTUAL FUND		103,235
	SEI REAL ESTATE	MUTUAL FUND		6,615

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTERSTATE OPTICAL, INC 401(K) PSP & TRUST

EIN: 34-1221229

Plan Sponsor's Name INTERSTATE OPTICAL COMPANY, INC.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	SEI HIGH YIELD BOND	MUTUAL FUND		113,495
	SEI EMERGING MARKETS EQUITY	MUTUAL FUND		82,180
	SEI EMERGING MARKETS DEBT	MUTUAL FUND		97,588
	SEI SMALL CAP GROWTH	MUTUAL FUND		95,294
	SIMT US MANAGED VOLATILITY	MUTUAL FUND		139,428
	SEI LIQUID ASSETS PRIME OBLIGATION	MONEY MARKET		3,475
	SEI CORE FIXED INCOME	MUTUAL FUND		692,806

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTERSTATE OPTICAL, INC 401(K) PSP & TRUST

EIN: 34-1221229

Plan Sponsor's Name INTERSTATE OPTICAL COMPANY, INC.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	SEI LARGE CAP VALUE	MUTUAL FUND		658,890
	VANGUARD SELECTED VALUE	MUTUAL FUND		84,775
	VANGUARD TOTAL BOND MARKET INDEX	MUTUAL FUND		346,129
	VANGUARD DEVELOPED MARKETS INDEX	MUTUAL FUND		165,545
	VANGUARD REIT INDEX	MUTUAL FUND		85,403
	VANGUARD GROWTH INDEX	MUTUAL FUND		238,765
	VANGUARD SMALL CAP GROWTH	MUTUAL FUND		98,648

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTERSTATE OPTICAL, INC 401(K) PSP & TRUST
Plan Sponsor's Name INTERSTATE OPTICAL COMPANY, INC.

EIN: 34-1221229
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD SMALL CAP VALUE	MUTUAL FUND		34,703
	VANGUARD VALUE INDEX	MUTUAL FUND		215,572
	VANGUARD MID CAP GROWTH FUND	MUTUAL FUND		71,121