Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SOMNIA, INC 401(K) PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

SOMNIA, INC

10 COMMERCE DRIVE
NEW ROCHELLE, NY 10801

2b Employer Identification Number (EIN)
13-4181770

2c Sponsor's telephone number
914-637-3542

2d Business code (see instructions)
621111

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	MARC KOCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	MARC KOCH
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	229
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**	188
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	68
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	256
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	256
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	158
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2J 3D 2G 2T 3H 3F 2R

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
SOMNIA, INC 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOMNIA, INC

D Employer Identification Number (EIN)
13-4181770

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CITIGROUP GLOBAL MARKETS INC.
711 E. BOSTON POST RD.
MAMORONECK, NY 10543

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

CITIGROUP GLOBAL MKTS
399 PARK AVENUE
NEW YORK, NY 10043

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

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

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

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

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 15 99 64 60 50	RECORDKEEPER	7306	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SOMNIA, INC 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SOMNIA, INC

D Employer Identification Number (EIN)
13-4181770

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION FUND

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

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)
22-2712853-001	C	1621675

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SOMNIA, INC 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOMNIA, INC

D Employer Identification Number (EIN)
13-4181770

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	36155	34415
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	208032	128624
(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)	122888	38531
(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)	63643	80925
(9) Value of interest in common/collective trusts	1c(9)	1698862	1621675
(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)	4865935	6511905
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(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	6995515	8416075
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6995515	8416075

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1009869	
(C) Others (including rollovers)	2a(1)(C)	18210	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1028079
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2677	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2677
(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)	90088	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		90088
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	13891	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		13891

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3231
(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)		1027227
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2165193
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	713907	
(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)		713907
f Corrective distributions (see instructions)	2f		23420
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)	7306	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7306
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		744633
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1420560
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: O'CONNOR DAVIES LLP **(2)** EIN: 27-1728945

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SOMNIA, INC 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOMNIA, INC

D Employer Identification Number (EIN)
13-4181770

Part I Distributions

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

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

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

EIN(s): 45-0404698

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Somnia, Inc. 401(k) Plan and Trust

Financial Statements

December 31, 2013

O'CONNOR DAVIES

PKF

Independent Auditors' Report

The Board of Directors of
Somnia, Inc. 401(k) Plan and Trust

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

O'Connor Davies, LLP is a member firm of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms.

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 H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



October 14, 2014

Somnia, Inc. 401(k) Plan and Trust

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
ASSETS		
Investments, at Fair Value		
Money market fund	$ 128,624	$ 208,032
Mutual funds	6,511,905	4,865,935
Common Stocks	38,531	122,888
Common/collective trust	1,626,356	1,731,477
Total Investments	8,305,416	6,928,332
Receivables		
Participants' contributions	34,415	36,155
Notes receivables from participants	80,925	63,643
Total Receivables	115,340	99,798
Total Assets	8,420,756	7,028,130
LIABILITIES	-	-
Net Assets Available for Benefits	8,420,756	7,028,130
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(4,681)	(32,615)
Net Assets Available for Benefits	$ 8,416,075	$ 6,995,515

See notes to financial statements

Somnia, Inc. 401(k) Plan and Trust

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

ADDITIONS	
Contributions	
Participants	$ 1,009,869
Rollover	18,210
Total Contributions	1,028,079
Investment Income	
Interest and dividends	90,088
Net appreciation in fair value of investments	1,044,349
Total Investment Income	1,134,437
Interest on notes receivable from participants	2,677
Total Additions	2,165,193
DEDUCTIONS	
Benefits paid to participants	713,907
Corrective distributions	23,420
Administrative expenses	7,306
Total Deductions	744,633
Net Increase	1,420,560
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	6,995,515
End of year	$ 8,416,075

See notes to financial statements

1. Description of the Plan

The following brief description of the Somnia, Inc. 401(k) Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution plan covering all eligible employees of Somnia, Inc. (the "Company" or "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan is administered by the Board of Directors of Somnia, Inc. (the "Board") who is responsible for the administrative and investment decisions of the Plan.

Eligibility and Enrollment

Participants who are age 18 or older are immediately eligible upon hire to participate in the Plan. Employees are eligible to receive Employer profit sharing contributions immediately upon enrollment in the Plan, provided that they have reached 21 years of age.

Contributions

Plan participants may contribute a portion of their eligible compensation to their employee deferral accounts, on a tax deferred basis. Participant contributions may not exceed the limits as specified by the Internal Code ("IRC"). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan does not provide matching contributions; however, the Company may make non-elective profit sharing annual contributions in an amount specified by the Company, which is not limited to the profit of Company. The Company did not make any profit sharing contributions to the Plan for the years ended December 31, 2013 and 2012.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) Employee contributions and (b) Plan earnings, if any. 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 the participant's vested account.

1. Description of the Plan *(continued)*

Vesting

Participants in the Plan are at all times fully vested in their contributions plus Plan earnings or losses thereon. Employer discretionary contributions vest over a five-year period with 20% vesting after one year and an additional 20% vesting at the end of each year thereafter.

Forfeited Accounts

Forfeited accounts are amounts forfeited by participants who have terminated their employment and who have withdrawn from the Plan. Forfeitures maybe used to reduce administrative expenses. At December 31, 2013 and 2012, forfeited non-vested amounts totaled $0. During 2013, no forfeitures were used to reduce administrative expenses.

Payment of Benefits

Upon termination of service, participants may elect for payment to be made in a lump sum, or in an amount the participant designates from time to time. Benefits can also be distributed in the event of a participant's immediate and heavy financial need. Such distributions, which are considered hardship withdrawals, may not exceed the amount of the participant's immediate and financial need and will cause suspension of contributions for six months.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. The loans bear interest at the prime rate and are secured by the participants account. The loans plus interest are repaid through payroll deduction in equal payments over the term of the loan (up to five years). A participant may have no more than one outstanding loan from the Plan at any time. Loans are collateralized by the participant's account balance. Upon termination of service, the principal and accrued interest shall be immediately due and payable.

Expenses

Certain expenses related to maintaining the Plan are paid by the Company and are excluded from these financial statements. Administrative fees incurred in connection with loans and participant activity charges are borne by the individual and deducted from their respective Plan assets. Investment related expenses are included in the net asset value ("NAV") of the respective investment vehicles and, consequently, those expenses are not separately reflected but are a component of net appreciation in fair value of investments.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Fair Value Measurements

The Plan follows U.S. GAAP guidance on *Fair Value Measurements* which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Investment Valuation and Income Recognition

Investments are reported at fair value. Mutual funds are stated at net asset value ("NAV") of shares held by the Plan at year end. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. The Plan's interest in the common/collective trust is based on the fair value of the common/collective trust's underlying investment based on information reported to the investment advisor at year end.

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

Notes Receivable from Participants

Participants loans are measured at their unpaid principal balance plus any accrued unpaid interest and are classified as notes receivable from participants. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant loan balance is reduced and benefit payment is recorded.

Benefit Payments

Benefit payments are recorded when paid.

2. Summary of Significant Accounting Policies *(continued)*

Reclassifications

Certain prior year amounts were reclassified to conform with the current year presentation.

Accounting for Uncertainty Income Taxes

The Plan recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. The Plan Administrator has analyzed the tax positions and determined that the Plan had no uncertain tax positions that would require financial statement recognition and/or disclosure. The plan administrator believes the Plan is no longer subject to examination by 14e applicable taxing jurisdictions for years prior to December 31, 2010.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is October 14, 2014.

3. Information Certified (Unaudited)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Frontier Trust Company has certified to the completeness and accuracy of certain investments and investment income included in the Plan's financial statements and supplemental schedules, which is listed in the unaudited column below.

	2013		
	Audited	Unaudited	Total
Money Market Fund	$ -	$ 128,624	$ 128,624
Mutual Funds	-	6,511,905	6,511,905
Common Stocks	-	38,531	38,531
Common/Collective Trust	-	1,626,356	1,626,356
	$ -	$ 8,305,416	$ 8,305,416
Interest and dividends	$ -	$ 90,088	$ 90,088
Net Appreciation in Fair Value of Investments	13,891	1,030,458	1,044,349
	$ 13,891	$ 1,120,546	$ 1,134,437

3. Information Certified (Unaudited) *(continued)*

	2012		
	Audited	Unaudited	Total
Money Market Fund	$ 208,032	$ -	$ 208,032
Mutual Funds	-	4,865,935	4,865,935
Common Stocks	122,888	-	122,888
Common/Collective Trust	-	1,731,477	1,731,477
	$ 330,920	$ 6,597,412	$ 6,928,332

4. Investments

The following table sets forth by level, within the fair value hierarchy, the plan's fair value measurements at December 31, 2013 and 2012:

	2013	2012
LEVEL 1 INPUTS		
Money Market Fund	$ 128,624	$ 208,032
Mutual Funds		
Fixed Income	885,802	933,065
Equity	5,626,103	3,932,870
Total Mutual Funds	6,511,905	4,865,935
Common Stock		
Basic Materials	5,604	23,501
Consumer Goods	10,661	18,770
Financial	315	23,150
Healthcare	-	7,728
Industrial Goods	7,244	4,476
Services	7,650	15,361
Technology	7,057	29,902
Total Common Stock	38,531	122,888
LEVEL 2 INPUTS		
Common/Collective Trust	1,626,356	1,731,477
	$ 8,305,416	$ 6,928,332

4. Investments *(continued)*

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31:

	2013	2012
Federated Capital Preservation Fund KP	$ 1,626,356	$ *
Oppenheimer Equity Income Fund	868,054	647,177
Blackrock Global Allocation Fund	781,614	699,818
IVY Science & Technology Fund	705,542	*
Principal Large Cap S&P 500	696,757	*
Janus Forty Fund	691,937	593,086
JP Morgan Core Bond Fund	605,897	650,921
Oppenheimer International Diversified Find	550,699	410,786
Oppenheimer Stable Value Fund	*	1,698,862

* - Investment was less than 5% of the Plan's net assets available for benefits.

During 2013, the Plan's investments (including gains and loses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$ 1,027,227
Common Stocks	13,891
Common/Collective Trust	3,231
	$ 1,044,349

5. Common/Collective Trusts

Federated Capital Preservation Fund KP

During 2013, the Plan invests in the Federated Capital Preservation Fund KP (the "Fund") which is a collective investment fund. The Fund holds traditional guaranteed investment contracts (GICs), separate account GICs, and synthetic GICs. Each of the separate account GICs and synthetic GICs has a wrap contract that provides a minimum guaranteed rate of return for the terms of the contracts.

Participants may purchase units of the Fund daily based on the net asset value. Participants may redeem units of the Fund for benefit payments, participant loans, and transfers to another investment option offered by the Plan.

5. Common/Collective Trusts *(continued)*

The yield earned by the Fund at December 31, 2013 was 0.87%. This represents the annualized weighted average yield to maturity of all investments in the Fund, including earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2013. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2013 was 1.65%. This represents the weighted average earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2013.

The Fund is recorded in the financial statements at fair value. However, since the Fund is fully benefit-responsive, an adjustment is reflected on the statement of net assets available for benefits at December 31, 2013 to present the Fund at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Oppenheimer Stable Value Fund

The Plan invested in the Oppenheimer Stable Value Fund ("SV Fund"), a common/collective trust that invested all its assets in the Union Bond & Trust Company Stable Value Fund ("UBTC Fund"). The UBTC Fund invested in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Synthetic investment contracts were comprised of both investment and contractual components. The investment component consisted of securities or shares or units of a pooled portfolio of fixed income securities. The investment component was "wrapped" by contracts issued by third-party financial institutions (the contractual components). The wrappers provided for benefit withdrawals and investment exchanges at the full contract value of the synthetic contracts.

Since the SV Fund was fully benefit-responsive, the statement of net assets available for benefits at December 31, 2012 presented the fair value of the SV Fund as well as the adjustment from fair value to contract value.

The yield earned by the Fund at December 31, 2012 was 0.87%. This represents the annualized weighted average yield to maturity of all investments in the Fund, including earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2012. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2012 was 1.65%. This represents the weighted average earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2012.

6. Party-in-Interest Transactions

Certain Plan investments transactions are processed and administered by Ascensus Inc. as agent for Frontier Trust Company, these transactions qualify as party-in-interest under ERISA.

Participants who are active employees may borrow from their accounts and such loans qualify as party-in-interest transactions under ERISA. These loans are recorded as notes receivable from participants in the statement of net assets available for benefits.

Although not required by the Plan agreement, the Company paid the Plan's legal, accounting and other service expenses, except processing fees related to participant loans which are charged to the individual participant's account.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

7. Plan Termination

Although no decisions have been made to do so, the Employer has the right to terminate the Plan at any time subject to the provision of ERISA. In the event of a Plan termination, participants would become 100% vested in their Employer contributions.

8. Tax Status

The Company has adopted Ascensus Inc. prototype plan, which received an IRS opinion letter dated March 31, 2008 indicating the prototype plan is designed in accordance with applicable qualification sections of the IRC. Although the Plan has been amended since this date, the plan administrator believes that the Plan is designed and currently being operated in accordance with the applicable requirements of the IRC.

9. Risks and Uncertainties

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

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Somnia, Inc. 401(k) Plan and Trust

Supplemental Schedule

December 31, 2013

Somnia, Inc. 401(k) Plan and Trust

Schedule Pursuant to Department of Labor Requirements
December 31, 2013

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

EIN#: 13-4181770
Plan#: 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	(e) Current value
	MONEY MARKET FUND	**SHARES**	
	TDAM Money Market Portfolio	128,624	$ 128,624
	MUTUAL FUNDS		
	Oppenheimer Equity Income Fund	28,554	868,054
	Blackrock Global Allocation Fund	37,979	781,614
	IVY Science & Technology Fund	13,679	705,542
	Principal Large Cap S&P 500	53,638	696,757
	Janus Forty Fund	17,486	691,937
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	Loomis Sayles Bond Fund	18,598	279,905
	Oppenheimer Developing Market Fund	6,349	232,579
	Janus Balanced Fund Retirement Fund	7,190	214,826
	Oppenheimer Rising Dividend Fund	9,360	183,640
	Prudential Jennison Mid Cap Growth Fund	4,741	181,213
	Invesco European Growth Fund	4,398	173,006
	Total Mutual Funds		6,511,905
	COMMON STOCKS		
	Apple Inc	14	7,854
	Heico Corp	125	7,244
	Cintas Corp	60	3,575
	Panera Bread Co	20	3,534
	Balchem Corp	50	2,935
	Coach Inc	50	2,807
	Atwood Oceanics Inc	50	2,669
	Activision Blizzard Inc	100	1,783
	Baidu Inc	10	1,779
	Teradata Corp	30	1,365
	Rackspace Hosting Inc	30	1,174
	Liveperson Inc	60	889
	Sirius XM Holdings Inc	155	541
	Ramco-Gershenson Properties	20	315
	Motorola Inc	1	67
	Common Stocks		38,531
	COMMON/COLLECTIVE TRUST		
	Federated Capital Preservation Fund KP	162,168	1,621,675
	Total Investments		8,300,735
*	**NOTES RECEIVABLE FROM PARTICIPANTS**	Interest rates range from 3.25% to 4.25% with maturities through 2018	80,925
			$ 8,381,660

* - Denotes a party-in-interest as defined by ERISA.

See independent auditors' report

Somnia, Inc. 401(k) Plan and Trust

Financial Statements

December 31, 2013

O'CONNOR DAVIES

PKF

Independent Auditors' Report

The Board of Directors of
Somnia, Inc. 401(k) Plan and Trust

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

O'Connor Davies, LLP is a member firm of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms.

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 H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



October 14, 2014

Somnia, Inc. 401(k) Plan and Trust

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
ASSETS		
Investments, at Fair Value		
Money market fund	$ 128,624	$ 208,032
Mutual funds	6,511,905	4,865,935
Common Stocks	38,531	122,888
Common/collective trust	1,626,356	1,731,477
Total Investments	8,305,416	6,928,332
Receivables		
Participants' contributions	34,415	36,155
Notes receivables from participants	80,925	63,643
Total Receivables	115,340	99,798
Total Assets	8,420,756	7,028,130
LIABILITIES	-	-
Net Assets Available for Benefits	8,420,756	7,028,130
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(4,681)	(32,615)
Net Assets Available for Benefits	$ 8,416,075	$ 6,995,515

See notes to financial statements

Somnia, Inc. 401(k) Plan and Trust

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

ADDITIONS	
Contributions	
Participants	$ 1,009,869
Rollover	18,210
Total Contributions	1,028,079
Investment Income	
Interest and dividends	90,088
Net appreciation in fair value of investments	1,044,349
Total Investment Income	1,134,437
Interest on notes receivable from participants	2,677
Total Additions	2,165,193
DEDUCTIONS	
Benefits paid to participants	713,907
Corrective distributions	23,420
Administrative expenses	7,306
Total Deductions	744,633
Net Increase	1,420,560
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	6,995,515
End of year	$ 8,416,075

See notes to financial statements

1. Description of the Plan

The following brief description of the Somnia, Inc. 401(k) Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution plan covering all eligible employees of Somnia, Inc. (the "Company" or "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan is administered by the Board of Directors of Somnia, Inc. (the "Board") who is responsible for the administrative and investment decisions of the Plan.

Eligibility and Enrollment

Participants who are age 18 or older are immediately eligible upon hire to participate in the Plan. Employees are eligible to receive Employer profit sharing contributions immediately upon enrollment in the Plan, provided that they have reached 21 years of age.

Contributions

Plan participants may contribute a portion of their eligible compensation to their employee deferral accounts, on a tax deferred basis. Participant contributions may not exceed the limits as specified by the Internal Code ("IRC"). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan does not provide matching contributions; however, the Company may make non-elective profit sharing annual contributions in an amount specified by the Company, which is not limited to the profit of Company. The Company did not make any profit sharing contributions to the Plan for the years ended December 31, 2013 and 2012.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) Employee contributions and (b) Plan earnings, if any. 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 the participant's vested account.

1. Description of the Plan *(continued)*

Vesting

Participants in the Plan are at all times fully vested in their contributions plus Plan earnings or losses thereon. Employer discretionary contributions vest over a five-year period with 20% vesting after one year and an additional 20% vesting at the end of each year thereafter.

Forfeited Accounts

Forfeited accounts are amounts forfeited by participants who have terminated their employment and who have withdrawn from the Plan. Forfeitures maybe used to reduce administrative expenses. At December 31, 2013 and 2012, forfeited non-vested amounts totaled $0. During 2013, no forfeitures were used to reduce administrative expenses.

Payment of Benefits

Upon termination of service, participants may elect for payment to be made in a lump sum, or in an amount the participant designates from time to time. Benefits can also be distributed in the event of a participant's immediate and heavy financial need. Such distributions, which are considered hardship withdrawals, may not exceed the amount of the participant's immediate and financial need and will cause suspension of contributions for six months.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. The loans bear interest at the prime rate and are secured by the participants account. The loans plus interest are repaid through payroll deduction in equal payments over the term of the loan (up to five years). A participant may have no more than one outstanding loan from the Plan at any time. Loans are collateralized by the participant's account balance. Upon termination of service, the principal and accrued interest shall be immediately due and payable.

Expenses

Certain expenses related to maintaining the Plan are paid by the Company and are excluded from these financial statements. Administrative fees incurred in connection with loans and participant activity charges are borne by the individual and deducted from their respective Plan assets. Investment related expenses are included in the net asset value ("NAV") of the respective investment vehicles and, consequently, those expenses are not separately reflected but are a component of net appreciation in fair value of investments.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Fair Value Measurements

The Plan follows U.S. GAAP guidance on *Fair Value Measurements* which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Investment Valuation and Income Recognition

Investments are reported at fair value. Mutual funds are stated at net asset value ("NAV") of shares held by the Plan at year end. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. The Plan's interest in the common/collective trust is based on the fair value of the common/collective trust's underlying investment based on information reported to the investment advisor at year end.

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

Notes Receivable from Participants

Participants loans are measured at their unpaid principal balance plus any accrued unpaid interest and are classified as notes receivable from participants. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant loan balance is reduced and benefit payment is recorded.

Benefit Payments

Benefit payments are recorded when paid.

2. Summary of Significant Accounting Policies *(continued)*

Reclassifications

Certain prior year amounts were reclassified to conform with the current year presentation.

Accounting for Uncertainty Income Taxes

The Plan recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. The Plan Administrator has analyzed the tax positions and determined that the Plan had no uncertain tax positions that would require financial statement recognition and/or disclosure. The plan administrator believes the Plan is no longer subject to examination by 14e applicable taxing jurisdictions for years prior to December 31, 2010.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is October 14, 2014.

3. Information Certified (Unaudited)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Frontier Trust Company has certified to the completeness and accuracy of certain investments and investment income included in the Plan's financial statements and supplemental schedules, which is listed in the unaudited column below.

	2013		
	Audited	Unaudited	Total
Money Market Fund	$ -	$ 128,624	$ 128,624
Mutual Funds	-	6,511,905	6,511,905
Common Stocks	-	38,531	38,531
Common/Collective Trust	-	1,626,356	1,626,356
	$ -	$ 8,305,416	$ 8,305,416
Interest and dividends	$ -	$ 90,088	$ 90,088
Net Appreciation in Fair Value of Investments	13,891	1,030,458	1,044,349
	$ 13,891	$ 1,120,546	$ 1,134,437

3. Information Certified (Unaudited) *(continued)*

	2012		
	Audited	Unaudited	Total
Money Market Fund	$ 208,032	$ -	$ 208,032
Mutual Funds	-	4,865,935	4,865,935
Common Stocks	122,888	-	122,888
Common/Collective Trust	-	1,731,477	1,731,477
	$ 330,920	$ 6,597,412	$ 6,928,332

4. Investments

The following table sets forth by level, within the fair value hierarchy, the plan's fair value measurements at December 31, 2013 and 2012:

	2013	2012
LEVEL 1 INPUTS		
Money Market Fund	$ 128,624	$ 208,032
Mutual Funds		
Fixed Income	885,802	933,065
Equity	5,626,103	3,932,870
Total Mutual Funds	6,511,905	4,865,935
Common Stock		
Basic Materials	5,604	23,501
Consumer Goods	10,661	18,770
Financial	315	23,150
Healthcare	-	7,728
Industrial Goods	7,244	4,476
Services	7,650	15,361
Technology	7,057	29,902
Total Common Stock	38,531	122,888
LEVEL 2 INPUTS		
Common/Collective Trust	1,626,356	1,731,477
	$ 8,305,416	$ 6,928,332

4. Investments *(continued)*

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31:

	2013	2012
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Oppenheimer Equity Income Fund	868,054	647,177
Blackrock Global Allocation Fund	781,614	699,818
IVY Science & Technology Fund	705,542	*
Principal Large Cap S&P 500	696,757	*
Janus Forty Fund	691,937	593,086
JP Morgan Core Bond Fund	605,897	650,921
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Oppenheimer Stable Value Fund	*	1,698,862

* - Investment was less than 5% of the Plan's net assets available for benefits.

During 2013, the Plan's investments (including gains and loses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$ 1,027,227
Common Stocks	13,891
Common/Collective Trust	3,231
	$ 1,044,349

5. Common/Collective Trusts

Federated Capital Preservation Fund KP

During 2013, the Plan invests in the Federated Capital Preservation Fund KP (the "Fund") which is a collective investment fund. The Fund holds traditional guaranteed investment contracts (GICs), separate account GICs, and synthetic GICs. Each of the separate account GICs and synthetic GICs has a wrap contract that provides a minimum guaranteed rate of return for the terms of the contracts.

Participants may purchase units of the Fund daily based on the net asset value. Participants may redeem units of the Fund for benefit payments, participant loans, and transfers to another investment option offered by the Plan.

5. Common/Collective Trusts *(continued)*

The yield earned by the Fund at December 31, 2013 was 0.87%. This represents the annualized weighted average yield to maturity of all investments in the Fund, including earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2013. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2013 was 1.65%. This represents the weighted average earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2013.

The Fund is recorded in the financial statements at fair value. However, since the Fund is fully benefit-responsive, an adjustment is reflected on the statement of net assets available for benefits at December 31, 2013 to present the Fund at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Oppenheimer Stable Value Fund

The Plan invested in the Oppenheimer Stable Value Fund ("SV Fund"), a common/collective trust that invested all its assets in the Union Bond & Trust Company Stable Value Fund ("UBTC Fund"). The UBTC Fund invested in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Synthetic investment contracts were comprised of both investment and contractual components. The investment component consisted of securities or shares or units of a pooled portfolio of fixed income securities. The investment component was "wrapped" by contracts issued by third-party financial institutions (the contractual components). The wrappers provided for benefit withdrawals and investment exchanges at the full contract value of the synthetic contracts.

Since the SV Fund was fully benefit-responsive, the statement of net assets available for benefits at December 31, 2012 presented the fair value of the SV Fund as well as the adjustment from fair value to contract value.

The yield earned by the Fund at December 31, 2012 was 0.87%. This represents the annualized weighted average yield to maturity of all investments in the Fund, including earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2012. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2012 was 1.65%. This represents the weighted average earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2012.

6. Party-in-Interest Transactions

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Somnia, Inc. 401(k) Plan and Trust

Supplemental Schedule

December 31, 2013

Somnia, Inc. 401(k) Plan and Trust

Schedule Pursuant to Department of Labor Requirements
December 31, 2013

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

EIN#: 13-4181770
Plan#: 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	(e) Current value
	MONEY MARKET FUND	**SHARES**	
	TDAM Money Market Portfolio	128,624	$ 128,624
	MUTUAL FUNDS		
	Oppenheimer Equity Income Fund	28,554	868,054
	Blackrock Global Allocation Fund	37,979	781,614
	IVY Science & Technology Fund	13,679	705,542
	Principal Large Cap S&P 500	53,638	696,757
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	JP Morgan Core Bond Fund	52,871	605,897
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	Loomis Sayles Bond Fund	18,598	279,905
	Oppenheimer Developing Market Fund	6,349	232,579
	Janus Balanced Fund Retirement Fund	7,190	214,826
	Oppenheimer Rising Dividend Fund	9,360	183,640
	Prudential Jennison Mid Cap Growth Fund	4,741	181,213
	Invesco European Growth Fund	4,398	173,006
	Total Mutual Funds		6,511,905
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	Heico Corp	125	7,244
	Cintas Corp	60	3,575
	Panera Bread Co	20	3,534
	Balchem Corp	50	2,935
	Coach Inc	50	2,807
	Atwood Oceanics Inc	50	2,669
	Activision Blizzard Inc	100	1,783
	Baidu Inc	10	1,779
	Teradata Corp	30	1,365
	Rackspace Hosting Inc	30	1,174
	Liveperson Inc	60	889
	Sirius XM Holdings Inc	155	541
	Ramco-Gershenson Properties	20	315
	Motorola Inc	1	67
	Common Stocks		38,531
	COMMON/COLLECTIVE TRUST		
	Federated Capital Preservation Fund KP	162,168	1,621,675
	Total Investments		8,300,735
*	**NOTES RECEIVABLE FROM PARTICIPANTS**	Interest rates range from 3.25% to 4.25% with maturities through 2018	80,925
			$ 8,381,660

* - Denotes a party-in-interest as defined by ERISA.

See independent auditors' report

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

Plan Name Somnia, Inc 401(K) Plan & Trust **EIN:** 13-4181770
Plan Sponsor's Name Somnia, 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
	Invesco	Invesco European Growth R	0	173,006
	BlackRock	BlackRock Global Allocation R	0	781,614
	Ivy Science	Ivy Science and Technology R	0	705,542
	Janus	Janus Forty R	0	691,937
	JPMorgan	JPMorgan Core Bond R2	0	605,897
	Loomis	Loomis Sayles Bond Admin	0	279,905
	Oppenheimer	Oppenheimer Rising Dividends N	0	183,640

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

Plan Name Somnia, Inc 401(K) Plan & Trust **EIN:** 13-4181770
Plan Sponsor's Name Somnia, 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
	Oppenheimer	Oppenheimer Equity Income N	0	868,054
	Oppenheimer	Oppenheimer Main Street Sm- & Mid-Cap N	0	346,236
	Oppenheimer	Oppenheimer International Diversified N	0	550,699
	Oppenheimer	Oppenheimer Developing Markets Fund N	0	232,579
	Principal	Principal LargeCap S&P 500 Index Fund R3	0	696,757
	VMS Ameritrade	VMS Ameritrade Self-Direct Cash Fund	0	128,624
	VMS Ameritrade	VMS Ameritrade Self-Directed Invest Fd	0	38,531

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

Plan Name Somnia, Inc 401(K) Plan & Trust **EIN:** 13-4181770
Plan Sponsor's Name Somnia, 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
	Janus	Janus Balanced R	0	214,826
	Federated	Federated Capital Preservation Fund KP	0	1,621,675
	Priudential	(CL)Prudential Jennison Mid Cap Growth R	0	181,213
	Participants Loan Account	Various Rates And Maturities	0	80,925
	Frontier Trust Company	Contribution Account	0	32