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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRI-STATE ELECTRIC, LTD 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2008

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

TRI-STATE ELECTRIC, LTD.

530 VALLEY CHILE ROAD
VINTON, TX 79821

2b Employer Identification Number (EIN)
74-3022814

2c Sponsor's telephone number
915-755-8803

2d Business code (see instructions)
237100

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.	05/28/2013	DAVID FULLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/28/2013	DAVID FULLER
	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**	188
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**	139
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	184
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	184
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	166
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
TRI-STATE ELECTRIC, LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRI-STATE ELECTRIC, LTD.

D Employer Identification Number (EIN)
74-3022814

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

1 Coverage Information:

(a) Name of insurance carrier

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	180-00461	166	01/01/2012	05/20/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
6121	902

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

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

M HOLDINGS SECURITIES, INC.
1125 W COUCH ST #900
PORTLAND, OR 97209

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6121	902	COMMISSIONS	7

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1408815
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	3919
c	Additions: (1) Contributions deposited during the year	7c(1)	200		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	224		
	▶ XFER FROM INSIDE NW - PRINCIPAL				
	(6) Total additions			7c(6)	424
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4343
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4343

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
TRI-STATE ELECTRIC, LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRI-STATE ELECTRIC, LTD.

D Employer Identification Number (EIN)
74-3022814

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).. . . . . ☐ Yes ☒ No

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

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

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(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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLOMBUS, OH 43215

(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?
64 65 68	CUSTODIAN	16912	Yes [X] No [ ]	Yes [X] No [ ]	11145	Yes [ ] No [X]

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

M FINANCIAL

M FINANCIAL PLAZA
1125 NW COUCH STREET, SUITE 900
PORTLAND, OR 97209

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 68 71 72 99	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	216	Yes [ ] No [X]

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

LOREN D. STARK COMPANY, INC.

74-1537058

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	TPA	300	Yes [ ] No [X]	Yes [X] No [ ]	603	Yes [ ] No [X]

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)

INWEST RETIREMENT SOLUTIONS

75-2408441

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 34 37 38 49	TPA	1067	Yes [X] No [ ]	Yes [X] No [ ]	1933	Yes [ ] No [X]

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

MEEDER ADVISORY SERVICES, INC.

31-1332744

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 68 71 72 99	ADVISOR	2683	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MEEDER INVESTMENT MANAGEMENT

31-1332744

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 68 71 72 99	ADVISOR	4	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
TRI-STATE ELECTRIC, LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRI-STATE ELECTRIC, LTD.

D Employer Identification Number (EIN)
74-3022814

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	479486	1405937
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3918	4343
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	483404	1410280
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	483404	1410280

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)	60289	
(B) Participants	2a(1)(B)	188904	
(C) Others (including rollovers)	2a(1)(C)	656518	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		905711
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income	2c		107336
d Total income. Add all **income** amounts in column (b) and enter total	2d		1013047
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	44285	
(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)		44285
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	41886	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41886
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		86171
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		926876
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: PENA, BRIONES, MCDANIEL & CO., PC **(2)** EIN: 74-2642884

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		50000
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)

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
TRI-STATE ELECTRIC, LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRI-STATE ELECTRIC, LTD.

D Employer Identification Number (EIN)
74-3022814

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): 31-4156830

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):

TRI-STATE ELECTRIC
401(K) PLAN

FINANCIAL STATEMENTS
FOR DECEMBER 31, 2012 AND 2011

PEÑA BRIONES MCDANIEL & CO.
CERTIFIED PUBLIC ACCOUNTANTS
A PROFESSIONAL CORPORATION

Rene D. Peña, CPA
Mary Carmen Briones, CPA
James R. McDaniel, CPA

MEMBERS OF AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

4171 N. MESA, SUITE B100
EL PASO, TEXAS 79902-1498
PHONE: 915-542-1733
FAX: 915-544-5440
E-MAIL: cpa@cpaelpaso.com

To the Trustees
Tri-State Electric, Ltd.
401(K) Plan
Vinton, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Tri-State Electric 401(K) Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Life Insurance Company (Nationwide), the Investment administrator, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2012 and 2011, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Penn Briones McDaniel & Co

May 16, 2013

TRI-STATE ELECTRIC
401(K) PLAN

STATEMENTS OF NET ASSETS
AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investment at fair value	$ 1,413,159	$ 483,404
Employees' contribution receivable	-	2,013
Employer contribution receivable	-	60,340
Total assets	1,413,159	545,757
LIABILITIES		
Deferred employee contribution	2,878	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,410,281	$ 545,757

See notes to financial statements.

TRI-STATE ELECTRIC
401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR DECEMBER 31, 2012

	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income	
Net appreciation (depreciation) in fair value of investment	$ 107,336
Total investment income	107,336
Contributions	
Participants	186,892
Participants rollovers	656,518
Total contributions	843,410
Total additions	950,746
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants and beneficiaries	44,285
Plan expenses	41,886
Discretionary match adjustment	51
Total deductions	86,222
NET INCREASE	864,524
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of year	545,757
NET ASSETS AVAILABLE FOR BENEFITS, End of year	$ 1,410,281

See notes to financial statements.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

---

1. DESCRIPTION OF PLAN

The following description of the Tri-State Electric 401(K) Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan, adopted May 13, 2008 is a defined contribution plan covering all members of Tri-State Electric, Ltd. (the company), who have completed one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants

Participants can contribute up to the yearly maximum allowed by the Internal Revenue Code of compensation, as defined in the Plan. Nondiscrimination provisions of the Plan may limit the amount of contributions of certain participants. 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 contributions plans.

Contributions - Employer

Tri-State Electric, Ltd. may elect to make additional discretionary contributions to the Plan. For the Plan years ended December 31, 2012 and 2011, Tri-State Electric, Ltd., made discretionary contributions of $0 and $ 60,340, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) any discretionary employer contribution and (b) Plan net earnings or losses.

Allocation of Tri- State Electric, Ltd.'s discretionary contribution for 2011 was based on the following calculations.

- Employer will match 100% of employee deferrals up to 2.9%, plus 3% of employee deferrals between 2.9% and 3.9%, plus 3.5% of employee deferrals between 3.9% and 4.9%, plus 4% of employee deferrals between 4.9% and 5%, plus 4% of employee deferrals thereafter.

The discretionary contribution made by Tri-State Electric, Ltd., for 2011 was for $60,340. There was no employer discretionary contribution for fiscal year 2012.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (Continued)

Investment Options

Each participant has the option to direct the investments in their account based on investment options designated by the Plan's administrator. Such investments are currently provided by Nationwide Life Insurance Company.

Vesting

Participants are immediately vested for their contributions plus actual earnings thereon. A participant's vested interest in Tri-State Electric, Ltd. discretionary contributions, plus earning or losses thereon, would be determined as follows:

Years of Credited Service	Percent of Employer Contributions Vested
At least one year	0%
At least two years	20%
At least three years	40%
At least four years	60%
At least five years	80%
At least six years	100%

The term "years of credited service" includes all periods of employment except for years in which an employee worked less than 1,000 hours. For purposes of vesting, the "year" is the Plan year.

An active participant is 100% vested, regardless of years of service, upon disability, death or attaining retirement age.

Forfeited Accounts

Forfeited non-vested accounts will be used to reduce future employer contributions.

Participants Loan Receivables

Participants may not borrow from their fund accounts.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (Continued)

Payment of Benefits

On termination of service, a participant may elect distribution by payment in a lump sum or a direct rollover equal to the value of the participant's vested interest in their account within a reasonable period following the participant's request of distribution. At December 31, 2012 and 2011, there was approximately $0 of undistributed benefits of participants that had terminated employment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared under the accrual method of accounting, whereby income is recognized when earned and expenses are recognized when the obligation is incurred.

Custodian

Nationwide Life Insurance Company serves as custodian for the Plan and is responsible for the investment of the trust fund as directed by the Plan administrator, based upon participant investment elections.

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefits are recorded when paid to the participant.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Operating Expenses

Tri-State Electric, Ltd. pays certain administrative expenses of the Plan. The Plan permits the payment of Plan related expenses from its own assets. If the Employer does not pay these expenses from its own assets, then the expense paid using the Plan's assets will generally be allocated among the accounts of all participants in the plan. Expenses paid by the Plan for 2012 were $41,886.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Subsequent Events

Subsequent events were evaluated through May 16, 2012, which is the date the financial statements were available to be issued.

3. INVESTMENTS

The Plan's investments are held in a trust fund administered by Nationwide Life Insurance Company (Nationwide) in 2012 and 2011.

The following represents the fair value of investments in the Plan at December 31, 2012 and 2011 that were certified as complete and accurate by Nationwide Life Insurance Company. Investments representing 5% or more of net assets available for benefits are indicated by an asterisk (*).

Investments in Nationwide Life Insurance Company's general account are indicated by the two asterisks (**).

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

3. INVESTMENTS (Continued)

		2012		2011
American Funds Growth Fund		$ 656		$ 172
American Funds CW Growth Fund		1,853		1,194
BOA Indexed Fixed	**	4,343		3,918
Baron Small Cap		10		8
Drey Strcd MdCap A		322		82
Eagle Series Tr MdCap Gr A		9		8
FnklnMSF Mut Shrs A		632		161
GdmnScs Smallcap Value Fund		328		92
GdmnScs Midcap Value Fund A		190		47
Invesco Mid Cap Equity Fund		6		4
Invsco VK Eq Inc A		938		242
Meeder Total Return Bond Fund		62,340		28,726
Meeder Balanced Fund	*	137,404	*	71,720
Meeder Strategic Growth Fund	*	299,644	*	164,565
Meeder Aggressive Growth Fund		377		337
Meeder Dynamic Growth Fund	*	149,937	*	82,694
Meeder Quantex Fund		38		34
Meeder Muirfield Fund	*	161,658	*	92,337
Meeder Utilities & Infrastructure		38		34
NW Inv Dest Aggr Svc		1,870		1,247
NW Inv Dest Mod Aggr Svc		8		8
NW Inv Dest Mod Svc		3,078		1,657
NW Inv Dest Cnsrv Svc	*	583,463		33,477
NW Mny Mkt Inst		1,201		86
Opp Intl Bd A		1,414		172
Opp Mn St SmMdCap A		313		82
Pimco Ttlretrn Fund Class A		637		177
Thrnbrg Val I		14		13
Thrnbrg Intl Val I		438		110
		$ 1,413,159		$ 483,404

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

3. INVESTMENTS (Continued)

For the Plan years ended December 31, 2012 and 2011, the net appreciation (depreciation) of the Plan's investments increased (decreased) in value by $107,336 and $(37,062), respectively.

4. FAIR VALUE MEASUREMENTS

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

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

Level 1 – Unadjusted quoted prices on the closing price reported on the active markets for identical assets.

Level 2 – Quoted prices for similar assets in active market; quoted prices for identical or similar assets in inactive markets; inputs than are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Significant unobservable inputs.

The valuation used for the Plan's investments was fair value determined based on the quoted net asset value for the underlying mutual fund held in the pooled separate accounts or Level 1.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

4. FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

	Fair Value Measurements at the End of the Reporting Period Using:	
	Fair Value	Quoted Prices in Acitve Markets for Identical Assets (Level 1)
December 31, 2012		
Mutual funds	$ 1,413,159	$ 1,413,159
December 31, 2011		
Mutual funds	$ 483,404	$ 483,404

5. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Nationwide. Nationwide is the investment administrator as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to $28,057 for the year ended December 31, 2012. This party-in-interest transaction is exempt from prohibited transaction rules of ERISA.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Tri-State Electric, Ltd. has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

TRI-STATE ELECTRIC
401(K) Plan

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

7. TAX STATUS

Effective May 13, 2008, Tri-State Electric, Ltd. adopted a pre-approved prototype plan that consists of two parts: an Adoption Agreement (where the employer elects the optional provisions that apply under the plan) and the base plan document. The prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC), and is exempt from Federal Income Tax. The prior plan received a determination letter on March 31, 2008, in which the Internal Revenue Service stated that the plan was in compliance with the applicable requirements of the IRC. The plan was amended after receiving the determination letter. The Plan administrator believes that the current and prior plan's design and operation are in compliance with the applicable requirements of the IRC.

8. RISKS AND UNCERTAINTIES

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

9. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per Schedule H Form 5500	$ 1,413,159	$ 545,757
Employee's contribution receivable	-	(2,013)
Employer contribution receivable	-	(60,340)
Employee deferred contribution	(2,878)	-
Total per financial statements	$ 1,410,281	$ 483,404

Net appreciation in fair value of investments, per Schedule H Form 5500	$ 65,450
Plan fees	41,886
Total per financial statements	$ 107,336

SUPPLEMENTARY INFORMATION

TRI -STATE ELECTIC
401 (K) PLAN
EIN 74-3022814
Plan Number 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

(A)	(B) Identity of issuer, 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
	* Nationwide Life Insurance Company	American Funds Growth Fund		$ -	$ 656
	* Nationwide Life Insurance Company	American Funds CW Growth Fund		-	1,853
	* Nationwide Life Insurance Company	BOA Indexed Fixed	**	-	4,343
	* Nationwide Life Insurance Company	Baron Small Cap		-	10
	* Nationwide Life Insurance Company	Drey Strcd MdCap A		-	322
	* Nationwide Life Insurance Company	Eagle Series Tr MdCap Gr A		-	9
	* Nationwide Life Insurance Company	FnklnMSF Mut Shrs A		-	632
	* Nationwide Life Insurance Company	GdmnScs Smallcap Value Fund		-	328
	* Nationwide Life Insurance Company	GdmnScs Midcap Value Fund A		-	190
	* Nationwide Life Insurance Company	Invesco Mid Cap Equity Fund		-	6
	* Nationwide Life Insurance Company	Invesco VK Eq Inc A		-	938
	* Nationwide Life Insurance Company	Meeder Total Return Bond Fund		-	62,340
	* Nationwide Life Insurance Company	Meeder Balanced Fund		-	137,404
	* Nationwide Life Insurance Company	Meeder Strategic Growth Fund		-	299,644
	* Nationwide Life Insurance Company	Meeder Aggressive Growth Fund		-	377
	* Nationwide Life Insurance Company	Meeder Dynamic Growth Fund		-	149,937
	* Nationwide Life Insurance Company	Meeder Quantex Fund		-	38
	* Nationwide Life Insurance Company	Meeder Muirfield Fund		-	161,658
	* Nationwide Life Insurance Company	Meeder Utilities & Infrastructure		-	38
	* Nationwide Life Insurance Company	NW Inv Dest Aggr Svc		-	1,870
	* Nationwide Life Insurance Company	NW Inv Dest Mod Aggr Svc		-	8
	* Nationwide Life Insurance Company	NW Inv Dest Mod Svc		-	3,078
	* Nationwide Life Insurance Company	NW Inv Dest Cnsrv Svc		-	583,463
	* Nationwide Life Insurance Company	NW Mny Mkt Inst		-	1,201
	* Nationwide Life Insurance Company	Opp Intl Bd A		-	1,414
	* Nationwide Life Insurance Company	Opp Mn St SmMdCap A		-	313
	* Nationwide Life Insurance Company	Pimco Ttlretrn Fund Class A		-	637
	* Nationwide Life Insurance Company	Thrnbrg Val I		-	14
	* Nationwide Life Insurance Company	Thrnbrg Intl Val I		-	438
					$ 1,413,159

* The Plan's investments are held in a trust fund administered by Nationwide Life Insurance Company (Nationwide) and the information on schedule was obtained from data that has been prepared and certified to as complete and accurate by Nationwide.

(A) Column (A) is blank as there were no parties-in-interest.
(C) Column (C) all investments are pooled separate accounts, except as noted below.
(D) Column (D) is blank as all investments are participant directed, except as noted below.

** Investments held in Nationwide Life Insurance Company general account.

TRI -STATE ELECTIC
401 (K) PLAN
EIN 74-3022814
Plan Number 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2011

(A)	(B) Identity of issuer, 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
	* Nationwide Life Insurance Company	Invsco MdCap Cor Eq A		$ -	$ 4
	* Nationwide Life Insurance Company	GdmnScs Smallcap Value Fund		-	92
	* Nationwide Life Insurance Company	Flex Funds - The Defensive Balanced (Meeder)		-	71,720
	* Nationwide Life Insurance Company	Flex Funds - The Strategic Growth (Meeder)		-	164,565
	* Nationwide Life Insurance Company	Flex Funds - The Dynamic Growth (Meeder)		-	82,694
	* Nationwide Life Insurance Company	Flex Funds - The Muirfield (Meeder)		-	92,337
	* Nationwide Life Insurance Company	Flex Funds - Ttl Rtn Bd (Meeder)		-	28,726
	* Nationwide Life Insurance Company	Flex Funds - Aggr Gr (Meeder)		-	337
	* Nationwide Life Insurance Company	Flex Funds - Qntx (Meeder)		-	34
	* Nationwide Life Insurance Company	Flex Funds - Util Infr (Meeder)		-	34
	* Nationwide Life Insurance Company	Pimco Total Return Fund Class A		-	177
	* Nationwide Life Insurance Company	BOA Indexed Fund	**	-	3,918
	* Nationwide Life Insurance Company	AmFds Gr Fd Am R3		-	172
	* Nationwide Life Insurance Company	AmFds Cap Wld Gr Inc R3		-	1,194
	* Nationwide Life Insurance Company	Baron Small Cap		-	8
	* Nationwide Life Insurance Company	NW Inv Dest Aggr Svc		-	1,247
	* Nationwide Life Insurance Company	NW Inv Dest Mod Aggr Svc		-	8
	* Nationwide Life Insurance Company	NW Inv Dest Mod Svc		-	1,657
	* Nationwide Life Insurance Company	NW Inv Dest Cnsrv Svc		-	33,477
	* Nationwide Life Insurance Company	Drey Strcd MdCap A		-	82
	* Nationwide Life Insurance Company	GdmnScs Midcap Value Fund A		-	47
	* Nationwide Life Insurance Company	NW Mny Mkt Inst		-	86
	* Nationwide Life Insurance Company	Eagle Series Tr MdCap Gr A		-	8
	* Nationwide Life Insurance Company	Opp Intl Bd A		-	172
	* Nationwide Life Insurance Company	Opp Mn St SmMdCap A		-	82
	* Nationwide Life Insurance Company	Thrnbrg Val I		-	13
	* Nationwide Life Insurance Company	Thrnbrg Intl Val I		-	110
	* Nationwide Life Insurance Company	FnklnMSF Mut Shrs A		-	161
	* Nationwide Life Insurance Company	Invsco VK Eq Inc A		-	242
					$ 483,404

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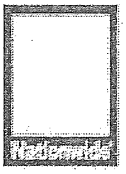
** Investments held in Nationwide Life Insurance Company general account.



CERTIFICATION OF SCHEDULE A

Plan Number: 180-00461

Contract Number(s): GAP-50-BH1T
GAP-54-BH1S

ATTACHMENT TO SCHEDULE A (Form 5500)

For Plan Year Date Range:

January 01, 2012 through December 31, 2012

Nationwide Life Insurance Company hereby certifies that the information supplied in this schedule is complete and accurate to the best of our knowledge.

Signature:

Date: January 18, 2013

TRI -STATE ELECTIC
401 (K) PLAN
EIN 74-3022814
Plan Number 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

(A)	(B) Identity of issuer, 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
	* Nationwide Life Insurance Company	American Funds Growth Fund		$ -	$ 656
	* Nationwide Life Insurance Company	American Funds CW Growth Fund		-	1,853
	* Nationwide Life Insurance Company	BOA Indexed Fixed	**	-	4,343
	* Nationwide Life Insurance Company	Baron Small Cap		-	10
	* Nationwide Life Insurance Company	Drey Strcd MdCap A		-	322
	* Nationwide Life Insurance Company	Eagle Series Tr MdCap Gr A		-	9
	* Nationwide Life Insurance Company	FnklnMSF Mut Shrs A		-	632
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	* Nationwide Life Insurance Company	GdmnScs Midcap Value Fund A		-	190
	* Nationwide Life Insurance Company	Invesco Mid Cap Equity Fund		-	6
	* Nationwide Life Insurance Company	Invesco VK Eq Inc A		-	938
	* Nationwide Life Insurance Company	Meeder Total Return Bond Fund		-	62,340
	* Nationwide Life Insurance Company	Meeder Balanced Fund		-	137,404
	* Nationwide Life Insurance Company	Meeder Strategic Growth Fund		-	299,644
	* Nationwide Life Insurance Company	Meeder Aggressive Growth Fund		-	377
	* Nationwide Life Insurance Company	Meeder Dynamic Growth Fund		-	149,937
	* Nationwide Life Insurance Company	Meeder Quantex Fund		-	38
	* Nationwide Life Insurance Company	Meeder Muirfield Fund		-	161,658
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401 (K) PLAN
EIN 74-3022814
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SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2011

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	* Nationwide Life Insurance Company	Invsco MdCap Cor Eq A		$ -	$ 4
	* Nationwide Life Insurance Company	GdmnScs Smallcap Value Fund		-	92
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