

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>08/01/1986</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DOLET HILLS LIGNITE COMPANY, L.L.C.</u> <u>377 HWY 522</u> <u>MANSFIELD, LA 71052-4707</u>	2b Employer Identification Number (EIN) <u>72-1501539</u> 2c Sponsor's telephone number <u>318-871-3810</u> 2d Business code (see instructions) <u>212110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/19/2013</u>	<u>GREGORY A. WRIGHT</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DOLET HILLS LIGNITE COMPANY, L.L.C. 377 HWY 522 MANSFIELD, LA 71052-4707		3b Administrator's EIN 72-1501539 3c Administrator's telephone number 318-872-6300
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		5 273
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	253
b Retired or separated participants receiving benefits.....	6b	9
c Other retired or separated participants entitled to future benefits.....	6c	13
d Subtotal. Add lines 6a , 6b , and 6c	6d	275
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	277
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	272
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 2G 2J 2K 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ 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
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For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

A Name of plan DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 DOLET HILLS LIGNITE COMPANY, L.L.C.	D Employer Identification Number (EIN) 72-1501539	

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.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT & ANNUITY 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
06-1050034	93629	35394	272	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	14667592
5 Current value of plan's interest under this contract in separate accounts at year end	5	3575719

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	14548728
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c Additions: (1) Contributions deposited during the year	7c(1)	1818748	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	382210	
(4) Transferred from separate account	7c(4)	640808	
(5) Other (specify below)	7c(5)	18197	

▶ TRANSFERS IN

(6) Total additions	7c(6)	2859963
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d Total of balance and additions (add lines 7b and 7c(6))	7d	17408691
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2597759	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)	141855	
(4) Other (specify below)	7e(4)	1485	

▶ TRANSFERS OUT

(5) Total deductions	7e(5)	2741099
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	14667592
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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)	0
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)	0
(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)	0
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DOLET HILLS LIGNITE COMPANY, L.L.C.</u>	D Employer Identification Number (EIN) <u>72-1501539</u>

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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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)

WERNTZ & ASSOCIATES, INC

2020 EAST 70TH STREET
SHREVEPORT, LA 71135

72-0684309

(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 15	TPA	15376	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 ☐

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DOLET HILLS LIGNITE COMPANY, L.L.C.</u>	D Employer Identification Number (EIN) <u>72-1501539</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>OAKMARK EQUITY & INCOME CL I</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1036693</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND FUND/PIMCO</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO.</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>305309</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL GROWTH/ARTISAN</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>186273</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JANUS ADVISOR BALANCED ACCT</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO.</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>318710</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO SMALL CAP</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>380588</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFETIME AGGRESSIVE GROWTH</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>68399</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFETIME GROWTH FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT & ANNUITY CO</u>				
c EIN-PN <u>06-1050034-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>106221</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107815
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE GROWTH FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29106
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45354
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a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/WELLINGTON MGMT**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO.

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106512
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/AIM**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112310
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a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P 500 INDEX FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO.

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 376189
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a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANZ NFJ FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 186973
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a Name of MTIA, CCT, PSA, or 103-12 IE: TROWE GROWTH STOCK**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT & ANNUITY CO

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 209267
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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)
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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)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 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 DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 DOLET HILLS LIGNITE COMPANY, L.L.C.	D Employer Identification Number (EIN) 72-1501539	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	12225	554559
	(2) Participant contributions	1b(2)	23720	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
	(2) U.S. Government securities.....	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	689340	734727
	(9) Value of interest in common/collective trusts.....	1c(9)	0	0
	(10) Value of interest in pooled separate accounts.....	1c(10)	3507361	3575719
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	14548640	14667595
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	18781286	19532600

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	38
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	38

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18781286	19532562
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1013938	
(B) Participants	2a(1)(B)	1006722	
(C) Others (including rollovers)	2a(1)(C)	428323	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2448983
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	368843	
(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)	29623	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		398466
(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)	3020	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3020
(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)	468822	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		468822

		(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		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3319291

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2534885	
(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)		2534885
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		17754
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	15376	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		15376
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2568015

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		751276
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **TMCE, LLP**

(2) EIN: **45-3564278**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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 DOLET HILLS LIGNITE COMPANY, L.L.C. 401K SAVINGS PLAN				B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 DOLET HILLS LIGNITE COMPANY, L.L.C.				D Employer Identification Number (EIN) 72-1501539	
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): 20-2633227 26-0010549					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

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): _____

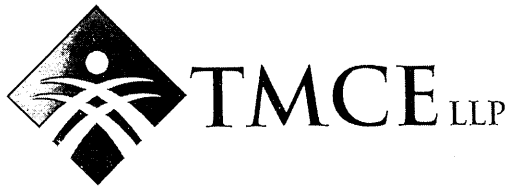
**DOLET HILLS LIGNITE COMPANY
401(K) SAVINGS PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2012
AND
DECEMBER 31, 2011

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN
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CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Plan Administrator
DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN
Mansfield, Louisiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Dolet Hills Lignite Company 401(k) Savings 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 then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 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 10, which was certified by Prudential Retirement Insurance and Annuity Company, the custodians of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

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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 Schedule of Assets Held at End of Year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is 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 schedule referred to above.

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

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



TMCE, LLP
Shreveport, Louisiana
July 31, 2013

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Statements of Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	3	
	2012	2011
ASSETS		
Investments, at fair value (Note 4)		
Fixed income account	\$ 14,667,592	\$ 14,548,729
Pooled separate accounts	3,575,719	3,506,908
Total assets held for investment	18,243,311	18,055,637
Receivables:		
Employer contributions	554,559	12,589
Participant contributions	-	23,720
Notes receivable from participants	734,727	689,340
Total receivables	1,289,286	725,649
TOTAL ASSETS	\$ 19,532,597	\$ 18,781,286
LIABILITIES	38	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	19,532,559	18,781,286
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contract	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 19,532,559	\$ 18,781,286

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

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

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	<u>2012</u>
Additions	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	\$ 468,822
Interest and dividends	<u>371,863</u>
Total investment income (loss)	840,685
Interest income on notes receivable from participants	29,623
Contributions	
Employer	1,013,938
Participants	1,006,722
Rollover	<u>428,323</u>
Total contributions	2,448,983
Total Additions	<u>3,319,291</u>
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	2,534,885
Deemed distributions of participant loans	17,754
Administrative expenses	<u>15,379</u>
Total Deductions	2,568,018
Net increase (decrease)	<u>751,273</u>
Net Assets Available for Benefits:	
Beginning of year	<u>18,781,286</u>
End of year	<u>\$ 19,532,559</u>

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

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 1 – DESCRIPTION OF PLAN

The following description of the DOLET HILLS LIGNITE COMPANY (the “Company”) 401(K) SAVINGS 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 is a tax-qualified defined contribution plan under Section 401(a) of the Internal Revenue Code which provides retirement, disability or death benefits for full-time employees of the Company, without consideration of age or service requirements. A participant is eligible for employer profit sharing contributions on the day the participant first performs an hour of service as an eligible employee. The Plan is subject to various provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan is an amendment and restatement of a pre-existing plan which was originally effective as of August 1, 1986.

Contributions and Allocations

Each year, participants may contribute up to eighty percent (80%) of pretax annual compensation (“eligible compensation” as defined under the Plan), not to exceed maximum annual contribution limits established by the Federal Government. The elective deferral limitations for 2012 and 2011 amounted to \$17,000 and \$16,500, respectively. In addition, during the year which a participant attains age fifty (50) and in subsequent years, the participant may elect to make additional unmatched, pretax “catch up” contributions of up to \$5,500 in 2012 and 2011.

Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company may make non-elective contributions to the plan. The Company’s non-elective contribution is allocated to eligible participants based upon their compensation in proportion to the compensation of all participants eligible to receive an allocation for the allocation period. An allocation of the Company’s non-elective contribution shall be made to each participant during the plan year that is employed as of the last day of the plan year, or has died, retired, or become totally disabled during the plan year.

A matching contribution by the Company for the plan year is discretionary for each plan year. Matching contributions shall be equal to one hundred percent (100%) of a participant’s elective deferrals, including catch-up contributions, not to exceed four percent (4%) of the participant’s total compensation.

Participant Accounts

Under the Plan, elective deferrals made by participants and any employer contributions are placed into investment accounts, as directed by the participant, which are then credited with gains and losses at each valuation date. Valuation is performed daily. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

Vesting

Under the Plan, participants are immediately vested in their elective deferral contributions and all employer contributions, plus actual earnings thereon.

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants

Participants may borrow, from their fund accounts, a minimum of \$1,000 up to the lesser of \$50,000 or fifty percent (50%) of their account balance. Participants may not have more than one (1) outstanding loan at a time. Loan periods may not extend past five years.

Loans must be secured with an irrevocable pledge and assignment of the participant's vested interest in his or her account.

Loans bear interest at a fixed rate established by the Plan Administrator, set at one percent higher than the bank prime rate when the loan is made. In no circumstances may the rate be less than Prime plus 1%.

Principal and interest is paid ratably as of each payroll withholding period by the participant through payroll deductions.

Payment of Benefits

On termination of service for reasons other than death, participant accounts with vested interest valued at less than one thousand dollars (\$1,000) will be distributed in the form of a lump-sum distribution of the participant's total account balance. Participant accounts with vested interest valued at greater than one thousand dollars (\$1,000), a participant may elect to receive the value of the vested interest in his or her account as a lump-sum distribution or as partial payments in amounts requested from time to time. Upon death, a participant's beneficiaries must distribute the entire account balance before December 31 of the calendar year containing the fifth anniversary of the participant's death.

In-service distributions of a participant's vested interest are permitted by the Plan for participants that have attained age fifty-nine and one-half (59 ½.).

Hardship distributions are permitted by the Plan. These distributions are allowed only in circumstances to pay for immediate and heavy financial need, as defined by the plan.

The Plan permits rollover contributions to the Plan. Rollover contributions remain in segregated rollover accounts and may be withdrawn by the participant at any time.

The Plan administrator may delay payment to participants for a reasonable time for administrative convenience.

Forfeited Accounts

Forfeitures are amounts which cannot be paid to terminated participants because they were not one hundred percent (100%) vested upon separation from service with the Company. All plan participants are fully vested in employee deferral, employer matching and discretionary contributions. Therefore, there are no forfeited accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for Plan benefits at the date of the financial statements and the changes in net assets available for Plan benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value except for its investment contract (the fixed rate fund) which is valued at contract value (NOTE 4.)

The fair value of the participation units owned by the plan in insurance company pooled separate accounts is based on quoted redemption values.

Net appreciation in the fair value of Plan assets reflected in the Plan's statement of changes in net assets available for benefits includes realized capital gains and losses, interest and unrealized appreciation or depreciation. Purchases and sales of units of participation in the insurance company pooled separate account are recorded on a trade-date basis. Interest and dividends are recorded when received.

Notes Receivable from Participants

Loans are stated at unpaid principal balances plus accrued but unpaid interest. Interest on loans is recognized over the term of the loan and is calculated using the simple-interest method on principal amounts outstanding.

All loans are secured by an irrevocable pledge and assignment of the participant's vested account interest. Therefore, an allowance for loan losses account is not necessary.

Loan defaults are considered to have occurred if any scheduled payment remains unpaid as of the end of the last day of the calendar quarter following the calendar quarter in which the required payment was due.

Payment of Benefits

Benefits are recorded when paid.

Administration Expenses

Although not required, the Company, as Plan Sponsor, may pay the related costs of administering the Plan. Expenses paid by the Company on behalf of the Plan are not reflected in the financial statements of the Plan.

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.

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (Continued)

Investments Contract with Insurance Company

The Plan has a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

The guaranteed investment contract is fully benefit-responsive; contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 totaled \$14,667,592 and \$14,548,729, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a semi-annual basis for resetting.

Generally, there are no events that could limit the ability of the plan to transact at contract value paid within 90 days or in certain rate-based circumstances, paid over time.

The guaranteed investment contract does not permit the insurance entity to terminate the agreement prior to the scheduled maturity date.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	2.60%	3.00%
Based on interest credited to participants	2.60%	3.00%

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 3 – INVESTMENTS

The following table represents the fair value of investments based upon quoted market values, as determined by the custodians, which exceed five percent (5%) of the Plan's net assets:

	<u>2012</u>	<u>2011</u>
Investments at contract value:		
Guaranteed income fund	\$ 14,667,592	\$ 14,548,729
Investments at fair value:		
Insurance company pooled separate accounts		
Oakmark Equity Income Fund	\$ 1,036,693	\$ 1,040,435

All investments are participant directed.

During 2012, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value by \$468,822 as follows:

Insurance company pooled separate accounts (participant directed)	\$ <u>468,822</u>
	\$ <u><u>468,822</u></u>

NOTE 4 – FAIR VALUE MEASUREMENTS

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

- Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 inputs to the valuation methodology include the following:
 - o Quoted prices for similar assets or liabilities in active markets
 - o Quoted prices for identical or similar assets or liabilities in inactive markets
 - o Inputs other than quoted prices that are observable for the asset or liability
 - o Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means

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

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Fixed Income Account

General account of undivided funds valued at the net asset value of shares held by the Plan at year end.

Insurance Company Pooled Separate Accounts

Plan assets are represented by a "unit of account" and a per unit value whose value is the result of the accumulated values of the underlying investments. While the majority of the underlying asset values are based on quoted prices, the net asset value (NAV) of the pooled separate accounts is not publically quoted. The NAV is reported by the fund managers as of the financial statement date based on recent transaction prices. The pooled separate accounts held by the Plan provide for daily redemptions by the Plan at reported NAV with no advance communication required. The Plan is permitted to redeem investment units at NAV on the measurement date.

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

The following tables set forth by level, within the fair value hierarchy, the plan's fair value measurements at December 31, 2012 and 2011, respectively:

Assets at fair value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Fixed income account	\$ -	\$ -	\$ 14,667,592	\$ 14,667,592
Pooled separate accounts				
Allocation/Balanced	-	1,492,325	-	1,492,325
Large cap	-	911,941	-	911,941
Small cap	-	492,898	-	492,898
International/Global	-	373,246	-	373,246
Bond	-	305,309	-	305,309
Total pooled separate accounts	-	3,575,719	-	3,575,719
Total assets at fair value	\$ -	\$ 3,575,719	\$ 14,667,592	\$ 18,243,311

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

11**NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)**

Assets at fair value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Fixed income account	\$ -	\$ -	\$ 14,548,729	\$ 14,548,729
Pooled separate accounts				
Allocation/Balanced	-	1,518,912	-	1,518,912
Large cap	-	899,722	-	899,722
Small cap	-	462,171	-	462,171
International/Global	-	348,333	-	348,333
Bond	-	277,770	-	277,770
Total pooled separate accounts	-	3,506,908	-	3,506,908
Total assets at fair value	\$ -	\$ 3,506,908	\$ 14,548,729	\$ 18,055,637

The table below sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2012 and 2011:

	2012	2011
Additions to net assets attributed to:		
Investment income		
Interest and dividends	\$ 382,210	\$ 398,230
Total investment income	382,210	398,230
Contributions		
Employer	318,377	407,428
Participants	1,500,371	1,321,204
Total contributions	1,818,748	1,728,632
Total additions	2,200,958	2,126,862
Net transfers	515,664	22,081
Deductions from net assets attributed to:		
Benefits paid to participants	2,597,759	585,802
Total deductions	2,597,759	585,802
Net increase (decrease)	118,863	1,563,141
Contract value to fair value adjustment	-	-
Net assets at fair value		
Beginning of year	14,548,729	12,985,588
End of year	\$ 14,667,592	\$ 14,548,729

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 5 – RELATED PARTY TRANSACTIONS

For the periods involved the Plan's assets were invested in mutual fund portfolios managed by Prudential Retirement Insurance and Annuity Company, the Custodians of the Plan. These transactions qualify as parties-in-interest. Other parties-in-interest include Werntz and Associates who served as record keepers of the Plan and the Dolet Hills Lignite Company, Inc., the Plan sponsor.

NOTE 6 – PLAN AMENDMENT OR TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. The Company may also amend the Plan. However, no amendment can reduce benefits already earned by the participants. In the event of termination, participants are entitled to the full amount in their account as of the date of termination, regardless of the percent vested at the time of termination.

NOTE 7 – TAX STATUS

The Plan obtained its latest determination letter on August 10, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U.S. GAAP require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ <u>19,532,559</u>	\$ 18,781,286
Amounts allocated to withdrawing participants	<u>-</u>	<u>-</u>
Net assets available for benefits per Form 5500 Schedule H	\$ <u><u>19,532,559</u></u>	\$ <u><u>18,781,286</u></u>

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

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NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2012 and 2011 to Schedule H of Form 5500:

	2012
Benefits paid to participants per the financial statements	\$ 2,534,885
Amounts allocated to withdrawing participants at December 31, 2012	-
Amounts allocated to withdrawing participants at December 31, 2011	-
Benefits paid to participants per Form 5500 Schedule H	\$ <u>2,534,885</u>

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but have not yet paid as of that date.

NOTE 9 – SUBSEQUENT EVENTS

Subsequent events were evaluated through July 31, 2013, which is the date the financial statements were available to be issued.

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

14**NOTE 10 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)**

The following information regarding investment activity has been certified as complete and accurate pursuant to 29 CFR 2520.103-5(c) by Prudential Retirement Insurance and Annuity Company, and has not been audited by the Plan's independent accountants at and for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Fixed Income:		
Guaranteed Income Fund	\$ 14,667,592	\$ 14,548,729
Pooled Separate Accounts:		
Invesco Small Cap Growth Strategy Fund	112,310	111,526
Allianz NFJ International Value Fund	186,973	152,530
Wells Fargo Small Cap Value Strategy Fund	380,588	350,645
Oakmark Equity and Income Fund	1,036,693	1,040,435
PIMCO Core Plus Bond Fund	305,309	277,770
Artisan International Growth Fund	186,273	195,803
Janus Advisor Balanced Strategy Fund	318,710	319,981
Lifetime Aggressive Growth Fund	68,399	70,722
Lifetime Growth Fund	106,221	94,240
Lifetime Balanced Fund	107,815	113,684
Lifetime Conservative Growth Fund	29,107	44,812
Lifetime Income and Equity Fund	45,354	25,092
Wellington Large Cap Value Fund	106,512	134,854
Dryden S&P 500 Index	376,189	418,496
T. Rowe Price Growth Stock Strategy Fund	209,266	156,318
Total assets held by the Custodian	\$ <u>18,243,311</u>	\$ <u>18,055,637</u>
Investment income:		
Dividends	\$ <u>371,863</u>	\$ <u>389,934</u>
Net appreciation (depreciation) in fair value of investments	\$ <u>468,822</u>	\$ <u>(61,365)</u>

SUPPLEMENTAL SCHEDULE

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Supplemental Schedule

December 31, 2012

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SCHEDULE H LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**PLAN 003****EIN 72-1501539****DECEMBER 31, 2012**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Fair Value
	<u>Fixed Income Account</u>			
*	Prudential	Guaranteed Income Fund	**	\$ 14,667,592
	<u>Pooled Separate Accounts</u>			
*	Prudential	Invesco Small Cap Growth Strategy Fund	**	112,310
*	Prudential	Allianz NFJ International Value Fund	**	186,973
*	Prudential	Wells Fargo Small Cap Value Strategy Fund	**	380,588
*	Prudential	Oakmark Equity and Income Fund	**	1,036,693
*	Prudential	PIMCO Core Plus Bond Fund	**	305,309
*	Prudential	Artisan International Growth Fund	**	186,273
*	Prudential	Janus Advisor Balanced Strategy Fund	**	318,710
*	Prudential	Lifetime Aggressive Growth Fund	**	68,399
*	Prudential	Lifetime Growth Fund	**	106,221
*	Prudential	Lifetime Balanced Fund	**	107,815
*	Prudential	Lifetime Conservative Growth Fund	**	29,107
*	Prudential	Lifetime Income and Equity Fund	**	45,354
*	Prudential	Wellington Large Cap Value Fund	**	106,512
*	Prudential	Dryden S&P 500 Index	**	376,189
*	Prudential	T. Rowe Price Growth Stock Strategy Fund	**	209,266
	<u>Notes and mortgages:</u>			
*	Participant notes receivable	Promissory notes, various interest rates and maturities	**	734,727
				<u>\$ 18,978,038</u>

* Represents a party-in-interest.

** Information on the cost basis of investments has been excluded, as all investments are participant directed.

See accompanying independent auditors' report.

DOLET HILLS LIGNITE COMPANY 401(K) SAVINGS PLAN

Notes to the Financial Statements

December 31, 2012 and 2011

14**NOTE 10 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)**

The following information regarding investment activity has been certified as complete and accurate pursuant to 29 CFR 2520.103-5(c) by Prudential Retirement Insurance and Annuity Company, and has not been audited by the Plan's independent accountants at and for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Fixed Income:		
Guaranteed Income Fund	\$ 14,667,592	\$ 14,548,729
Pooled Separate Accounts:		
Invesco Small Cap Growth Strategy Fund	112,310	111,526
Allianz NFJ International Value Fund	186,973	152,530
Wells Fargo Small Cap Value Strategy Fund	380,588	350,645
Oakmark Equity and Income Fund	1,036,693	1,040,435
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Wellington Large Cap Value Fund	106,512	134,854
Dryden S&P 500 Index	376,189	418,496
T. Rowe Price Growth Stock Strategy Fund	209,266	156,318
Total assets held by the Custodian	\$ <u>18,243,311</u>	\$ <u>18,055,637</u>
Investment income:		
Dividends	\$ <u>371,863</u>	\$ <u>389,934</u>
Net appreciation (depreciation) in fair value of investments	\$ <u>468,822</u>	\$ <u>(61,365)</u>