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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SHAW SERVICES COMPANY 401(K) & PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1981

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

SHAW SERVICES COMPANY

300 KALAMATH STREET
DENVER, CO 80223

2b Employer Identification Number (EIN)
27-1500013

2c Sponsor's telephone number
303-825-4740

2d Business code (see instructions)
236200

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	PAUL BANKS
	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 [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**	131
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**	91
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	40
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	131
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	131
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	129
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2H 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

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
SHAW SERVICES COMPANY 401(K) & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SHAW SERVICES COMPANY

D Employer Identification Number (EIN)
27-1500013

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

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

AMERICAN FUNDS

95-1411037

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

E.I.I.

13-3162003

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

GOLDMAN SACHS

13-5108880

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

HARBOR

04-2679462

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

METROPOLITAN WEST FUNDS

95-4597302

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

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

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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 19 37 50 62 64	SERVICE PROVIDER	6920	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, 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?
19 50	CUSTODIAN	15635	Yes [X] No [ ]	Yes [X] No [ ]	2745	Yes [ ] No [X]

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

COOK STREET CONSULTING, INC.

84-0854432

(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?
27 50	INVESTMENT ADVISORY	18750	Yes [ ] No [X]	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)

EKS & H, LLLP

46-1497033

(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?
10 50	ACCOUNTANT	12000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RPS PLAN ADMINISTRATORS

84-1096179

(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?
13 50	SERVICE PROVIDER	9657	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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
SHAW SERVICES COMPANY 401(K) & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SHAW SERVICES COMPANY

D Employer Identification Number (EIN)
27-1500013

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)	71725	114394
(2) Participant contributions	1b(2)	223	0
(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)	133083	143069
(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)	9043771	10510513
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	9248802	10767976
	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	9248802	10767976

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)	114394	
	(B) Participants	2a(1)(B)	485719	
	(C) Others (including rollovers)	2a(1)(C)	48627	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		648740
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)	6232	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6232
	(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)	186003	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		186003
	(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)		1121372
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1962347
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	380211	
(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)		380211
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)	12000	
(2) Contract administrator fees	2i(2)	16577	
(3) Investment advisory and management fees	2i(3)	18750	
(4) Other	2i(4)	15635	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		62962
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		443173
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1519174
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: EKS&H, LLLP **(2)** EIN: 46-1497033

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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	X		

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
SHAW SERVICES COMPANY 401(K) & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SHAW SERVICES COMPANY

D Employer Identification Number (EIN)
27-1500013

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): 31-1592130 41-6257133

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):

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011

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SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Shaw Services Company 401(k) and Profit Sharing Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan"), which are comprised of 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 Wells Fargo Bank, N.A. and Nationwide Trust Company, FSB, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets as of December 31, 2012, and executed investment transactions for the period from September 4, 2012 through December 31, 2012, and Nationwide Trust Company, FSB held the Plan's investment assets as of December 31, 2011, and executed investment transactions for the period from January 1, 2012 through September 3, 2012. The Plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodians 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 MATTERS

The supplemental schedule as of December 31, 2012, 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 is 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, we do not express an opinion on this supplemental schedule.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S 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 custodians, 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.

EKS&H LLLP

EKS&H LLLP

October 9, 2013
Denver, Colorado

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value		
Mutual funds	$ 10,510,513	$ 9,043,771
Receivables		
Employer contributions	114,394	71,725
Other	-	223
Participant loans	143,069	133,083
Total receivables	257,463	205,031
Net assets available for benefits	$ 10,767,976	$ 9,248,802

See notes to financial statements.

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of mutual funds	$ 1,121,372
Dividends from mutual funds	186,003
Interest income from participant loans	6,232
Total investment income	1,313,607
Contributions	
Employer	114,394
Rollover	48,627
Participant	485,719
Total contributions	648,740
Deductions	
Benefits paid to participants	380,211
Administrative fees	62,962
Total deductions	443,173
Increase in net assets	1,519,174
Net assets available for benefits	
Beginning of year	9,248,802
End of year	$ 10,767,976

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established April 1, 1981 and was most recently amended and restated on September 1, 2012. The Plan is available to employees of Shaw Services Company (the "Company") who are age 21 years or older. The 401(k) portion of the Plan is available to employees of the Company who have completed one month of service, and the profit sharing portion of the Plan is available to employees who have completed six months of service. In order to be eligible to participate in employer discretionary profit sharing contributions, the employee must complete at least 1,000 hours of service and be employed on the last day of the Plan year.

Select members of management of the Company administer the Plan and serve as the investment committee of the Plan. Cook Street Consulting, Inc. provides fiduciary and investment advisor services to the Plan. Through September 3, 2012, RPS Plan Administrators ("RPS") served as the third-party administrator of the Plan and Nationwide Trust Company, FSB ("Nationwide") served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo Bank, N.A. ("Wells Fargo") was appointed to serve as the third-party administrator and custodian of the Plan. Wells Fargo offers Plan participants a variety of investment options. Participant accounts pertaining to participant contributions, including allocated earnings and losses thereon, are invested in the various investment options at the direction of the participants. Participant accounts pertaining to Company discretionary contributions, including allocated earnings and losses thereon, are invested by the investment committee of the Plan in accordance with the Plan's investment policy. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Basis of Presentation

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

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions

Participants may make before-tax or post-tax (Roth) contributions as limited by the Internal Revenue Service ("IRS"), which may be adjusted annually by the Secretary of the Treasury for inflation. The Plan also permits rollover contributions from other qualified retirement plans. Under the Plan document, employees are subject to automatic enrollment in the Plan with deferrals of 6% of their pre-tax eligible wages. Effective September 1, 2012, the automatic deferral percentage is subject to a 1% increase on the first day of each Plan year until the deferral percentage reaches 10%. Participants have the right to elect a different deferral percentage or to have no salary deferrals. Employee contributions to the Plan are made through regular payroll deductions. The Company can elect to contribute a discretionary amount of matching contributions by pay period, as well as make discretionary profit sharing contributions once each year. The Company approved $176,874 in profit sharing contributions for the year ended December 31, 2012. Plan forfeitures of $62,480 were utilized, resulting in net profit sharing contributions of $114,394. No discretionary matching contributions were made during 2012.

Participants' Accounts

Each participant's account is credited or charged with the participant's contributions, an allocation of the Company's discretionary contributions, Plan earnings and losses, administrative expenses, and forfeitures. Allocations of earnings and losses are based upon Plan earnings and losses and account balances, as defined in the Plan documents. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions and the allocated earnings or losses thereon.

Any employer discretionary matching or profit sharing contributions (including forfeitures) and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of Service	Vested Interest
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Participants must be employed at year-end and complete 1,000 hours of service during a Plan year to qualify for a year of service. A participant's account also becomes 100% vested upon death while in employment of the Company, attaining normal retirement age of 65, retirement due to disability, or if the Plan is terminated.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Loans

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are secured by the vested balance in the participant's account and bear interest at rates that range from 4.25% to 5.75% and mature at various dates through February 2034. Prior to September 1, 2012, interest rates were determined quarterly by the Plan administrator commensurate with local prevailing rates at initial funding. Effective September 1, 2012, interest rates are computed as the sum of the prime lending rate at initial funding plus 2%. Principal and interest is paid ratably through payroll deductions. Participant loans are recorded in the financial statements at amortized cost plus accrued interest.

Payments of Benefits

Upon termination of service, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested account balance. Participants subject to required minimum distributions will receive installment payments, as defined by the Plan. The Plan also allows distributions for financial hardship, subject to limitations. Benefits to participants are recorded when paid.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Forfeitures may be used either to reduce employer contributions to the Plan or to cover Plan expenses. Forfeitures that reduce employer contributions shall be allocated to participants in the same manner as the employer's contribution. The balances of this account at December 31, 2012 and 2011 totaled $83,043 and $141,850, respectively, of which the Company utilized $62,480 and $79,370, respectively, to reduce the discretionary profit sharing contributions paid subsequent to each respective year-end.

Valuation of Investments and Income Recognition

Plan investments are comprised of mutual funds. 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 (Note 2). The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits and is determined as the difference between market value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end market value. Realized gains and losses on sales of investments are determined using the average cost basis. 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.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Use of Estimates

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

Risks and Uncertainties

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

Additionally, some investments held by mutual funds are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Note 2 - Fair Value Accounting

Accounting guidance establishes 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Note 2 - Fair Value Accounting (continued)

The following tables present the Plan's investment assets that are measured at fair value on a recurring basis at December 31, 2012 and 2011 for each of the fair value hierarchy levels.

Assets at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bonds	$ 2,613,303	$ -	$ -	$ 2,613,303
Mid-cap	2,404,806	-	-	2,404,806
International	1,913,683	-	-	1,913,683
Large-cap	1,536,950	-	-	1,536,950
Small-cap	986,048	-	-	986,048
Balanced	563,221	-	-	563,221
Cash	492,502	-	-	492,502
Total	$ 10,510,513	$ -	$ -	$ 10,510,513

Assets at fair value as of December 31, 2011 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap	$ -	$ 2,570,495	$ -	$ 2,570,495
Bonds	-	1,467,570	-	1,467,570
International	-	1,450,373	-	1,450,373
Mid-cap	-	1,243,905	-	1,243,905
Small-cap	-	765,527	-	765,527
Cash	-	605,655	-	605,655
Short-term bonds	-	519,053	-	519,053
Balanced	-	421,193	-	421,193
Total	$ -	$ 9,043,771	$ -	$ 9,043,771

Note 2 - Fair Value Accounting (continued)

For the year ended December 31, 2011, and for the period from January 1, 2012 to September 3, 2012, Level 2 assets in the Plan were unitized funds held by Nationwide that were invested in money market, bond, and equity mutual funds, which are collectively referred to as mutual funds. Nationwide used unit values to perform daily account valuations. The unit value was Nationwide's method for valuing accounts and was not the same as the net asset value reported by the fund house. At inception into the Plan, a mutual fund was given a unit value of 1.00. The daily net asset value price from each fund house was used to compute a gross investment rate of return from which management charges were deducted; the resultant net rate of return was used to compute the current unit value on a daily basis. These investments were fully benefit-responsive. The fair value approximated contract value as of December 31, 2011. There were no redemption limitations or notification provisions associated with these mutual funds.

As part of the change in custodians from Nationwide to Wells Fargo on September 4, 2012, the valuation technique utilized changed for the investments held. As described in the preceding paragraph, Nationwide utilized unitized funds to perform daily account valuations, whereas Wells Fargo utilizes readily observable quoted market prices with reliable fair market values. Due to this change, all funds were classified as Level 1 assets as of December 31, 2012.

Note 3 - Investments

Wells Fargo has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2012 and the income earned thereon for the period from September 4, 2012 through December 31, 2012, as reflected in the accompanying financial statements, are complete and accurate.

Nationwide has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2011 and the income earned thereon for the period from January 1, 2012 through September 3, 2012, as reflected in the accompanying financial statements, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the custodians, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule.

Note 3 - Investments (continued)

Included in investments at fair value of net assets available for benefits were the following investments greater than 5% of net assets:

	December 31, 2012		December 31, 2011
Harbor Funds - International Fund Institutional Class	$ 1,761,957		$ 1,450,373
American Funds - The Growth Fund of America R6	$ 1,543,210		$ 1,170,806
American Funds - Washington Mutual R6	$ 1,136,102		$ 763,150
Vanguard - Total Bond Market Index Fund	$ 1,124,446		$ 1,449,992
Vanguard - Extended Market Index Fund	$ 861,596		$ 1,243,905
PIMCO - Low Duration Fund Institutional Class	$ 518,747	*	$ 519,053
Vanguard - S&P 500 Index Fund Signal Class	$ 400,848	*	$ 636,539
Nationwide - Money Market Fund	$ -	*	$ 605,655

* Indicates investments less than 5% of net assets.

Information about the non-participant-directed net assets is as follows:

	December 31, 2012	December 31, 2011
Net assets	$ 5,083,000	$ 4,472,574

Changes in non-participant-directed net assets for the year ended December 31, 2012 are as follows:

Accrued discretionary contributions	$ 114,394
Forfeitures	62,480
Interest income from participant loans	279
Net appreciation in fair value of mutual funds	606,425
Benefits paid to participants	(150,099)
Net participant loan activity	(14,078)
Fees	(8,975)
Total	$ 610,426

Note 4 - Income Taxes

The Plan has adopted a defined contribution plan provided by Wells Fargo that Plan management believes is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The prototype plan obtained its latest opinion letter on March 26, 2010, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested and the Plan administrator is to distribute each participant's interest to the participant or his or her beneficiary.

Note 6 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative and legal services to the Plan. The Company utilizes a third-party administrator to monitor and track the Plan's assets on an individual participant basis. Administrative fees for the services of the fiduciary advisor, the custodian, the third-party administrator, and audit fees are charged directly to the Plan.

Note 7 - Related Party Transactions

Through September 3, 2012, Nationwide served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo was appointed to serve as the third-party administrator and custodian of the Plan. In addition, the Plan allows participant loans. Therefore, these transactions qualify as party-in-interest. These transactions are exempt from prohibited transaction rules.

Note 8 - Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. There were no material subsequent events that required recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 84-1141569
Plan Number - 001

(a)	(b) Identity of Issue, Borrower , Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Harbor Funds	International Fund Institutional Class	$ 1,616,813	$ 1,761,957
	American Funds	The Growth Fund of America R6	1,477,492	1,543,210
	American Funds	Washington Mutual R6	1,125,332	1,136,102
	Vanguard	Total Bond Market Index Fund	1,136,375	1,124,446
	Vanguard	Extended Market Index Fund	836,833	861,596
	PIMCO	Low Duration Fund Institutional Class	523,160	518,747
	Metropolitan West	High Yield Bond I	485,515	493,372
	Goldman Sachs	Financial Square Funds - Government Fund	492,502	492,502
	Vanguard	Inflation-Protected Securities Fund	486,460	476,738
	T. Rowe Price	Small Cap Value Fund	406,660	417,326
	Vanguard	S&P 500 Index Fund Signal Class	397,413	400,848
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	Vanguard	Target Retirement 2045 Fund	27,003	27,421
	Vanguard	Target Retirement 2040 Fund	15,778	16,063
	Vanguard	Target Retirement Income Fund	12,222	12,180
	Vanguard	Target Retirement 2050 Fund	8,341	8,445
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	Vanguard	Target Retirement 2055 Fund	1,509	1,520
*	Participant loans	Interest rates from 4.25% to 5.75% with maturity dates through February 2034, collateralized by participant accounts	143,069	143,069
	Total		$ 10,390,420	$ 10,653,582

* Party-in-interest

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011

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SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Shaw Services Company 401(k) and Profit Sharing Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan"), which are comprised of 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 Wells Fargo Bank, N.A. and Nationwide Trust Company, FSB, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets as of December 31, 2012, and executed investment transactions for the period from September 4, 2012 through December 31, 2012, and Nationwide Trust Company, FSB held the Plan's investment assets as of December 31, 2011, and executed investment transactions for the period from January 1, 2012 through September 3, 2012. The Plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodians 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 MATTERS

The supplemental schedule as of December 31, 2012, 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 is 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, we do not express an opinion on this supplemental schedule.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S 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 custodians, 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.

EKS&H LLLP

EKS&H LLLP

October 9, 2013
Denver, Colorado

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value		
Mutual funds	$ 10,510,513	$ 9,043,771
Receivables		
Employer contributions	114,394	71,725
Other	-	223
Participant loans	143,069	133,083
Total receivables	257,463	205,031
Net assets available for benefits	$ 10,767,976	$ 9,248,802

See notes to financial statements.

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of mutual funds	$ 1,121,372
Dividends from mutual funds	186,003
Interest income from participant loans	6,232
Total investment income	1,313,607
Contributions	
Employer	114,394
Rollover	48,627
Participant	485,719
Total contributions	648,740
Deductions	
Benefits paid to participants	380,211
Administrative fees	62,962
Total deductions	443,173
Increase in net assets	1,519,174
Net assets available for benefits	
Beginning of year	9,248,802
End of year	$ 10,767,976

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established April 1, 1981 and was most recently amended and restated on September 1, 2012. The Plan is available to employees of Shaw Services Company (the "Company") who are age 21 years or older. The 401(k) portion of the Plan is available to employees of the Company who have completed one month of service, and the profit sharing portion of the Plan is available to employees who have completed six months of service. In order to be eligible to participate in employer discretionary profit sharing contributions, the employee must complete at least 1,000 hours of service and be employed on the last day of the Plan year.

Select members of management of the Company administer the Plan and serve as the investment committee of the Plan. Cook Street Consulting, Inc. provides fiduciary and investment advisor services to the Plan. Through September 3, 2012, RPS Plan Administrators ("RPS") served as the third-party administrator of the Plan and Nationwide Trust Company, FSB ("Nationwide") served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo Bank, N.A. ("Wells Fargo") was appointed to serve as the third-party administrator and custodian of the Plan. Wells Fargo offers Plan participants a variety of investment options. Participant accounts pertaining to participant contributions, including allocated earnings and losses thereon, are invested in the various investment options at the direction of the participants. Participant accounts pertaining to Company discretionary contributions, including allocated earnings and losses thereon, are invested by the investment committee of the Plan in accordance with the Plan's investment policy. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Basis of Presentation

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

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions

Participants may make before-tax or post-tax (Roth) contributions as limited by the Internal Revenue Service ("IRS"), which may be adjusted annually by the Secretary of the Treasury for inflation. The Plan also permits rollover contributions from other qualified retirement plans. Under the Plan document, employees are subject to automatic enrollment in the Plan with deferrals of 6% of their pre-tax eligible wages. Effective September 1, 2012, the automatic deferral percentage is subject to a 1% increase on the first day of each Plan year until the deferral percentage reaches 10%. Participants have the right to elect a different deferral percentage or to have no salary deferrals. Employee contributions to the Plan are made through regular payroll deductions. The Company can elect to contribute a discretionary amount of matching contributions by pay period, as well as make discretionary profit sharing contributions once each year. The Company approved $176,874 in profit sharing contributions for the year ended December 31, 2012. Plan forfeitures of $62,480 were utilized, resulting in net profit sharing contributions of $114,394. No discretionary matching contributions were made during 2012.

Participants' Accounts

Each participant's account is credited or charged with the participant's contributions, an allocation of the Company's discretionary contributions, Plan earnings and losses, administrative expenses, and forfeitures. Allocations of earnings and losses are based upon Plan earnings and losses and account balances, as defined in the Plan documents. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions and the allocated earnings or losses thereon.

Any employer discretionary matching or profit sharing contributions (including forfeitures) and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of Service	Vested Interest
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Participants must be employed at year-end and complete 1,000 hours of service during a Plan year to qualify for a year of service. A participant's account also becomes 100% vested upon death while in employment of the Company, attaining normal retirement age of 65, retirement due to disability, or if the Plan is terminated.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Loans

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are secured by the vested balance in the participant's account and bear interest at rates that range from 4.25% to 5.75% and mature at various dates through February 2034. Prior to September 1, 2012, interest rates were determined quarterly by the Plan administrator commensurate with local prevailing rates at initial funding. Effective September 1, 2012, interest rates are computed as the sum of the prime lending rate at initial funding plus 2%. Principal and interest is paid ratably through payroll deductions. Participant loans are recorded in the financial statements at amortized cost plus accrued interest.

Payments of Benefits

Upon termination of service, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested account balance. Participants subject to required minimum distributions will receive installment payments, as defined by the Plan. The Plan also allows distributions for financial hardship, subject to limitations. Benefits to participants are recorded when paid.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Forfeitures may be used either to reduce employer contributions to the Plan or to cover Plan expenses. Forfeitures that reduce employer contributions shall be allocated to participants in the same manner as the employer's contribution. The balances of this account at December 31, 2012 and 2011 totaled $83,043 and $141,850, respectively, of which the Company utilized $62,480 and $79,370, respectively, to reduce the discretionary profit sharing contributions paid subsequent to each respective year-end.

Valuation of Investments and Income Recognition

Plan investments are comprised of mutual funds. 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 (Note 2). The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits and is determined as the difference between market value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end market value. Realized gains and losses on sales of investments are determined using the average cost basis. 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.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Use of Estimates

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

Risks and Uncertainties

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

Additionally, some investments held by mutual funds are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Note 2 - Fair Value Accounting

Accounting guidance establishes 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Note 2 - Fair Value Accounting (continued)

The following tables present the Plan's investment assets that are measured at fair value on a recurring basis at December 31, 2012 and 2011 for each of the fair value hierarchy levels.

Assets at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bonds	$ 2,613,303	$ -	$ -	$ 2,613,303
Mid-cap	2,404,806	-	-	2,404,806
International	1,913,683	-	-	1,913,683
Large-cap	1,536,950	-	-	1,536,950
Small-cap	986,048	-	-	986,048
Balanced	563,221	-	-	563,221
Cash	492,502	-	-	492,502
Total	$ 10,510,513	$ -	$ -	$ 10,510,513

Assets at fair value as of December 31, 2011 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap	$ -	$ 2,570,495	$ -	$ 2,570,495
Bonds	-	1,467,570	-	1,467,570
International	-	1,450,373	-	1,450,373
Mid-cap	-	1,243,905	-	1,243,905
Small-cap	-	765,527	-	765,527
Cash	-	605,655	-	605,655
Short-term bonds	-	519,053	-	519,053
Balanced	-	421,193	-	421,193
Total	$ -	$ 9,043,771	$ -	$ 9,043,771

Note 2 - Fair Value Accounting (continued)

For the year ended December 31, 2011, and for the period from January 1, 2012 to September 3, 2012, Level 2 assets in the Plan were unitized funds held by Nationwide that were invested in money market, bond, and equity mutual funds, which are collectively referred to as mutual funds. Nationwide used unit values to perform daily account valuations. The unit value was Nationwide's method for valuing accounts and was not the same as the net asset value reported by the fund house. At inception into the Plan, a mutual fund was given a unit value of 1.00. The daily net asset value price from each fund house was used to compute a gross investment rate of return from which management charges were deducted; the resultant net rate of return was used to compute the current unit value on a daily basis. These investments were fully benefit-responsive. The fair value approximated contract value as of December 31, 2011. There were no redemption limitations or notification provisions associated with these mutual funds.

As part of the change in custodians from Nationwide to Wells Fargo on September 4, 2012, the valuation technique utilized changed for the investments held. As described in the preceding paragraph, Nationwide utilized unitized funds to perform daily account valuations, whereas Wells Fargo utilizes readily observable quoted market prices with reliable fair market values. Due to this change, all funds were classified as Level 1 assets as of December 31, 2012.

Note 3 - Investments

Wells Fargo has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2012 and the income earned thereon for the period from September 4, 2012 through December 31, 2012, as reflected in the accompanying financial statements, are complete and accurate.

Nationwide has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2011 and the income earned thereon for the period from January 1, 2012 through September 3, 2012, as reflected in the accompanying financial statements, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the custodians, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule.

Note 3 - Investments (continued)

Included in investments at fair value of net assets available for benefits were the following investments greater than 5% of net assets:

	December 31, 2012		December 31, 2011
Harbor Funds - International Fund Institutional Class	$ 1,761,957		$ 1,450,373
American Funds - The Growth Fund of America R6	$ 1,543,210		$ 1,170,806
American Funds - Washington Mutual R6	$ 1,136,102		$ 763,150
Vanguard - Total Bond Market Index Fund	$ 1,124,446		$ 1,449,992
Vanguard - Extended Market Index Fund	$ 861,596		$ 1,243,905
PIMCO - Low Duration Fund Institutional Class	$ 518,747	*	$ 519,053
Vanguard - S&P 500 Index Fund Signal Class	$ 400,848	*	$ 636,539
Nationwide - Money Market Fund	$ -	*	$ 605,655

* Indicates investments less than 5% of net assets.

Information about the non-participant-directed net assets is as follows:

	December 31, 2012	December 31, 2011
Net assets	$ 5,083,000	$ 4,472,574

Changes in non-participant-directed net assets for the year ended December 31, 2012 are as follows:

Accrued discretionary contributions	$ 114,394
Forfeitures	62,480
Interest income from participant loans	279
Net appreciation in fair value of mutual funds	606,425
Benefits paid to participants	(150,099)
Net participant loan activity	(14,078)
Fees	(8,975)
Total	$ 610,426

Note 4 - Income Taxes

The Plan has adopted a defined contribution plan provided by Wells Fargo that Plan management believes is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The prototype plan obtained its latest opinion letter on March 26, 2010, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

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Note 7 - Related Party Transactions

Through September 3, 2012, Nationwide served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo was appointed to serve as the third-party administrator and custodian of the Plan. In addition, the Plan allows participant loans. Therefore, these transactions qualify as party-in-interest. These transactions are exempt from prohibited transaction rules.

Note 8 - Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. There were no material subsequent events that required recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 84-1141569
Plan Number - 001

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*	Participant loans	Interest rates from 4.25% to 5.75% with maturity dates through February 2034, collateralized by participant accounts	143,069	143,069
	Total		$ 10,390,420	$ 10,653,582

* Party-in-interest

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Shaw Services Company 401(k) and Profit Sharing Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan"), which are comprised of 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 Wells Fargo Bank, N.A. and Nationwide Trust Company, FSB, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets as of December 31, 2012, and executed investment transactions for the period from September 4, 2012 through December 31, 2012, and Nationwide Trust Company, FSB held the Plan's investment assets as of December 31, 2011, and executed investment transactions for the period from January 1, 2012 through September 3, 2012. The Plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodians 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 MATTERS

The supplemental schedule as of December 31, 2012, 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 is 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, we do not express an opinion on this supplemental schedule.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S 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 custodians, 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.

EKS&H LLLP

EKS&H LLLP

October 9, 2013
Denver, Colorado

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value		
Mutual funds	$ 10,510,513	$ 9,043,771
Receivables		
Employer contributions	114,394	71,725
Other	-	223
Participant loans	143,069	133,083
Total receivables	257,463	205,031
Net assets available for benefits	$ 10,767,976	$ 9,248,802

See notes to financial statements.

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of mutual funds	$ 1,121,372
Dividends from mutual funds	186,003
Interest income from participant loans	6,232
Total investment income	1,313,607
Contributions	
Employer	114,394
Rollover	48,627
Participant	485,719
Total contributions	648,740
Deductions	
Benefits paid to participants	380,211
Administrative fees	62,962
Total deductions	443,173
Increase in net assets	1,519,174
Net assets available for benefits	
Beginning of year	9,248,802
End of year	$ 10,767,976

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of Shaw Services Company 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established April 1, 1981 and was most recently amended and restated on September 1, 2012. The Plan is available to employees of Shaw Services Company (the "Company") who are age 21 years or older. The 401(k) portion of the Plan is available to employees of the Company who have completed one month of service, and the profit sharing portion of the Plan is available to employees who have completed six months of service. In order to be eligible to participate in employer discretionary profit sharing contributions, the employee must complete at least 1,000 hours of service and be employed on the last day of the Plan year.

Select members of management of the Company administer the Plan and serve as the investment committee of the Plan. Cook Street Consulting, Inc. provides fiduciary and investment advisor services to the Plan. Through September 3, 2012, RPS Plan Administrators ("RPS") served as the third-party administrator of the Plan and Nationwide Trust Company, FSB ("Nationwide") served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo Bank, N.A. ("Wells Fargo") was appointed to serve as the third-party administrator and custodian of the Plan. Wells Fargo offers Plan participants a variety of investment options. Participant accounts pertaining to participant contributions, including allocated earnings and losses thereon, are invested in the various investment options at the direction of the participants. Participant accounts pertaining to Company discretionary contributions, including allocated earnings and losses thereon, are invested by the investment committee of the Plan in accordance with the Plan's investment policy. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Basis of Presentation

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

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions

Participants may make before-tax or post-tax (Roth) contributions as limited by the Internal Revenue Service ("IRS"), which may be adjusted annually by the Secretary of the Treasury for inflation. The Plan also permits rollover contributions from other qualified retirement plans. Under the Plan document, employees are subject to automatic enrollment in the Plan with deferrals of 6% of their pre-tax eligible wages. Effective September 1, 2012, the automatic deferral percentage is subject to a 1% increase on the first day of each Plan year until the deferral percentage reaches 10%. Participants have the right to elect a different deferral percentage or to have no salary deferrals. Employee contributions to the Plan are made through regular payroll deductions. The Company can elect to contribute a discretionary amount of matching contributions by pay period, as well as make discretionary profit sharing contributions once each year. The Company approved $176,874 in profit sharing contributions for the year ended December 31, 2012. Plan forfeitures of $62,480 were utilized, resulting in net profit sharing contributions of $114,394. No discretionary matching contributions were made during 2012.

Participants' Accounts

Each participant's account is credited or charged with the participant's contributions, an allocation of the Company's discretionary contributions, Plan earnings and losses, administrative expenses, and forfeitures. Allocations of earnings and losses are based upon Plan earnings and losses and account balances, as defined in the Plan documents. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions and the allocated earnings or losses thereon.

Any employer discretionary matching or profit sharing contributions (including forfeitures) and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of Service	Vested Interest
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Participants must be employed at year-end and complete 1,000 hours of service during a Plan year to qualify for a year of service. A participant's account also becomes 100% vested upon death while in employment of the Company, attaining normal retirement age of 65, retirement due to disability, or if the Plan is terminated.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Loans

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are secured by the vested balance in the participant's account and bear interest at rates that range from 4.25% to 5.75% and mature at various dates through February 2034. Prior to September 1, 2012, interest rates were determined quarterly by the Plan administrator commensurate with local prevailing rates at initial funding. Effective September 1, 2012, interest rates are computed as the sum of the prime lending rate at initial funding plus 2%. Principal and interest is paid ratably through payroll deductions. Participant loans are recorded in the financial statements at amortized cost plus accrued interest.

Payments of Benefits

Upon termination of service, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested account balance. Participants subject to required minimum distributions will receive installment payments, as defined by the Plan. The Plan also allows distributions for financial hardship, subject to limitations. Benefits to participants are recorded when paid.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Forfeitures may be used either to reduce employer contributions to the Plan or to cover Plan expenses. Forfeitures that reduce employer contributions shall be allocated to participants in the same manner as the employer's contribution. The balances of this account at December 31, 2012 and 2011 totaled $83,043 and $141,850, respectively, of which the Company utilized $62,480 and $79,370, respectively, to reduce the discretionary profit sharing contributions paid subsequent to each respective year-end.

Valuation of Investments and Income Recognition

Plan investments are comprised of mutual funds. 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 (Note 2). The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits and is determined as the difference between market value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end market value. Realized gains and losses on sales of investments are determined using the average cost basis. 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.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Use of Estimates

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

Risks and Uncertainties

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

Additionally, some investments held by mutual funds are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Note 2 - Fair Value Accounting

Accounting guidance establishes 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Note 2 - Fair Value Accounting (continued)

The following tables present the Plan's investment assets that are measured at fair value on a recurring basis at December 31, 2012 and 2011 for each of the fair value hierarchy levels.

Assets at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bonds	$ 2,613,303	$ -	$ -	$ 2,613,303
Mid-cap	2,404,806	-	-	2,404,806
International	1,913,683	-	-	1,913,683
Large-cap	1,536,950	-	-	1,536,950
Small-cap	986,048	-	-	986,048
Balanced	563,221	-	-	563,221
Cash	492,502	-	-	492,502
Total	$ 10,510,513	$ -	$ -	$ 10,510,513

Assets at fair value as of December 31, 2011 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap	$ -	$ 2,570,495	$ -	$ 2,570,495
Bonds	-	1,467,570	-	1,467,570
International	-	1,450,373	-	1,450,373
Mid-cap	-	1,243,905	-	1,243,905
Small-cap	-	765,527	-	765,527
Cash	-	605,655	-	605,655
Short-term bonds	-	519,053	-	519,053
Balanced	-	421,193	-	421,193
Total	$ -	$ 9,043,771	$ -	$ 9,043,771

Note 2 - Fair Value Accounting (continued)

For the year ended December 31, 2011, and for the period from January 1, 2012 to September 3, 2012, Level 2 assets in the Plan were unitized funds held by Nationwide that were invested in money market, bond, and equity mutual funds, which are collectively referred to as mutual funds. Nationwide used unit values to perform daily account valuations. The unit value was Nationwide's method for valuing accounts and was not the same as the net asset value reported by the fund house. At inception into the Plan, a mutual fund was given a unit value of 1.00. The daily net asset value price from each fund house was used to compute a gross investment rate of return from which management charges were deducted; the resultant net rate of return was used to compute the current unit value on a daily basis. These investments were fully benefit-responsive. The fair value approximated contract value as of December 31, 2011. There were no redemption limitations or notification provisions associated with these mutual funds.

As part of the change in custodians from Nationwide to Wells Fargo on September 4, 2012, the valuation technique utilized changed for the investments held. As described in the preceding paragraph, Nationwide utilized unitized funds to perform daily account valuations, whereas Wells Fargo utilizes readily observable quoted market prices with reliable fair market values. Due to this change, all funds were classified as Level 1 assets as of December 31, 2012.

Note 3 - Investments

Wells Fargo has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2012 and the income earned thereon for the period from September 4, 2012 through December 31, 2012, as reflected in the accompanying financial statements, are complete and accurate.

Nationwide has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant loans at amortized cost as of December 31, 2011 and the income earned thereon for the period from January 1, 2012 through September 3, 2012, as reflected in the accompanying financial statements, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the custodians, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule.

Note 3 - Investments (continued)

Included in investments at fair value of net assets available for benefits were the following investments greater than 5% of net assets:

	December 31, 2012		December 31, 2011
Harbor Funds - International Fund Institutional Class	$ 1,761,957		$ 1,450,373
American Funds - The Growth Fund of America R6	$ 1,543,210		$ 1,170,806
American Funds - Washington Mutual R6	$ 1,136,102		$ 763,150
Vanguard - Total Bond Market Index Fund	$ 1,124,446		$ 1,449,992
Vanguard - Extended Market Index Fund	$ 861,596		$ 1,243,905
PIMCO - Low Duration Fund Institutional Class	$ 518,747	*	$ 519,053
Vanguard - S&P 500 Index Fund Signal Class	$ 400,848	*	$ 636,539
Nationwide - Money Market Fund	$ -	*	$ 605,655

* Indicates investments less than 5% of net assets.

Information about the non-participant-directed net assets is as follows:

	December 31, 2012	December 31, 2011
Net assets	$ 5,083,000	$ 4,472,574

Changes in non-participant-directed net assets for the year ended December 31, 2012 are as follows:

Accrued discretionary contributions	$ 114,394
Forfeitures	62,480
Interest income from participant loans	279
Net appreciation in fair value of mutual funds	606,425
Benefits paid to participants	(150,099)
Net participant loan activity	(14,078)
Fees	(8,975)
Total	$ 610,426

Note 4 - Income Taxes

The Plan has adopted a defined contribution plan provided by Wells Fargo that Plan management believes is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The prototype plan obtained its latest opinion letter on March 26, 2010, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested and the Plan administrator is to distribute each participant's interest to the participant or his or her beneficiary.

Note 6 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative and legal services to the Plan. The Company utilizes a third-party administrator to monitor and track the Plan's assets on an individual participant basis. Administrative fees for the services of the fiduciary advisor, the custodian, the third-party administrator, and audit fees are charged directly to the Plan.

Note 7 - Related Party Transactions

Through September 3, 2012, Nationwide served as custodian of the Plan assets. Effective September 4, 2012, Wells Fargo was appointed to serve as the third-party administrator and custodian of the Plan. In addition, the Plan allows participant loans. Therefore, these transactions qualify as party-in-interest. These transactions are exempt from prohibited transaction rules.

Note 8 - Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. There were no material subsequent events that required recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

SHAW SERVICES COMPANY 401(K) AND PROFIT SHARING PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 84-1141569
Plan Number - 001

(a)	(b) Identity of Issue, Borrower , Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Harbor Funds	International Fund Institutional Class	$ 1,616,813	$ 1,761,957
	American Funds	The Growth Fund of America R6	1,477,492	1,543,210
	American Funds	Washington Mutual R6	1,125,332	1,136,102
	Vanguard	Total Bond Market Index Fund	1,136,375	1,124,446
	Vanguard	Extended Market Index Fund	836,833	861,596
	PIMCO	Low Duration Fund Institutional Class	523,160	518,747
	Metropolitan West	High Yield Bond I	485,515	493,372
	Goldman Sachs	Financial Square Funds - Government Fund	492,502	492,502
	Vanguard	Inflation-Protected Securities Fund	486,460	476,738
	T. Rowe Price	Small Cap Value Fund	406,660	417,326
	Vanguard	S&P 500 Index Fund Signal Class	397,413	400,848
	Vanguard	Explorer Fund Admiral Shares	316,038	317,520
	Vanguard	Target Retirement 2020 Fund	270,352	272,922
	Vanguard	Small Cap Index Fund Signal Shares	245,503	251,202
	E.I.I. Capital Management	Global Property Institutional Fund	144,793	151,726
	Vanguard	Target Retirement 2030 Fund	130,850	133,014
	Vanguard	Target Retirement 2025 Fund	49,124	49,678
	Vanguard	Target Retirement 2035 Fund	35,918	36,636
	Vanguard	Target Retirement 2045 Fund	27,003	27,421
	Vanguard	Target Retirement 2040 Fund	15,778	16,063
	Vanguard	Target Retirement Income Fund	12,222	12,180
	Vanguard	Target Retirement 2050 Fund	8,341	8,445
	Vanguard	Target Retirement 2015 Fund	5,365	5,342
	Vanguard	Target Retirement 2055 Fund	1,509	1,520
*	Participant loans	Interest rates from 4.25% to 5.75% with maturity dates through February 2034, collateralized by participant accounts	143,069	143,069
	Total		$ 10,390,420	$ 10,653,582

* Party-in-interest