

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>GAS TRANSMISSION SYSTEMS INC 401(K) PROFIT SHARING PLAN & TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GAS TRANSMISSION SYSTEMS INC</u> <u>130 AMBER GROVE DR</u> <u>CHICO, CA 95973-5880</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>68-0481978</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>530-893-6711</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>68-0481978</u>	2c Sponsor's telephone number <u>530-893-6711</u>	2d Business code (see instructions) <u>541990</u>	
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2c Sponsor's telephone number <u>530-893-6711</u>					
2d Business code (see instructions) <u>541990</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	GAS TRANSMISSION SYSTEMS INC Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		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		5 134
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	180
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	23
d Subtotal. Add lines 6a , 6b , and 6c	6d	203
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	203
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	166
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>GAS TRANSMISSION SYSTEMS INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GAS TRANSMISSION SYSTEMS INC</u>	D Employer Identification Number (EIN) <u>68-0481978</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

16-1486352

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>GAS TRANSMISSION SYSTEMS INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GAS TRANSMISSION SYSTEMS INC</u>	D Employer Identification Number (EIN) <u>68-0481978</u>	

Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets			
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1604	16439
(2) U.S. Government securities.....	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other.....	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	8694
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	941661	2280045
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	943265	2305178

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	943265	2305178
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	496097	
(B) Participants	2a(1)(B)	658974	
(C) Others (including rollovers)	2a(1)(C)	45730	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1200801

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	81	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		81

(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)	65573	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		65573

(3) Rents	2b(3)		
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(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		149616
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1416071

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45680	
(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)		45680
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	8135	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	343	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8478
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		54158

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1361913
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: RICHARDSON KONTOGOURIS EMERSON LLP

(2) EIN: 01-0871934

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		150000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GAS TRANSMISSION SYSTEMS INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GAS TRANSMISSION SYSTEMS INC</u>	D Employer Identification Number (EIN) <u>68-0481978</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>16-1470238</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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): _____

**GAS TRANSMISSION SYSTEMS, INC.
401(k) PROFIT SHARING PLAN AND TRUST
Independent Auditors' Report and Financial Statements
with Supplemental Schedule**

December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, 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

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 for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements.

Basis for Disclaimer of Opinion on the 2012 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Mid Atlantic Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - 2011 Financial Statements

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2011, and, accordingly, do not express an opinion or any other form of assurance on it.

Other Matter - 2012 Supplemental Schedule

The supplemental schedule of Schedule H, Part IV, Line 4(i) - Schedule of assets (held at end of year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations for the 2012 Financial Statements

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Richardson Kontogouris Emerson LLP

October 15, 2013

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 (Audited) and 2011 (Compiled)

	2012 (Audited)	2011 (Compiled)
ASSETS		
PARTICIPANT DIRECTED INVESTMENTS AT FAIR VALUE	\$ 2,296,484	\$ 943,265
RECEIVABLES		
Employer contributions	59,898	200,655
Notes receivable from participants	8,694	-
	<u>68,592</u>	<u>200,655</u>
TOTAL ASSETS	<u>2,365,076</u>	<u>1,143,920</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,365,076</u>	<u>\$ 1,143,920</u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 149,616
Dividends	<u>65,573</u>
Total investment income	215,189

Interest income on notes receivable from participants	81
---	----

Contributions:

Participants	658,974
Participant rollovers	45,730
Employer	<u>355,340</u>
Total contributions	<u>1,060,044</u>

Total additions	<u>1,275,314</u>
-----------------	------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	45,680
Administrative expenses	<u>8,478</u>
Total deductions	<u>54,158</u>

Net increase	1,221,156
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>1,143,920</u>
End of year	<u><u>\$ 2,365,076</u></u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan, established on January 1, 2004, covering the employees of Gas Transmission Systems, Inc. (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and subsequent amendments.

Plan administration

The Plan is administered by the President of Gas Transmission Systems, Inc., the Plan sponsor. Effective May 2011, all record-keeping functions of the Plan were transferred from Gordon Fraser Pension Consultants to Paychex Retirement Services (the “Record-keeper”). Effective July 2011, trustee and custodial functions and all assets of the Plan were transferred from Capital Bank and Trust Company to Mid Atlantic Trust Company (“MATC” or “Trustee”).

Eligibility

Each employee is eligible to participate in elective deferrals and matching contributions immediately after the attainment of age 21 and the completion of three consecutive months of service. Participants are eligible to receive discretionary profit sharing contributions after completing one year of service. Non-resident aliens and employees covered by a collective bargaining agreement are not eligible to participate. The Plan entry dates are the first day of the month following attainment of the age and service requirements.

Contributions

Eligible employees may elect to make pre-tax deferrals and/or Roth after-tax deferrals. Employees may contribute, on a pre-tax basis and/or on an after-tax basis, from 0% to 92% of their eligible compensation through payroll deductions, subject to the limitations established by the Internal Revenue Code (“IRC”). Participants may also contribute amounts representing rollover distributions from other qualified plans. Additionally, participants who are age 50 or older by the end of the calendar year are also allowed to make additional catch-up contributions.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Contributions (continued)

Through the year ended December 31, 2011, the Plan adopted the safe harbor provisions and the Company elected to contribute non-elective contributions equal to 3% of participant's eligible compensation. Effective January 1, 2012, the Plan was amended changing the safe harbor contributions from non-elective to matching. The Company makes safe harbor matching contributions equal to 100% of the participant's contributions up to 3% of a participant's eligible compensation, plus 50% of participant's contributions that exceed 3% of eligible compensation but do not exceed 5% of eligible compensation. The total employer safe harbor matching contributions made to the Plan during the year ended December 31, 2012 amounted to \$301,169. Total employer qualified non-elective contributions to the Plan for the year ended December 31, 2012 amounted to \$54,171.

In addition, the Company may make a discretionary profit sharing contribution. Eligible participants who are employed on the last day of the Plan year or satisfy 500 hours of service during the Plan year are eligible to share in the discretionary contribution. There was no profit sharing contribution made to the Plan for the year ended December 31, 2012.

Participant accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting

Participants are vested immediately in their elective contributions, rollover contributions, and in any employer contributions, plus actual earnings thereon.

Prior to the amendment effective January 1, 2012, vesting in the Company's discretionary profit sharing contributions, plus actual earnings thereon, was based on years of continuous service. Participants were 20% vested after two years graduating to one hundred percent vested after six years of credited service.

To earn a year of service, a participant has to be credited with at least 1,000 hours of service during a Plan year, as defined. A participant must be credited with at least 500 hours of service to avoid a break in eligibility service. A participant is entitled to 100% of his or her balance upon retirement, death or disability.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive either a lump-sum or partial payment amount equal to the value of the vested interest in the participants' account or a distribution under a systematic withdrawal plan not to exceed the assumed life expectancy of the participant and beneficiary. A participant may also be entitled to apply the vested portion of their individual account toward the purchase of an annuity contract. Vested account balances that do not exceed \$1,000 may only be distributed in a single lump-sum payment. In-service distributions from an individual's account, including elective deferrals and employer contributions, are also permitted for those who have attained the age of 59 ½.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000, (b) \$50,000 reduced by the highest outstanding loan balance during the prior twelve month period, (c) 95% of one-half of their vested account balance, or (d) 95% of their vested account balance excluding any Roth 401(k) account balances. The maximum number of outstanding loans during any point in time is one. Loan terms shall not exceed five years, unless the loan is for the purchase of a primary residence, in which case the plan administrator may permit a longer repayment term. The loans are secured by the balance in the participant's account. Each loan bears a commercially reasonable rate of interest rate as set by the plan administrator. Principal and interest are required to be paid at least quarterly under a level amortization schedule and are typically paid ratably through biweekly payroll deductions. Loans outstanding at December 31, 2012 bear interest at rates of 4.25% and mature through June 2015.

Forfeited accounts

Forfeited balances of terminated participants' non-vested accounts may be used to pay Plan expenses or reduce future employer contributions. The forfeiture balance as of December 31, 2011 amounted to \$735. During the year ended December 31, 2012, forfeitures in the amount of \$735 were used to reduce employer contributions. There was no forfeiture account balance as of December 31, 2012.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of benefits

Benefits are recorded when paid.

Investment valuation and income recognition

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

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plan expenses

The Plan permits the payment of Plan expenses to be made from the Plan's assets. Fees related to the administration of the Plan and certain requested transactions from participants are charged and allocated directly to the participant's account. Certain administrative expenses of maintaining the Plan may be paid directly by the Company, a party-in-interest, and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 3 - INVESTMENTS

Investments in excess of 5% of Net Assets Available for Benefits as of December 31 are as follows:

	2012	2011
	(Audited)	(Compiled)
American Funds New World Fund	\$ 324,480	\$ 144,475
American Funds American High Income Trust Fund	228,013	293,870
Yacktman Fund	188,261	65,884
Vanguard Small Capitalization Growth Index Fund	164,971	59,495
PIMCO Total Return Fund	125,583	*
American Funds New Economy Fund	120,152	*
Vanguard Target Retirement 2020 Fund	*	94,661

* This fund represents less than 5% at December 31 for the respective year.

In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation in the fair value of investments of \$149,616, which consists of realized and unrealized gains or losses of investments.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$ 1,097,797	\$ -	\$ -	\$ 1,097,797
International equity funds	523,760	-	-	523,760
Fixed income funds	413,757	-	-	413,757
Balanced funds	239,079	-	-	239,079
Money market funds	16,439	-	-	16,439
Commodity fund	5,652	-	-	5,652
	<u>\$ 2,296,484</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,296,484</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 (Compiled):

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$ 344,549	\$ -	\$ -	\$ 344,549
Fixed income funds	305,213	-	-	305,213
International equity funds	179,947	-	-	179,947
Balanced funds	111,797	-	-	111,797
Money market funds	1,604	-	-	1,604
Commodity fund	155	-	-	155
	<u>\$ 943,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 943,265</u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 5 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following unaudited information in the financial statements was certified to be complete and accurate by the Trustee of the Plan's assets, within the meaning of 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA:

- All amounts included as investments in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
- Net appreciation in fair value of investments, dividends, and interest for the year ended December 31, 2012 included in the Statement of Changes in Net Assets Available for Benefits; and
- All information in the Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, excluding loans.

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - TAX STATUS

The Plan document is a prototype non-standardized profit sharing plan that received a favorable opinion letter from the Internal Revenue Service ("IRS") on March 31, 2008, which stated that the Plan was in accordance with applicable sections 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.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 8 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Some administrative expenses of the Plan may be paid directly by the Company. The administrative fees paid by the Plan include account fees which are charged to participants and third party fees for plan administration. Investment management fees and expenses paid to parties-in-interest are reflected as a reduction in the investment returns of the individual investments held by the Plan and reflect party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

NOTE 9 - PLAN TERMINATION

Although it is currently the intent of the Company to continue the Plan, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2012 (Audited)	2011 (Compiled)
Net assets available for benefits per the financial statements	\$ 2,365,076	\$ 1,143,920
Less: Employer contributions receivable	<u>(59,898)</u>	<u>(200,655)</u>
Net assets available for benefits per Schedule H, Form 5500	<u>\$ 2,305,178</u>	<u>\$ 943,265</u>

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	\$ 1,221,156
Less: Employer contributions receivable at December 31, 2012	(59,898)
Add: Employer contributions receivable at December 31, 2011	<u>200,655</u>
Net increase per Schedule H, Form 5500	<u>\$ 1,361,913</u>

NOTE 11 - SUBSEQUENT EVENTS

Subsequent events have been evaluated by the Plan through October 15, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST
EIN: 68-0481978
PLAN NUMBER: 001

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

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	American Funds	American Funds American High Income Trust Fund	**	\$ 228,013
	American Funds	American Funds Capital Income Builder Fund	**	11,417
	American Funds	American Funds Investment Company of America Fund	**	13,449
	American Funds	American Funds Money Market Fund	**	13,472
	American Funds	American Funds New Economy Fund	**	120,152
	American Funds	American Funds New World Fund	**	324,480
	BlackRock	BlackRock U.S. Treasury Money Market Portfolio	**	2,967
	Buffalo	Buffalo Discovery Fund	**	74,230
	DWS	DWS RREEF Real Estate Securities Fund	**	28,909
	Eagle	Eagle Mid Cap Growth Fund	**	6,659
	Fidelity	Fidelity Contrafund Fund	**	65,127
	Fidelity	Fidelity Small Cap Value Fund	**	33,954
	Franklin	Franklin Utilities Series	**	37,249
	Pimco	PIMCO Total Return Fund	**	125,583
	Goldman Sachs	Goldman Sachs Commodity Strategy Fund	**	5,652
	Invesco	Invesco Energy Fund	**	76,208
	Lord Abbett	Lord Abbett Global Allocation Fund	**	4,493
	MFS	MFS International Diversification Fund	**	81,503
	Prudential	Prudential Global Real Estate Fund	**	117,777
	Schwab	Schwab Health Care Fund	**	33,556
	T. Rowe Price	T. Rowe Price Financial Services Fund	**	72,401
	Templeton	Templeton Global Bond Fund	**	51,181
	Vanguard	Vanguard Inflation-Protected Securities Fund	**	8,980
	Vanguard	Vanguard Mid-Cap Index Fund	**	61,802
	Vanguard	Vanguard Mid-Cap Value Index Fund	**	30,267
	Vanguard	Vanguard Small Capitalization Growth Index Fund	**	164,971
	Vanguard	Vanguard Small Capitalization Index Fund	**	90,602
	Vanguard	Vanguard Target Retirement 2015 Fund	**	48,758
	Vanguard	Vanguard Target Retirement 2020 Fund	**	37,462
	Vanguard	Vanguard Target Retirement 2025 Fund	**	25,595
	Vanguard	Vanguard Target Retirement 2030 Fund	**	20,493
	Vanguard	Vanguard Target Retirement 2035 Fund	**	14,842
	Vanguard	Vanguard Target Retirement 2040 Fund	**	1,451
	Vanguard	Vanguard Target Retirement 2045 Fund	**	31,047
	Vanguard	Vanguard Target Retirement 2050 Fund	**	43,521
	Yacktman	Yacktman Fund	**	188,261
*	Participant loans	Interest rate at 4.25% maturing through June 2015		8,694
				<u>\$ 2,305,178</u>

* Parties-in-interest.

** Information is not required as investments are participant directed.

**GAS TRANSMISSION SYSTEMS, INC.
401(k) PROFIT SHARING PLAN AND TRUST
Independent Auditors' Report and Financial Statements
with Supplemental Schedule**

December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, 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

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 for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements.

Basis for Disclaimer of Opinion on the 2012 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Mid Atlantic Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - 2011 Financial Statements

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2011, and, accordingly, do not express an opinion or any other form of assurance on it.

Other Matter - 2012 Supplemental Schedule

The supplemental schedule of Schedule H, Part IV, Line 4(i) - Schedule of assets (held at end of year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 Financial Statements paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations for the 2012 Financial Statements

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Richardson Kontogouris Emerson LLP

October 15, 2013

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 (Audited) and 2011 (Compiled)

	2012 (Audited)	2011 (Compiled)
ASSETS		
PARTICIPANT DIRECTED INVESTMENTS AT FAIR VALUE	\$ 2,296,484	\$ 943,265
RECEIVABLES		
Employer contributions	59,898	200,655
Notes receivable from participants	8,694	-
	<u>68,592</u>	<u>200,655</u>
TOTAL ASSETS	<u>2,365,076</u>	<u>1,143,920</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,365,076</u>	<u>\$ 1,143,920</u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 149,616
Dividends	<u>65,573</u>
Total investment income	215,189

Interest income on notes receivable from participants	81
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Contributions:

Participants	658,974
Participant rollovers	45,730
Employer	<u>355,340</u>
Total contributions	<u>1,060,044</u>

Total additions	<u>1,275,314</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	45,680
Administrative expenses	<u>8,478</u>
Total deductions	<u>54,158</u>

Net increase	1,221,156
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>1,143,920</u>
End of year	<u><u>\$ 2,365,076</u></u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of Gas Transmission Systems, Inc. 401(k) Profit Sharing Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan, established on January 1, 2004, covering the employees of Gas Transmission Systems, Inc. (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and subsequent amendments.

Plan administration

The Plan is administered by the President of Gas Transmission Systems, Inc., the Plan sponsor. Effective May 2011, all record-keeping functions of the Plan were transferred from Gordon Fraser Pension Consultants to Paychex Retirement Services (the “Record-keeper”). Effective July 2011, trustee and custodial functions and all assets of the Plan were transferred from Capital Bank and Trust Company to Mid Atlantic Trust Company (“MATC” or “Trustee”).

Eligibility

Each employee is eligible to participate in elective deferrals and matching contributions immediately after the attainment of age 21 and the completion of three consecutive months of service. Participants are eligible to receive discretionary profit sharing contributions after completing one year of service. Non-resident aliens and employees covered by a collective bargaining agreement are not eligible to participate. The Plan entry dates are the first day of the month following attainment of the age and service requirements.

Contributions

Eligible employees may elect to make pre-tax deferrals and/or Roth after-tax deferrals. Employees may contribute, on a pre-tax basis and/or on an after-tax basis, from 0% to 92% of their eligible compensation through payroll deductions, subject to the limitations established by the Internal Revenue Code (“IRC”). Participants may also contribute amounts representing rollover distributions from other qualified plans. Additionally, participants who are age 50 or older by the end of the calendar year are also allowed to make additional catch-up contributions.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Contributions (continued)

Through the year ended December 31, 2011, the Plan adopted the safe harbor provisions and the Company elected to contribute non-elective contributions equal to 3% of participant's eligible compensation. Effective January 1, 2012, the Plan was amended changing the safe harbor contributions from non-elective to matching. The Company makes safe harbor matching contributions equal to 100% of the participant's contributions up to 3% of a participant's eligible compensation, plus 50% of participant's contributions that exceed 3% of eligible compensation but do not exceed 5% of eligible compensation. The total employer safe harbor matching contributions made to the Plan during the year ended December 31, 2012 amounted to \$301,169. Total employer qualified non-elective contributions to the Plan for the year ended December 31, 2012 amounted to \$54,171.

In addition, the Company may make a discretionary profit sharing contribution. Eligible participants who are employed on the last day of the Plan year or satisfy 500 hours of service during the Plan year are eligible to share in the discretionary contribution. There was no profit sharing contribution made to the Plan for the year ended December 31, 2012.

Participant accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting

Participants are vested immediately in their elective contributions, rollover contributions, and in any employer contributions, plus actual earnings thereon.

Prior to the amendment effective January 1, 2012, vesting in the Company's discretionary profit sharing contributions, plus actual earnings thereon, was based on years of continuous service. Participants were 20% vested after two years graduating to one hundred percent vested after six years of credited service.

To earn a year of service, a participant has to be credited with at least 1,000 hours of service during a Plan year, as defined. A participant must be credited with at least 500 hours of service to avoid a break in eligibility service. A participant is entitled to 100% of his or her balance upon retirement, death or disability.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive either a lump-sum or partial payment amount equal to the value of the vested interest in the participants' account or a distribution under a systematic withdrawal plan not to exceed the assumed life expectancy of the participant and beneficiary. A participant may also be entitled to apply the vested portion of their individual account toward the purchase of an annuity contract. Vested account balances that do not exceed \$1,000 may only be distributed in a single lump-sum payment. In-service distributions from an individual's account, including elective deferrals and employer contributions, are also permitted for those who have attained the age of 59 ½.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000, (b) \$50,000 reduced by the highest outstanding loan balance during the prior twelve month period, (c) 95% of one-half of their vested account balance, or (d) 95% of their vested account balance excluding any Roth 401(k) account balances. The maximum number of outstanding loans during any point in time is one. Loan terms shall not exceed five years, unless the loan is for the purchase of a primary residence, in which case the plan administrator may permit a longer repayment term. The loans are secured by the balance in the participant's account. Each loan bears a commercially reasonable rate of interest rate as set by the plan administrator. Principal and interest are required to be paid at least quarterly under a level amortization schedule and are typically paid ratably through biweekly payroll deductions. Loans outstanding at December 31, 2012 bear interest at rates of 4.25% and mature through June 2015.

Forfeited accounts

Forfeited balances of terminated participants' non-vested accounts may be used to pay Plan expenses or reduce future employer contributions. The forfeiture balance as of December 31, 2011 amounted to \$735. During the year ended December 31, 2012, forfeitures in the amount of \$735 were used to reduce employer contributions. There was no forfeiture account balance as of December 31, 2012.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of benefits

Benefits are recorded when paid.

Investment valuation and income recognition

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

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plan expenses

The Plan permits the payment of Plan expenses to be made from the Plan's assets. Fees related to the administration of the Plan and certain requested transactions from participants are charged and allocated directly to the participant's account. Certain administrative expenses of maintaining the Plan may be paid directly by the Company, a party-in-interest, and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 3 - INVESTMENTS

Investments in excess of 5% of Net Assets Available for Benefits as of December 31 are as follows:

	2012	2011
	(Audited)	(Compiled)
American Funds New World Fund	\$ 324,480	\$ 144,475
American Funds American High Income Trust Fund	228,013	293,870
Yacktman Fund	188,261	65,884
Vanguard Small Capitalization Growth Index Fund	164,971	59,495
PIMCO Total Return Fund	125,583	*
American Funds New Economy Fund	120,152	*
Vanguard Target Retirement 2020 Fund	*	94,661

* This fund represents less than 5% at December 31 for the respective year.

In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation in the fair value of investments of \$149,616, which consists of realized and unrealized gains or losses of investments.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$ 1,097,797	\$ -	\$ -	\$ 1,097,797
International equity funds	523,760	-	-	523,760
Fixed income funds	413,757	-	-	413,757
Balanced funds	239,079	-	-	239,079
Money market funds	16,439	-	-	16,439
Commodity fund	5,652	-	-	5,652
	<u>\$ 2,296,484</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,296,484</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 (Compiled):

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	\$ 344,549	\$ -	\$ -	\$ 344,549
Fixed income funds	305,213	-	-	305,213
International equity funds	179,947	-	-	179,947
Balanced funds	111,797	-	-	111,797
Money market funds	1,604	-	-	1,604
Commodity fund	155	-	-	155
	<u>\$ 943,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 943,265</u>

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 5 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following unaudited information in the financial statements was certified to be complete and accurate by the Trustee of the Plan's assets, within the meaning of 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA:

- All amounts included as investments in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
- Net appreciation in fair value of investments, dividends, and interest for the year ended December 31, 2012 included in the Statement of Changes in Net Assets Available for Benefits; and
- All information in the Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, excluding loans.

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - TAX STATUS

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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.

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE 8 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Some administrative expenses of the Plan may be paid directly by the Company. The administrative fees paid by the Plan include account fees which are charged to participants and third party fees for plan administration. Investment management fees and expenses paid to parties-in-interest are reflected as a reduction in the investment returns of the individual investments held by the Plan and reflect party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

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Although it is currently the intent of the Company to continue the Plan, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

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The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2012 (Audited)	2011 (Compiled)
Net assets available for benefits per the financial statements	\$ 2,365,076	\$ 1,143,920
Less: Employer contributions receivable	<u>(59,898)</u>	<u>(200,655)</u>
Net assets available for benefits per Schedule H, Form 5500	<u>\$ 2,305,178</u>	<u>\$ 943,265</u>

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

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Less: Employer contributions receivable at December 31, 2012	(59,898)
Add: Employer contributions receivable at December 31, 2011	<u>200,655</u>
Net increase per Schedule H, Form 5500	<u>\$ 1,361,913</u>

NOTE 11 - SUBSEQUENT EVENTS

Subsequent events have been evaluated by the Plan through October 15, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GAS TRANSMISSION SYSTEMS, INC. 401(k) PROFIT SHARING PLAN AND TRUST
EIN: 68-0481978
PLAN NUMBER: 001

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

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	American Funds	American Funds American High Income Trust Fund	**	\$ 228,013
	American Funds	American Funds Capital Income Builder Fund	**	11,417
	American Funds	American Funds Investment Company of America Fund	**	13,449
	American Funds	American Funds Money Market Fund	**	13,472
	American Funds	American Funds New Economy Fund	**	120,152
	American Funds	American Funds New World Fund	**	324,480
	BlackRock	BlackRock U.S. Treasury Money Market Portfolio	**	2,967
	Buffalo	Buffalo Discovery Fund	**	74,230
	DWS	DWS RREEF Real Estate Securities Fund	**	28,909
	Eagle	Eagle Mid Cap Growth Fund	**	6,659
	Fidelity	Fidelity Contrafund Fund	**	65,127
	Fidelity	Fidelity Small Cap Value Fund	**	33,954
	Franklin	Franklin Utilities Series	**	37,249
	Pimco	PIMCO Total Return Fund	**	125,583
	Goldman Sachs	Goldman Sachs Commodity Strategy Fund	**	5,652
	Invesco	Invesco Energy Fund	**	76,208
	Lord Abbett	Lord Abbett Global Allocation Fund	**	4,493
	MFS	MFS International Diversification Fund	**	81,503
	Prudential	Prudential Global Real Estate Fund	**	117,777
	Schwab	Schwab Health Care Fund	**	33,556
	T. Rowe Price	T. Rowe Price Financial Services Fund	**	72,401
	Templeton	Templeton Global Bond Fund	**	51,181
	Vanguard	Vanguard Inflation-Protected Securities Fund	**	8,980
	Vanguard	Vanguard Mid-Cap Index Fund	**	61,802
	Vanguard	Vanguard Mid-Cap Value Index Fund	**	30,267
	Vanguard	Vanguard Small Capitalization Growth Index Fund	**	164,971
	Vanguard	Vanguard Small Capitalization Index Fund	**	90,602
	Vanguard	Vanguard Target Retirement 2015 Fund	**	48,758
	Vanguard	Vanguard Target Retirement 2020 Fund	**	37,462
	Vanguard	Vanguard Target Retirement 2025 Fund	**	25,595
	Vanguard	Vanguard Target Retirement 2030 Fund	**	20,493
	Vanguard	Vanguard Target Retirement 2035 Fund	**	14,842
	Vanguard	Vanguard Target Retirement 2040 Fund	**	1,451
	Vanguard	Vanguard Target Retirement 2045 Fund	**	31,047
	Vanguard	Vanguard Target Retirement 2050 Fund	**	43,521
	Yacktman	Yacktman Fund	**	188,261
*	Participant loans	Interest rate at 4.25% maturing through June 2015		8,694
				<u>\$ 2,305,178</u>

* Parties-in-interest.

** Information is not required as investments are participant directed.