

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>AMEC 401(K) PLAN</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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/18/1988</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>09/18/1988</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>09/18/1988</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AMEC E & C SERVICES, INC.</u> <u>1979 LAKESIDE PARKWAY</u> <u>SUITE 400</u> <u>TUCKER, GA 30084</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-1704913</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>770-688-2500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-1704913</u>	2c Sponsor's telephone number <u>770-688-2500</u>	2d Business code (see instructions) <u>541310</u>	
2b Employer Identification Number (EIN) <u>58-1704913</u>					
2c Sponsor's telephone number <u>770-688-2500</u>					
2d Business code (see instructions) <u>541310</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	<u>05/27/2014</u> Date	<u>CAROLE DOWNS</u> 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 6149
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	4829
b Retired or separated participants receiving benefits.....	6b	44
c Other retired or separated participants entitled to future benefits.....	6c	2156
d Subtotal. Add lines 6a , 6b , and 6c	6d	7029
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	14
f Total. Add lines 6d and 6e	6f	7043
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	6893
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	20
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 2R 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☐ 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 AMEC 401(K) PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC E & C SERVICES, INC.	D Employer Identification Number (EIN) 58-1704913

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
THE VANGUARD GROUP, INC.

23-1945930

(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 26 37 52	NONE	128405	Yes ☒ No ☐	Yes ☒ No ☐	0	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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> 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>AMEC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AMEC E & C SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>58-1704913</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RET. SAVINGS TRUST III

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38958793</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INCOME PORTFOLIO

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3246597</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan AMEC 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC E & C SERVICES, INC.	D Employer Identification Number (EIN) 58-1704913	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	152985	339447
(2) Participant contributions	1b(2)	300154	680048
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	225772
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2905837	6973084
(9) Value of interest in common/collective trusts.....	1c(9)	25195047	42205390
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	229434177	463871959
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	257988200	514295700

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	7045
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	7045

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	257988200	514288655
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	12862589	
(B) Participants	2a(1)(B)	28289324	
(C) Others (including rollovers)	2a(1)(C)	1743469	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		42895382
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	247555	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		247555
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4036	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10914353	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10918389
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-8197	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-8197

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1619273
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		32662205
c Other income.....	2c		10356
d Total income. Add all income amounts in column (b) and enter total.....	2d		88344963

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31373541	
(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)		31373541
f Corrective distributions (see instructions)	2f		4352
g Certain deemed distributions of participant loans (see instructions).....	2g		142060
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	112316	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		112316
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		31632269

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		56712694
l Transfers of assets:			
(1) To this plan.....	2l(1)		199587761
(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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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		14800000
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.	X		

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>AMEC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMEC E & C SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>58-1704913</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>23-2186884</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): _____



Audit • Tax • Advisory

Grant Thornton LLP
1100 Peachtree Street, NE, Suite 1200
Atlanta, GA 30309-4504
T 404.330.2000
F 404.330.2047
www.GrantThornton.com

Report of Independent Certified Public Accountants

The Administrative Committee
AMEC 401(k) Plan:

Report on the financial statements

We were engaged to audit the financial statements of **AMEC 401(k) Plan** (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 6, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

**Disclaimer of opinion**

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

Supplementary information

The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note 6, 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.

A stylized, handwritten-style signature of "Grant Thornton LLP" in black ink.

Atlanta, Georgia
November 8, 2013

Financial Statements, Supplemental Schedule and
Report of Independent Certified Public Accountants

AMEC 401(k) Plan

As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

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Financial statements:	
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Statement of changes in net assets available for benefits	4
Notes to financial statements	5
Supplemental schedule:	
Schedule of assets (held at end of year)	14
Note:	
Other schedules required by 29 CFR 2520.103-10 of the Department of Labor rules and regulations for reporting and disclosure under the employee retirement income security act have been omitted because they are not applicable.	



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Grant Thornton LLP
1100 Peachtree Street, NE, Suite 1200
Atlanta, GA 30309-4504
T 404.330.2000
F 404.330.2047
www.GrantThornton.com

Report of Independent Certified Public Accountants

The Administrative Committee
AMEC 401(k) Plan:

Report on the financial statements

We were engaged to audit the financial statements of **AMEC 401(k) Plan** (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

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**Disclaimer of opinion**

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

Supplementary information

The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note 6, 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.

A stylized, handwritten-style signature of "Grant Thornton LLP" in black ink.

Atlanta, Georgia
November 8, 2013

Statements of net assets available for benefits

December 31	2012	2011
Assets:		
Investments, at fair value	\$506,303,121	\$254,629,224
Receivables:		
Employer contributions	339,447	152,985
Participant contributions	680,048	300,154
Notes receivable from participants	6,973,084	2,905,837
Total receivables	7,992,579	3,358,976
Total assets	514,295,700	257,988,200
Liabilities:		
Other liabilities	7,045	-
Total liabilities	7,045	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(2,169,505)	(1,218,030)
Net assets available for benefits	\$512,119,150	\$256,770,170

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

Statement of changes in net assets available for benefits

For the year ended December 31

2012

Additions to net assets attributed to:

Investment earnings:

Net appreciation in fair value of investments	\$ 32,654,008
Interest and dividend income	11,586,187
Other income	10,356
Net investment income	44,250,551

Interest income on notes receivable from participants 247,555

Contributions:

Employer	12,862,589
Participant	28,289,324
Rollover	1,743,469
Total contributions	42,895,382
Total additions	87,393,488

Deductions from net assets attributed to:

Benefits paid to participants	31,373,541
Corrective distributions	4,352
Deemed distributions	142,060
Administrative expenses	112,316
Total deductions	31,632,269
Net increase	55,761,219
Transfers in from other qualified plans	199,587,761
Net assets available for benefits, beginning of year	256,770,170
Net assets available for benefits, end of year	\$512,119,150

Notes to financial statements

1 Description of the Plan

The following description of the AMEC 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, except for temporary and contracted employees of AMEC E&C Services, Inc. and affiliated employers (collectively, the Company or Plan Sponsor). The affiliated employers are AMEC Environment and Infrastructure, Inc. and AMEC Kamtech, Inc. (excluding craft workers in certain job classes).

Employees become eligible to participate immediately and there is no age or service requirement for participating. The Plan was most recently amended and restated January 1, 2011 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Mergers

During 2011, the Plan Sponsor acquired BCI Engineers & Scientists, Inc. (BCI) and MACTEC, Inc. (MACTEC). The employees of BCI and MACTEC became eligible to participate in the AMEC 401(k) Plan effective January 1, 2012. As a result of the Plan Sponsor's acquisitions of BCI and MACTEC, the Plan approved the merger of participant account balances of the BCI Engineers & Scientists, Inc. 401(k) Plan (the BCI Plan) and the AMEC E&I Holdings, Inc. Salary and Savings Plan (formerly, the MACTEC, Inc. Salary Savings Plan) (the AMEC E&I Plan) with and into the AMEC 401(k) Plan during 2012. Plan assets at fair value of \$4,714,253, including participant loans of \$31,939 were transferred into the AMEC 401(k) Plan from the BCI Plan in July 2012. Plan assets at fair value of \$194,873,508, including participant loans of \$3,170,722, were transferred into the AMEC 401(k) Plan from the AMEC E&I Plan in June and July 2012.

Contributions

Participants may contribute an amount not less than 1%, but not more than 30% of their compensation, as defined in the Plan agreement. Eligible employees who do not make an affirmation election to participate or not to participate, are automatically enrolled in the Plan at 3% of their compensation with 1% annual increases (up to 15%). Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers shares in various registered investment companies, a common / collective trust and a self-direct option, where participants can set up individual brokerage accounts and trade in mutual funds and common stock. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company will make a safe harbor matching contribution of 100% of basic 401(k) or Roth 401(k) contributions up to 3% of the participant's compensation, plus 50% of basic 401(k) or Roth 401(k) contributions in excess of 3% through 5% of compensation. The Company contributions are invested directly in the shares of the various registered investment companies or common / collective trust investments as directed by the participant. Company matching contributions are recorded in the same period as participant contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocation of the Company's contributions and investment earnings, and charged with benefit payments and an allocation of investment losses and administrative expenses and expenses related to maintaining a self-directed brokerage account. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully and immediately vested in all participant and employer contributions, plus actual earnings thereon.

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 \$50,000 or 50% of their account balance. Participants may have no more than two loans outstanding at one time. The loans are secured by the balance in the participant's vested account and bear interest at rates that range from 4.25% to 10.25%, which are commensurate with local prevailing rates for similar loans. Principal and interest are paid ratably through monthly payroll deductions.

Benefit Payments

Upon termination of service, retirement, the attainment of age 59 ½, or death, a participant may receive a lump sum amount equal to the value of the vested portion of their account. If a terminated participant with a vested account balance in excess of \$5,000 does not make an affirmative distribution election, the distribution will be automatically rolled over to an Individual Retirement Account with The Vanguard Group. Additionally, if the amount of the terminated participant's vested account balance is \$5,000 or less and the participant does not make an affirmative distribution election, the participant will receive a lump sum distribution. Distributions are subject to the applicable provisions of the Plan agreement.

Forfeitures

Forfeitures result from balances transferred in from other qualified plans. The forfeiture balances at December 31, 2012 and 2011 were \$581,050 and \$89,182, respectively. Forfeitures of \$1,152 were used to reduce employer contributions for the year ended December 31, 2012.

2 Summary of Significant Accounting Policies**Basis of Accounting**

The Plan's financial statements have been 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 (US GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated 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 3 for discussions of fair value measurements.

Investment contracts held by a defined contribution plan are reported at fair value. However, contract value is the relevant measurement attributable for the portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Vanguard Retirement Savings Trust and Fidelity Managed Income Portfolio, which are both fully benefit-responsive common / collective trust funds (CCTs). The statements of net assets available for benefits present the fair value of the CCTs as well as the adjustment of the CCTs from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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

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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances reported in the statements of net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Plan Sponsor, except for certain 401(k) participant-requested service expenses and expenses related to maintaining a self-directed brokerage account.

Adoption of the FASB Accounting Standards

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs (ASU 2011-04), which amends Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures (ASC 820). ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2 measurements. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance was effective for reporting periods beginning on or after December 15, 2011. The adoption did not have a material effect on the statement of net assets available for benefits, statement of changes in net assets available for benefits or disclosures in the financial statements.

Subsequent Events

Plan management has evaluated all subsequent events through November 8, 2013, the date the financial statements were available for issuance.

3 Fair Value Measurements

The FASB ASC 820 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires disclosures about fair value measurement. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 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 or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Money market funds: stated at cost, which approximates fair value.

Mutual funds: valued at the net asset value (NAV) of shares held by the Plan at year end.

Self-directed brokerage accounts: the brokerage accounts are comprised of common stocks and mutual fund investments. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Mutual funds are valued at the NAV of shares held by the Plan at year end.

Common / collective trust funds: valued at the NAV of the shares held by the Plan at year end, which is provided by the trustee and is determined based on the fair value of the underlying investments, which are based on the current market prices or quotations readily available on the day of valuation.

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

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

December 31, 2012	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money market funds	\$ 581,049	\$ -	\$ -	\$ 581,049
Large value funds	43,731,707	-	-	43,731,707
Large blend funds	35,315,117	-	-	35,315,117
Large growth funds	43,317,869	-	-	43,317,869
Mid-cap blend funds	35,617,985	-	-	35,617,985
Mid-cap value funds	7,196,100	-	-	7,196,100
Small-cap value funds	2,574,029	-	-	2,574,029
Small-cap growth funds	11,494,352	-	-	11,494,352
Foreign large value funds	7,990,299	-	-	7,990,299
Foreign large growth funds	22,923,358	-	-	22,923,358
Intermediate-term bond	43,769,674	-	-	43,769,674
Target date funds	136,611,969	-	-	136,611,969
Retirement income funds	7,254,641	-	-	7,254,641
Moderate allocation funds	62,557,308	-	-	62,557,308
Total mutual funds	460,935,457	-	-	460,935,457
Self-directed brokerage account:				
Mutual funds	2,936,502	-	-	2,936,502
Common stock	225,772	-	-	225,772
Total self-directed brokerage account	3,162,274	-	-	3,162,274
Common / collective trust funds	-	42,205,390	-	42,205,390
Total investments, at fair value	\$464,097,731	\$ 42,205,390	\$ -	\$506,303,121

December 31, 2011	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money market funds	\$ 8,271,894	\$ -	\$ -	\$ 8,271,894
Large value funds	19,258,424	-	-	19,258,424
Large blend funds	18,209,167	-	-	18,209,167
Mid-cap blend funds	25,504,414	-	-	25,504,414
Growth funds	14,109,246	-	-	14,109,246
International funds	13,046,547	-	-	13,046,547
Small growth	8,315,747	-	-	8,315,747
Intermediate-term bond	19,026,057	-	-	19,026,057
Target date funds	56,476,115	-	-	56,476,115
Retirement income funds	1,568,640	-	-	1,568,640
Conservative allocation funds	8,582,979	-	-	8,582,979
Moderate allocation funds	37,064,947	-	-	37,064,947
Total mutual funds	229,434,177	-	-	229,434,177
Common / collective trust fund	-	25,195,047	-	25,195,047
Total investments, at fair value	\$229,434,177	\$ 25,195,047	\$ -	\$254,629,224

The following tables set forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31, 2012 and 2011:

December 31, 2012	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period	Other redemption restrictions
Vanguard Retirement Savings Trust (a)	\$ 38,958,793	\$ -	Daily	None	None
Fidelity Managed Income Portfolio (b)	3,246,597	-	Monthly	None	None
Total	\$ 42,205,390	\$ -			

December 31, 2011	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period	Other redemption restrictions
Vanguard Retirement Savings Trust (a)	\$ 25,195,047	\$ -	Daily	None	None

- (a) The Vanguard Retirement Savings Trust Fund includes highly rated synthetic investment contracts, traditional investment contracts and cash investments. Investments in this category can be redeemed immediately at the participant level and in 12 months at the Plan level, at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the net asset value per share of the investments.
- (b) The Fidelity Managed Income Portfolio is comprised of investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. The fund invests in fixed income securities which may include U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities and shares of money market funds. The Portfolio may also invest in futures contracts, option contracts and swap agreements.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Levels 1, 2 or 3.

4 Common / Collective Trust Funds

The Plan applies the practical expedient to its investments in the CCTs. The CCTs' investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Participants' ownership of the CCTs is represented as units. Units are issued and redeemed daily at the CCTs' constant NAV of \$1 per unit. It is the policy of the CCTs to use their best efforts to maintain a stable NAV of \$1 per unit, although there is no guarantee that the CCTs will be able to maintain this value. For the plan year ended December 31, 2012, the effective annual yield for the Vanguard Retirement Savings Trust was 2.22% and the average crediting interest rate was 2.37%. For the plan year ended December 31, 2012, the effective annual yield for the Fidelity Managed Income Portfolio was 1.00% and the average crediting interest rate was 1.10%.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the CCTs at contract value. Contract value represents contributions made to the CCTs, plus earnings, less participant withdrawals and administrative expenses. The CCTs impose certain restrictions on the Plan, and the CCTs themselves may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes the occurrence of events that would cause the CCTs to transact at less than contract value is not probable.

The CCTs invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into “wrapper” contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the CCTs in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan’s failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the CCTs or to transfer assets out of the CCTs.
- Any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the CCTs’ cash flow.
- Any transfer of assets from the CCTs directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan.
- Any substantive modifications of the CCTs or the administration of the CCTs that is not consented to by the wrap issuer.
- Any change in law, regulation or administrative ruling applicable to a plan investing in the CCTs that could have a material adverse effect on the CCTs’ cash flow.

The CCTs are unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. For example, this could result from the CCTs’ inability to promptly find a replacement wrap contract following termination of a wrap contract. The wrap issuer’s ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the CCTs’ NAV may decline if the market value of its assets declines.

5 Investments

The following investments represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

December 31	2012	2011
Harbor Capital Appreciation	\$ 43,317,869	\$ -
T Rowe Price Equity Income Fund	43,731,707	-
PIMCO Total Return Bond Fund	43,769,674	-
Vanguard Institutional Index Fund	35,315,117	-
Vanguard Extended Market Index Inst Fund	29,004,714	*
Vanguard Target Retirement 2020 Fund	26,137,497	*
Vanguard 500 Index Fund	-	18,209,167
Vanguard Wellington Fund	62,557,308	37,064,947
Vanguard Windsor II Fund	-	19,258,424
Vanguard Total Bond Market Index Fund	-	19,026,057
Vanguard Mid-Cap Index Fund	-	18,190,558
Vanguard Retirement Savings Trust	38,958,793	25,195,047

* Amount is less than 5% of net assets

During the year ended December 31, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$32,654,008.

6 Certified Financial Information

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR2520 103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Total investment earnings and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule of assets (held at end of year) as of December 31, 2012.

7 Related Party Transactions

Certain plan investments are shares of mutual funds, a common / collective trust and a money market fund managed by an affiliate of Vanguard Fiduciary Trust Company. Vanguard Fiduciary Trust Company is the Plan's trustee as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions as defined by ERISA. Additionally, notes receivable from participants qualify as party-in-interest transactions. These transactions are not considered "prohibited transactions" under Section 408(b) of the Internal Revenue Code (IRC) and are not prohibited by ERISA.

8 Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participant accounts will be distributed in accordance with the Plan agreement.

9 Tax Status

The Plan Sponsor adopted a prototype standardized plan which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving this opinion letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore believe that the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012 and 2011, and for the year ended December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

During 2012, the Plan administrator determined that certain operational errors existed with respect to the Plan. The Company is in the process of quantifying and correcting these operational errors in accordance with applicable IRS guidelines in order to maintain the Plan's continued qualified status. None of these errors had a material effect on the Plan's net assets available for benefits.

10 Reconciliation of Form 5500 to the Financial Statements

The Annual Return/Report of Employee Benefit Plan (the Form 5500) is prepared on the accrual basis. As of December 31, 2012 and 2011, the Vanguard Retirement Savings Trust and Fidelity Managed Income Portfolio are recorded at estimated fair value in the Form 5500 with an adjustment to contract value as presented in the accompanying financial statements. The ending net asset balance and changes in net assets available for benefits are reconciled as follows:

December 31	2012	2011
Net assets available for benefits per the Form 5500	\$ 514,288,655	\$ 257,988,200
Adjustment from contract value to fair value for fully benefit-responsive investment contract	(2,169,505)	(1,218,030)
Net assets available for benefits per the financial statements	\$ 512,119,150	\$ 256,770,170
For the year ended December 31	2012	
Net income per the Form 5500	\$ 56,712,694	
Reversal of prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts		1,218,030
Current year adjustment from fair value to contract value for fully benefit-responsive investment contract		(2,169,505)
Net increase per the financial statements	\$ 55,761,219	

Schedule of assets (held at end of year)

As of December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer	Description	Fair Value
*	The Vanguard Group	Vanguard Prime Money Market Index Fund	\$ 581,049
	William Blair	William Blair Small-Cap Value Fund	2,574,029
	Harbor Capital	Harbor Capital Appreciation	43,317,869
	T Rowe Price	T Rowe Price Equity Income Fund	43,731,707
	PIMCO	PIMCO Total Return Bond Fund	43,769,674
	CRM	CRM Mid-Cap Value Fund	6,613,271
	Schroder International	Schroder International Value Fund	7,990,299
	Artisan	Artisan Mid-Cap Institutional Fund	7,196,100
	Eagle	Eagle Small-Cap Growth Fund (Class I)	11,494,352
*	The Vanguard Group	Vanguard International Growth Fund	22,923,358
*	The Vanguard Group	Vanguard Institutional Index Fund	35,315,117
*	The Vanguard Group	Vanguard Extended Market Index Inst Fund	29,004,714
*	The Vanguard Group	Vanguard Target Retirement 2010 Fund	14,462,848
*	The Vanguard Group	Vanguard Target Retirement 2015 Fund	21,422,251
*	The Vanguard Group	Vanguard Target Retirement 2020 Fund	26,137,497
*	The Vanguard Group	Vanguard Target Retirement 2025 Fund	22,704,408
*	The Vanguard Group	Vanguard Target Retirement 2030 Fund	13,977,033
*	The Vanguard Group	Vanguard Target Retirement 2035 Fund	12,214,734
*	The Vanguard Group	Vanguard Target Retirement 2040 Fund	12,651,963
*	The Vanguard Group	Vanguard Target Retirement 2045 Fund	8,431,306
*	The Vanguard Group	Vanguard Target Retirement 2050 Fund	4,196,214
*	The Vanguard Group	Vanguard Target Retirement 2055 Fund	407,836
*	The Vanguard Group	Vanguard Target Retirement 2060 Fund	5,879
*	The Vanguard Group	Vanguard Target Retirement Income	7,254,641
*	The Vanguard Group	Vanguard Wellington Fund	62,557,308
*	The Vanguard Group	Vanguard Brokerage Option	3,162,274
*	The Vanguard Group	Vanguard Retirement Savings Trust	38,958,793 **
	Fidelity Investments	Fidelity Managed Income Portfolio	3,246,597 ***
*	Notes receivable from participants	Interest rates ranging from 4.25% - 10.25%	6,973,084
Total asset (held at end of year)			\$ 513,276,205

* Represents a party-in-interest to the Plan.

** Amount is stated at fair value. Contract value is \$36,882,318 at December 31, 2012.

*** Amount is stated at fair value. Contract value is \$3,153,567 at December 31, 2012.

Note: Cost information (column d) has not been included as investments are participant directed.

Schedule of assets (held at end of year)

As of December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer	Description	Fair Value
*	The Vanguard Group	Vanguard Prime Money Market Index Fund	\$ 581,049
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