Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1985

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

RECOLOGY INC.

50 CALIFORNIA STREET, 24TH FLOOR
SAN FRANCISCO, CA 94111-9796

2b Employer Identification Number (EIN)
94-2922974

2c Sponsor's telephone number
415-875-1000

2d Business code (see instructions)
562000

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.	07/11/2014	MARK R. LOMELE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3487
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**	2495
b	Retired or separated participants receiving benefits	**6b**	455
c	Other retired or separated participants entitled to future benefits	**6c**	783
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3733
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	41
f	Total. Add lines **6d** and **6e**	**6f**	3774
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3771
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	32
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:
2I 2O 2Q 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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 10/01/2012 and ending 09/30/2013

A Name of plan
RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
RECOLOGY INC.

D Employer Identification Number (EIN)
94-2922974

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	335375572	342671210
(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	335375572	342671210
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	335375572	342671210

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)	5014361	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5014361
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	20792661	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		20792661

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		25807022
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17023396	
(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)		17023396
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17023396
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		8783626
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		1487988

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) [X] 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 [X] No

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

(1) Name: KPMG LLP **(2)** EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
RECOLOGY 401(K) PLAN	94-2922974	004

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 10/01/2012 and ending 09/30/2013

A Name of plan
RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
RECOLOGY INC.

D Employer Identification Number (EIN)
94-2922974

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6271370

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☒ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements and Supplemental Schedule

September 30, 2013 and 2012

(With Independent Auditors' Report Thereon)

KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report

The Administrative Committee
Recology Employee Stock Ownership Plan:

Report on the Financial Statements

We have audited the accompanying financial statements of the Recology Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Recology Employee Stock Ownership Plan as of September 30, 2013 and 2012, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, line 4i – Schedule of Assets (held at end of year) as of September 30, 2013 is presented for the purpose 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

KPMG LLP

San Francisco, California
June 20, 2014

RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

September 30, 2013 and 2012

	2013	2012
Assets:		
Investment in Recology Inc., at fair value	$ 342,671,210	335,375,572
Total assets	342,671,210	335,375,572
Net assets available for benefits	$ 342,671,210	335,375,572

See accompanying notes to financial statements.

RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended September 30, 2013 and 2012

	2013	2012
Employer contributions	$ 5,014,361	4,412,821
Appreciation in fair value of investments	20,792,661	62,161,808
Distributions to participants	(17,023,396)	(13,488,268)
Net increase in assets	8,783,626	53,086,361
Transfer of assets to Recology 401(k) Plan	(1,487,988)	(3,553,889)
Net assets available for benefits:		
Beginning of year	335,375,572	285,843,100
End of year	$ 342,671,210	335,375,572

See accompanying notes to financial statements.

(1) Description of Plan

The following summary description of the Recology Employee Stock Ownership Plan (the Plan or ESOP) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

(a) General

The Plan is a defined contribution plan covering most employees of Recology Inc. and its participating companies (Recology, the Company, and the Plan Administrator). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. As an employee stock ownership plan, the Plan is designed to invest primarily in the stock of the Company and may acquire such stock on a leveraged basis.

(b) Eligibility

Employees of a Participating Company are generally eligible to participate in the Plan after they have completed 1,000 hours of service during a Plan year.

(c) Contributions

The Company may determine that Company contributions can be paid in cash or shares of stock. Employee contributions to the Plan are not permitted.

The Company contributed cash in the amount of $5,014,361 and $4,412,821 to fund participant distributions and plan to plan transfers for the years ended September 30, 2013 and 2012, respectively. The Plan distributed 854,783 and 777,362 shares to participants that were immediately repurchased for $13,497,024 and $10,021,104 by the Company in 2013, and 2012 respectively.

(d) Allocations to Participants

Each eligible participant's account is credited annually with an allocation of: (i) contributions from the Company in the form of shares of company stock, (ii) forfeitures of terminated participants' nonvested accounts, and (iii) shares reallocated by reason of cash distributions of benefits to eligible participants. The release of shares for allocation to participant accounts is determined in accordance with the applicable regulations under the Internal Revenue Code (the Code) and the Plan document. Allocation of shares to participant accounts is based on the proportion of a participant's eligible compensation in relation to the aggregate eligible compensation for the plan year. During the years ended September 30, 2013 and 2012, forfeited shares of 23,565 and 82,194, respectively, were reallocated to participants' accounts. In addition, repurchased shares of 317,566 and 342,610 were also reallocated to participants' accounts during the years ended September 30, 2013 and 2012, respectively.

(e) Vesting

A participant's account becomes 100% vested upon completion of three years of service or upon death.

(f) Distributions

Timing of Distributions

If a participant terminates service because of retirement, disability (as these terms are defined in the Plan), or death the distribution of Plan benefits will be offered over a five-year period beginning in the first Plan year following the Plan year in which the participant terminated service.

If a vested participant terminates service for a reason other than retirement, disability, or death, distribution of his shares acquired by the ESOP on or after January 1, 1987 (Post-1986 shares) will be offered over a five-year period beginning in the sixth Plan year following the Plan year in which the participant terminated service. The portion of a participant's Plan benefit attributable to shares acquired by the ESOP prior to January 1, 1987 (Pre-1987 shares) will begin to be distributed only after the participant reaches retirement or otherwise becomes eligible for a full distribution.

Form of Distributions

As long as the Company's Articles of Incorporation restrict ownership of substantially all stock to the ESOP, or as long as the Company remains an S Corporation, Plan benefits may be paid in cash based on the value of stock and cash (if any) in the participant's account. Alternatively, the Administrative Committee (the Committee) may choose to make distributions in the form of Recology stock, subject to the requirement that the distributed stock be immediately sold to the Company at the most recent appraised value.

Effective October 1, 2008, a participant who terminates employment for a reason other than retirement or death and who fails to consent to a distribution will have the portion of the account attributable to Post-1986 shares converted to cash and invested in assets other than Recology stock (Conversion Accounts). This investment conversion will occur using the fair market value of Recology stock as of the Allocation Date immediately preceding the date the distribution is offered, and will continue in substantially equal amounts over a period not to exceed five years. A retiree whose retirement age is 61 and who fails to consent to his distribution will not have the investment of his account converted for the Plan year.

Once the participant's investment in Recology stock has been converted, the funds will be credited to a separate Conversion Account for the participant. The assets in the Conversion Account will then be transferred to the Company's 401(k) plan. An account in the 401(k) plan will be established for each affected participant. The investment of these transferred assets will be made by participants through a participant-directed investment arrangement in the 401(k) plan intended to meet requirements of Section 404(c) of ERISA.

How Distributions Are Made

If a participant's account is between $1,000 and $5,000, then the Plan will pay the benefit in the form of a lump sum if the participant consents to a distribution. If a participant's account is more than

(Continued)

$5,000, the Plan will distribute the benefit based on substantially equal annual installments of shares over a period of years generally not to exceed five years.

If benefits are paid in installments, the undistributed balance will remain invested in stock, and its value may vary at each valuation date.

If the value of a participant's ESOP account is $1,000 or less at the time of determination, it will be distributed in a single lump sum.

Effective January 1, 2013, after 90 days from the original issuance date, uncashed benefit distribution checks will be transferred to the Recology 401(k) Plan to be held for the benefit of the Participant (or Beneficiary).

(g) Administration

The Company stock in the Plan is currently held in trust by U.S. Bank (the Trustee). Prior to February 1, 2012, the assets were held in trust by Union Bank of California. Prior to February 21, 2012, the Conversion Accounts were held in trust by Prudential Bank & Trust, FSB. Effective February 21, 2012, the monies held or that would have been held in the Conversion Accounts were transferred to the Recology 401(k) in a plan-to-plan transfer of assets and liabilities. The ESOP Administrative Committee (the Committee) administers the Plan, and the Company is the Plan Administrator for purposes of Section 3(16) (A) of ERISA and Section 414(g) of the Internal Revenue Code.

(h) Voting Rights

The Committee holds a proxy from the Trustee, which empowers the Committee to vote the stock held by the Plan. However, in the case of certain corporate matters, which involve the voting of shares and which relate to a corporate merger, consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all of the assets of a trade or business, participants are entitled to direct the voting of shares allocated to their accounts, whether or not vested.

(i) Diversification

Participants close to retirement may elect to receive a distribution for diversification of their holdings of Post-1986 shares. To qualify for diversification participants must be 55 years old with at least 10 years of participation in the Plan. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles.

(b) Investment Valuation and Income Recognition

The Plan's 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.

Purchases and sales 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 realized and unrealized gains or losses, which include gains and losses on investments bought and sold as well as held during the year, are included in the net appreciation (depreciation) in fair value of investments.

(c) Risks and Uncertainties

The Plan invests in common stock of the Company. The common stock of the Company is exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with the common stock, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(d) Administrative Expenses

The Company pays all of the Plan's administrative expenses.

(e) Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles 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 at the date of the financial statements. Actual results could differ from those estimates.

(f) Payment of Benefits

Benefits are recorded when paid.

(Continued)

(3) Investment of Plan Assets

The Trustee, as directed by the Committee, will invest in the Recology Employee Stock Ownership Trust Fund (the Trust Fund) all amounts, which are paid to it with respect to the Plan, other than benefit distributions. The Trust Fund is generally invested only in common stock of the Company or, on a temporary basis, short-term interest-bearing investments. The Plan's 100% ownership interest in the Company consists of 20,384,962 and 21,239,745 shares of the Company's common stock as of September 30, 2013 and 2012, respectively. The Plan's investments, for financial statement purposes as of September 30, are presented in the following table:

		2013	2012
Recology Inc. common stock:			
Number of shares		20,384,962	21,239,745
Cost	$	138,128,334	143,920,336
Estimated fair value	$	342,671,210	335,375,572

The fair value per share of the common stock as determined by the Committee's independent appraiser as of September 30, 2013 and 2012 was $16.81 and $15.79, respectively.

The following table presents the fair value of investments. Individual investments that exceed 5% of the fair value of the Plan's net assets as of September 30, 2013 and 2012 are separately identified (*) and (**), respectively:

Description of investment		2013	2012
Investment in Recology Inc. common stock (*) (**)	$	342,671,210	335,375,572
Total	$	342,671,210	335,375,572

During the years ended September 30, 2013 and 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated in value by $20,792,661 and $62,161,808, respectively, as follows:

		2013	2012
Investment in Recology Inc.	$	20,792,661	61,807,658
Mutual funds		—	354,150
Total	$	20,792,661	62,161,808

(Continued)

(4) Nonparticipant – Directed Investments

Significant components of the changes in net assets relating to the nonparticipant-directed investments are as follows:

Description of investment	September 30 2013	2012
Investment in Recology Inc.	$ 342,671,210	335,375,572
Total	$ 342,671,210	335,375,572

Nonparticipant directed investments	Year ended September 30, 2013
Changes in net assets:	
Contributions	$ 5,014,361
Distributions to participants	(17,023,396)
Net appreciation	20,792,661
Transfer of assets to other plan	(1,487,988)
	$ 7,295,638

(5) Fair Value Measurements

The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Plan determines fair value based upon assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following three levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly for substantially the full term of the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

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 September 30, 2013:

- Investment in the common stock of the Company is valued at its estimated fair value as determined by the Committee based upon an independent appraisal using valuation methodologies that are

commonly used and accepted within the financial community, including a Market Approach and an Income Approach. Because of the inherent subjectivity in any valuation, the estimated value might differ significantly from the value that would have been used had a ready market for the security existed.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013 and 2012:

	September 30, 2013			
	Level 1	Level 2	Level 3	Total
Company common stock	$ —	—	342,671,210	342,671,210
Total	$ —	—	342,671,210	342,671,210

	September 30, 2012			
	Level 1	Level 2	Level 3	Total
Company common stock	$ —	—	335,375,572	335,375,572
Total	$ —	—	335,375,572	335,375,572

(6) Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended September 30, 2013 and 2012.

	Company common stock
Balance, September 30, 2011	$ 283,580,336
Unrealized gains relating to investments held at reporting date	61,807,658
Employer contributions	4,412,821
Distributions to participants	(13,376,642)
Transfer of assets to other plan	(1,048,601)
Balance, September 30, 2012	335,375,572
Unrealized gains relating to investments held at reporting date	20,792,661
Employer contributions	5,014,361
Distributions to participants	(17,023,396)
Transfer of assets to other plan	(1,487,988)
Balance, September 30, 2013	$ 342,671,210

(Continued)

(7) Plan Termination

The Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and the Code. In the event of plan termination, participants will become 100% vested.

(8) Income Tax Status

The Internal Revenue Service has determined and informed the Company in letters dated April 24, 2013 and August 11, 2003, that the Plan and related trusts are designed in accordance with applicable sections of the Code. The Plan Administrator and the Plan's tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the Code and, therefore, believe that the Plan is qualified and the related trusts are tax-exempt.

Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2013 and 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 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 2010.

(9) Related-Party Transactions

Recology Inc. common stock transactions between the Plan and the Company are subject to the party in interest transaction restrictions and must meet an exemption. Certain Plan investments prior to February 21, 2012 were mutual funds managed by Prudential Bank & Trust, FSB, the Trustee. Prudential Bank & Trust, FSB was the Trustee and Prudential Retirement Insurance & Annuity Co. was the custodian as defined by the Plan, and therefore, these transactions qualify as related-party transactions.

(10) Subsequent Events

The Plan has evaluated subsequent events through June 20, 2014, the date the financial statements were available to be issued.

In March 2014, the Company contributed cash in the amount of $2,792,180 to fund participant distributions, including diversification distributions that took place during the Plan year ending September 30, 2014. In March 2014, the Company also contributed cash in the amount of $871,740, which was immediately transferred to the Recology 401(k) Plan as a plan to plan transfer.

In March 2014, the ESOP distributed 758,794 shares to participants that were immediately repurchased by the Company for $12,755,327.

Effective June 1, 2014, the Committee appointed Alerus Financial, N.A. as the trustee of the Plan.

SUPPLEMENTAL SCHEDULE

RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2013

Issuer	Description	Units	Cost	Fair value
Recology Inc.*	Common stock, $0.01 par value	20,384,962	$ 138,128,334	342,671,210
Total			$ 138,128,334	342,671,210

* Party-in-interest.

See accompanying independent auditors' report.

RECOLOGY EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2013

Issuer	Description	Units		Cost	Fair value
Recology Inc.*	Common stock, $0.01 par value	20,384,962	$	138,128,334	342,671,210
Total			$	138,128,334	342,671,210

* Party-in-interest.

See accompanying independent auditors' report.