Form 5500	Annual Return/Report of Employee Benefit Plan			OMB Nos. 1210-0110 1210-0089		
	This form is required to be filed for empl					
Department of the Treasury Internal Revenue Service	and 4065 of the Employee Retirement Inc sections 6047(e), 6057(b), and 6058(a) of			2013		
Department of Labor Employee Benefits Security	Complete all entries	s in accordance with				
Administration	the instructions to		Thie	Form is Open to Pu	blic	
Pension Benefit Guaranty Corporation			1115	Inspection		
Part I Annual Report Iden	tification Information					
For calendar plan year 2013 or fiscal	plan year beginning 01/01/2013	and ending 12/31/2	2013			
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).				
\mathbf{C} If the plan is a collectively-bargain	ed plan, check here			ъП		
	· _	automatic extension;				
D Check box if filing under:	Form 5558;					
	special extension (enter description	n)				
Part II Basic Plan Inform	nation—enter all requested information					
1a Name of plan GEOENGINEERS, INC. GROUP WE	LFARE PLAN		1b	Three-digit plan number (PN) ▶	501	
			1c	Effective date of pla	an	
				06/01/1990		
2a Plan sponsor's name and addres	s; include room or suite number (employer,	if for a single-employer plan)	2b	Employer Identifica Number (EIN) 91-6237984	tion	
			2c	Sponsor's telephon number 425-861-6000		
8410 154TH AVENUE NE REDMOND, WA 98052	SAME SAME, WA 98052		2d	Business code (see instructions) 541330	9	

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.	07/22/2014	AMY MORGENSTER	N			
HERE	Signature of plan administrator	Date	Enter name of individu	al signing as plan administrator			
SIGN HERE							
II EILE	Signature of employer/plan sponsor	Date	Enter name of individu	al signing as employer or plan sponsor			
SIGN HERE							
TIERE	Signature of DFE	Date	Enter name of individu	al signing as DFE			
Preparer	Preparer's telephone number (optional)						
For Pan	For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 Form 5500 (2013)						

	Form 5500 (2013) Page 2		
3a Plan administrator's name and address Same as Plan Sponsor Name Same as Plan Sponsor Add SAME		91-	dministrator's EIN -6237984 Iministrator's telephone
		ทเ	umber
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:	4b EI	IN
а	Sponsor's name	4c PI	N
5	Total number of participants at the beginning of the plan year	<u> </u>	000
6	Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	5	280
U			
а	Active participants	. 6a	292
b	Retired or separated participants receiving benefits	6b	3
с	Other retired or separated participants entitled to future benefits		
ام		64	205
d	Subtotal. Add lines 6a, 6b, and 6c	6d	295
е	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f	Total. Add lines 6d and 6e.	6f	
~			
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	. 6g	
Ŀ			
n	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	. 6h	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		
8a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Code	les in the	e instructions:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions: 4A 4B 4D 4E 4F 4H 4Q

9a	9a Plan funding arrangement (check all that apply)				Plan he	ngement (check all that apply)		
Ju				9b		enem		
	(1)	X	Insurance		(1)	X	In	surance
	(2)		Code section 412(e)(3) insurance contracts		(2)		С	ode section 412(e)(3) insurance contracts
	(3)		Trust		(3)		Т	rust
	(4)	X	General assets of the sponsor		(4)	X	G	eneral assets of the sponsor
10	Check	all ap	plicable boxes in 10a and 10b to indicate which schedules are a	ttach	ed, and,	whe	re inc	licated, enter the number attached. (See instructions)
a Pension Schedules				b General Schedules				
	(1)		R (Retirement Plan Information)		(1)			H (Financial Information)
	(2)		MB (Multiemployer Defined Benefit Plan and Certain Money		(2)			I (Financial Information – Small Plan)
			Purchase Plan Actuarial Information) - signed by the plan		(3)	X	2	A (Insurance Information)
			actuary		(4)			C (Service Provider Information)
	(3)	Π	SB (Single-Employer Defined Benefit Plan Actuarial		(5)			D (DFE/Participating Plan Information)
			Information) - signed by the plan actuary		(6)			G (Financial Transaction Schedules)

SCHEDULE	Δ	Insuran	ce Informatio	<u> </u>				
(Form 5500		insulan				ON	/B No. 1210-0110	
Department of the Treas Internal Revenue Servi	sury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2013		
Department of Labor Employee Benefits Security Adr		File as an a	attachment to Form 55	00.				
Pension Benefit Guaranty Co	rporation	Insurance companies a pursuant to E	are required to provide to ERISA section 103(a)(2)		ion	This Fo	rm is Open to Public Inspection	
For calendar plan year 207	13 or fiscal plar	n year beginning 01/01/2013		and en	ding 12	/31/2013		
A Name of plan GEOENGINEERS, INC. G	ROUP WELFA	ARE PLAN		B Thre	e-digit number (Pt	N) 🕨	501	
C Plan sponsor's name a GEOENGINEERS, INC.	s shown on line	e 2a of Form 5500		D Emplo 91-623		ation Number	(EIN)	
		ing Insurance Contract Individual contracts grouped as						
1 Coverage Information:								
(a) Name of insurance car UNUM LIFE INSURANCE		DF AMERICA						
		(d) Contract or	(e) Approximate nu	umber of		Policy or c	icy or contract year	
(b) EIN	(c) NAIC code	(d) Contract or identification number	persons covered a policy or contrac		(f)	From	(g) To	
01-0278678	62235	368757	29	92	01/01/20	13	12/31/2013	
2 Insurance fee and com descending order of the		ation. Enter the total fees and tot	al commissions paid. Li	ist in line 3	the agents,	brokers, and o	other persons in	
(a) Total a	amount of comr	missions paid		(b) To	tal amount	of fees paid		
		15353					1404	
3 Persons receiving com	missions and fe	ees. (Complete as many entries	as needed to report all	persons).				
TRUEBENEFITS, LLC	(a) Name a		, or other person to whor 4TH AVENUE, SUITE 2 ITLE, WA 98161		ions or fees	were paid		
(b) Amount of sales ar	nd base	Fee	es and other commission	ns paid				
commissions pai		(c) Amount		(d) Purpose	9		(e) Organization code	
	15353	1404 A	DD'L COMPENSATION				3	
	(a) Name a	ind address of the agent, broker,	, or other person to whor	m commiss	ions or fees	were paid		
(b) Amount of sales ar	(b) Amount of sales and base Fees and other commissions paid					4		

commissions paid	(c) Amount	(d) Purpose	(e) Organization code	
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Schedule A (Form 5500) 20				

v. 130118

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

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

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

 (c) Amount
 (d) Purpose
 code

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

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
			<u> </u>

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

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

Schedule A (Form 5500) 2013

Page 3

Part I	Investment and Annuity Contract Information			
	Where individual contracts are provided, the entire group of such indiv	idual contracts with each carrier m	ay be treated as a unit for	or purposes of
4 Curr	this report. rent value of plan's interest under this contract in the general account at year	end	4	
	ent value of plan's interest under this contract in the general accounts at year			
-	tracts With Allocated Funds:	•		
a	State the basis of premium rates			
b	Premiums paid to carrier		6b	
С	Premiums due but unpaid at the end of the year		6c	
d	If the carrier, service, or other organization incurred any specific costs in co retention of the contract or policy, enter amount.		6d	
	Specify nature of costs			
е	Type of contract: (1) individual policies (2) group deferre	d annuity		
	(3) ☐ other (specify) ►	-		
f	If contract purchased, in whole or in part, to distribute benefits from a termin	ating plan, check here	1	
	tracts With Unallocated Funds (Do not include portions of these contracts ma			
		ate participation guarantee		
а				
	(3) guaranteed investment (4) other			
h	Delense of the and of the new investor		76	
<u>b</u>	Balance at the end of the previous year	7c(1)	7b	
С	Additions: (1) Contributions deposited during the year	7c(1) 7c(2)		
	(2) Dividends and credits	7c(3)		
	(4) Transferred from separate account	7c(4)		
	(5) Other (specify below)	7c(5)		
	(6)Total additiona		7c(6)	
Ь	(6)Total additions Total of balance and additions (add lines 7b and 7c(6))			
	Deductions:		/ u	
•	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	(2) Administration charge made by carrier	. 7e(2)		
	(3) Transferred to separate account	. 7e(3)		
	(4) Other (specify below)	. 7e(4)		
	•			
	(5) Total deductions		7e(5)	
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)			

m 5500) 2013

Specify nature of costs 🕨

		Schedule A (Form 5500) 2013		Pa	ge 4	<u> </u>	
Pa	rt I	Welfare Benefit Contract Informat If more than one contract covers the same guinformation may be combined for reporting puthe entire group of such individual contracts	roup of employees of the sauro	are experience	ce-rated as a unit. W	/here contrac	
8	Ben	efit and contract type (check all applicable boxes)					
	a	Health (other than dental or vision)	b Dental	c	Vision		d X Life insurance
	еÏ	Temporary disability (accident and sickness)	f 🛛 Long-term disability	y g	Supplemental uner	mplovment	h Prescription drug
	i	Stop loss (large deductible)	i HMO contract	, 3_ k∏	PPO contract		I Indemnity contract
	' L		•	ĸ_	FFO contract		
	m	X Other (specify) ACCIDENTAL DEATH & DIS	SABILITY				
_	-						
9	•	erience-rated contracts:	Г	0-(4)			_
	a	Premiums: (1) Amount received		9a(1)			
		(2) Increase (decrease) in amount due but unpaid		9a(2)			_
		(3) Increase (decrease) in unearned premium res	_	9a(3)		00(4)	
	b	(4) Earned ((1) + (2) - (3)) Benefit charges (1) Claims paid	-			9a(4)	
	D	(2) Increase (decrease) in claim reserves		9b(1) 9b(2)			-
		(3) Incurred claims (add (1) and (2))				9b(3)	
		(4) Claims charged					
	с	Remainder of premium: (1) Retention charges (c				35(4)	
	Ŭ	(A) Commissions	· · ·	9c(1)(A)			-
		(B) Administrative service or other fees		9c(1)(B)			-
		(C) Other specific acquisition costs		9c(1)(C)			-
		(D) Other expenses		9c(1)(D)			-
		(E) Taxes		9c(1)(E)			-
		(F) Charges for risks or other contingencies.					7
		(G) Other retention charges		9c(1)(G)			-
		(H) Total retention	-			9c(1)(H)
		(2) Dividends or retroactive rate refunds. (These	amounts were paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1				1	
	•••	(2) Claim reserves	, 1				
		(3) Other reserves					
	е	Dividends or retroactive rate refunds due. (Do n					
10	Nc	onexperience-rated contracts:			,		
		Total premiums or subscription charges paid to c	carrier			10a	20177

Part	Provision of Information			
11 [I the insurance company fail to provide any information necessary to complete Schedule A?	Yes	X	No
12 I	ne answer to line 11 is "Yes," specify the information not provided.			

10b

b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....

SCHEDULE	Α	Insuran	ce Informatio	n				
(Form 5500				•		0	OMB No. 1210-0110	
Department of the Treas Internal Revenue Serv	he Treasury This schedule is required to be filed under section 104 of the					2013		
Department of Labo Employee Benefits Security Ad		File as an a	ttachment to Form 55	00.				
Pension Benefit Guaranty Co		 Insurance companies a pursuant to E 	are required to provide t ERISA section 103(a)(2)		tion	This Fo	rm is Open to Public Inspection	
For calendar plan year 20	13 or fiscal plar	year beginning 01/01/2013		and er	nding 12	/31/2013		
A Name of plan GEOENGINEERS, INC. C	GROUP WELFA	RE PLAN			e-digit number (Pl	N) 🕨	501	
C Plan sponsor's name a GEOENGINEERS, INC.	as shown on line	e 2a of Form 5500		D Emplo 91-623		ation Number	(EIN)	
		ing Insurance Contract (Individual contracts grouped as						
-								
(a) Name of insurance ca US FIRE INSURANCE C								
(c) NAIC (d) Contract or (e) Approximate number of Policy or contract year						contract year		
(b) EIN	code	identification number	persons covered a policy or contract		(f)	From	(g) To	
13-5459190	21113	US094910	2	273 01/01/20		13	12/31/2013	
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and	other persons in	
(a) Total :	amount of comr	missions paid		(b) To	otal amount	of fees paid		
		9453					0	
3 Persons receiving com	missions and fe	ees. (Complete as many entries	as needed to report all	persons).				
		nd address of the agent, broker,	or other person to who ROSS AVE, SUITE 120		ions or fees	were paid		
LOCKTON COMPANIES	, LLC		AS, TX 75201					
(b) Amount of sales a			es and other commission					
commissions pa	9453	(c) Amount		(d) Purpos	e		(e) Organization code	
	9400						5	
	(a) Name a	nd address of the agent, broker,	or other person to who	m commiss	ions or fees	were paid	•	
(h) Amount of color	nd hoop	Fee	es and other commissio	ns paid				
(b) Amount of sales an commissions pa		(c) Amount		(d) Purpos	e		(e) Organization code	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization			
commissions paid	(c) Amount	(d) Purpose	code			
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

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

 (c) Amount
 (d) Purpose
 code

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

(b) Amount of sales and base		Fees and other commissions paid	(e) Organization			
commissions paid	(c) Amount	(d) Purpose	code			
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

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

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

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

Schedule A (Form 5500) 2013

Page 3

Part I	I Investment and Annuity Contract Information			
	Where individual contracts are provided, the entire group of such indiv	idual contracts with each carrier	may be treated as a unit for	purposes of
4 Curr	this report. rent value of plan's interest under this contract in the general account at year	end	4	
	rent value of plan's interest under this contract in the general accounts at year			
-	tracts With Allocated Funds:			
a	State the basis of premium rates			
b	Premiums paid to carrier		6b	
С	Premiums due but unpaid at the end of the year		6c	
d	If the carrier, service, or other organization incurred any specific costs in co retention of the contract or policy, enter amount.		6d	
	Specify nature of costs	······		
е	Type of contract: (1) individual policies (2) group deferre	d annuity		
	(3) ☐ other (specify) ►			
f	If contract purchased, in whole or in part, to distribute benefits from a termin	ating plan, check here	П	
	tracts With Unallocated Funds (Do not include portions of these contracts ma			
		ate participation guarantee		
а				
	(3) guaranteed investment (4) other			
b	Delense of the and of the new income		76	
b	Balance at the end of the previous year	. 7c(1)	7b	
С	Additions: (1) Contributions deposited during the year	7c(1)		
	(2) Dividends and credits	7c(3)		
	(4) Transferred from separate account	7c(4)		
	(5) Other (specify below)	7c(5)		
	(G)Total additiona			
Ь	(6)Total additions Total of balance and additions (add lines 7b and 7c(6))			
	Deductions:			
•	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	(2) Administration charge made by carrier	. 7e(2)		
	(3) Transferred to separate account	. 7e(3)		
	(4) Other (specify below)	. 7e(4)		
	(5) Total deductions			
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)			

Schedule A (Form 5500) 2013

raue 🖬	Pac	ie	4	
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Pa	art II	I Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts	oup of employees of the s urposes if such contracts a	are experienc	e-rated as a unit. Whe	ere contract	
8	Ben	efit and contract type (check all applicable boxes)					
	а	Health (other than dental or vision)	b Dental	С	Vision		d Life insurance
	е	Temporary disability (accident and sickness)	f Long-term disability	y g	Supplemental unemp	oloyment	h Prescription drug
	i 🖡	Stop loss (large deductible)	j 🗌 HMO contract	k	PPO contract		I Indemnity contract
	m	Other (specify)	—				_
9	Expe	erience-rated contracts:					
	a	Premiums: (1) Amount received		9a(1)			
		(2) Increase (decrease) in amount due but unpaid	I	9a(2)			
		(3) Increase (decrease) in unearned premium res	erve	9a(3)			
		(4) Earned ((1) + (2) - (3))				9a(4)	
	b	Benefit charges (1) Claims paid		9b(1)			
		(2) Increase (decrease) in claim reserves		9b(2)			
		(3) Incurred claims (add (1) and (2))				9b(3)	
		(4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (or	n an accrual basis)				
		(A) Commissions		9c(1)(A)			
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			
		(E) Taxes		9c(1)(E)			
		(F) Charges for risks or other contingencies		9c(1)(F)			
		(G) Other retention charges	·····	9c(1)(G)			
		(H) Total retention				9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	amounts were 🗌 paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1) Amount held to provide t	benefits after	retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
	е	Dividends or retroactive rate refunds due. (Do not	ot include amount entered	l in line 9c(2) .)	9e	
10	No	nexperience-rated contracts:					
	а	Total premiums or subscription charges paid to c	arrier			10a	236335
	b	If the carrier, service, or other organization incurr retention of the contract or policy, other than repo				10b	

Specify nature of costs 🕨

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

Attachment to 2013 Form 5500 Form M-1 Compliance Information

Plan	Name GeoEngine	ers, Inc. Group Welfare Plan	EIN:	91-6237984
Plan	Sponsor's Name	GeoEngineers, Inc.	PN:	501
1.	If the plan provides requirements during	welfare benefits, was the plan subject to the Form M-1 filing the plan year?	Ye	s No X
	If "Yes" is checked	I, complete lines 2 and 3.		
2.	Is the plan currently	in compliance with Form M-1 filing requirements?	Ye	s No
3.	to file the 2013 Form M-1 that was require	onfirmation Code for the 2013 Form M-1 annual report. If the plan M-1 annual report, enter the Receipt Confirmation Code for the ed to be filed under the Form M-1 filing requirements. (Failure to n Code will subject the Form 5500 filing to rejection as incomple	e most re enter a	ecent Form

Receipt Confirmation Code