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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
SPRING CREEK COMPANIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1993

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

SPRING CREEK MANAGEMENT CO., LTD.

2340 W. INTERSTATE 20
ARLINGTON, TX 76017

2b Employer Identification Number (EIN)
75-2161724

2c Sponsor's telephone number
817-467-0505

2d Business code (see instructions)
722513

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.	08/08/2014	CHRIS CARROLL
	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**	594
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**	703
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	14
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	717
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	717
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	60
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2R 2T 3B 3D 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)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SPRING CREEK COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPRING CREEK MANAGEMENT CO., LTD.

D Employer Identification Number (EIN)
75-2161724

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB INVESTMENT MANAGEMEN

94-3106735

(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)

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33	BROKERAGE SERVICES	1729	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(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?
64	RECORDKEEPER	169	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	161	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

(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
CHARLES SCHWAB & CO., INC.	33	0

(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.
SCHWAB FUNDS 94-3106735	RATE OF 0.22% OF AVERAGE DAILY BALANCE OF ASSET(S)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SPRING CREEK COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPRING CREEK MANAGEMENT CO., LTD.

D Employer Identification Number (EIN)
75-2161724

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	137142	144276
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3526355	4138911
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	160757	508119

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	3824254	4791306
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	3824254	4791306

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)	115626	
	(B) Participants	2a(1)(B)	188423	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		304049
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	7758	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7758
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	203769	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		203769
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		483019
c Other income	2c		12179
d Total income. Add all **income** amounts in column (b) and enter total	2d		1010774
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41652	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		41652
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2059	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	11	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2070
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		43722
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		967052
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: WEAVER LLP **(2)** EIN: 75-0786316

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		375000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SPRING CREEK COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPRING CREEK MANAGEMENT CO., LTD.

D Employer Identification Number (EIN)
75-2161724

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): 84-1455663

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):

SPRING CREEK COMPANIES
401(k) PLAN

FINANCIAL REPORT

DECEMBER 31, 2013

C O N T E N T S

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Note: Other supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator
Spring Creek Companies 401(k) Plan
Arlington, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spring Creek Companies 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 (DOL) and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by JPMorgan Chase Bank, N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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 information certified by the custodian, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Weaver and Tidwell, L.L.P.

Fort Worth, Texas
August 4, 2014

SPRING CREEK COMPANIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value, and cash equivalents	$ 4,647,030	$ 3,686,939
Receivables		
Notes receivable from participants	144,276	137,315
Total assets	4,791,306	3,824,254
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,791,306	$ 3,824,254

The Notes to Financial Statements are an integral part of these statements.

SPRING CREEK COMPANIES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS		
Investment income		
Net appreciation in fair value of investments	$	492,382
Interest and dividends		211,527
Total investment income		703,909
Contributions		
Participants		188,423
Employer		115,640
Total contributions		304,063
TOTAL ADDITIONS		1,007,972
DEDUCTIONS		
Benefits paid to participants		40,580
Administrative expenses		340
TOTAL DEDUCTIONS		40,920
Change in net assets available for benefits		967,052
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		3,824,254
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	4,791,306

The Notes to Financial Statements are an integral part of this statement.

SPRING CREEK COMPANIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The Spring Creek Companies 401(k) Plan (the Plan), was established effective September 1, 1993. Spring Creek Management Co. Ltd. (the Company) is the Plan's sponsor.

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have one year of service of no less than 1,000 hours and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

The Plan is administered by the owner and the Chief Financial Officer of Spring Creek Restaurants Ltd. JP Morgan Chase Bank, N.A. is the Plan's custodian. Hartford Life Insurance Company is the Plan's trustee. Fascore is the Plan's record-keeper.

Contributions

Each year, participants may contribute up to 60% of pretax annual compensation, as defined in the Plan. During the 2013 plan year, in accordance with the provisions of the Internal Revenue Code (IRC), no participant could elect more than $23,000 in pretax contributions, which includes a $5,500 limit for catch-up contributions. The limitation does not include the Company's matching contributions. The Company matches 100% of the first 3% and 50% of the next 2% of each participant's elected contribution to the plan. The Company may make an additional discretionary matching contribution equal to a percentage declared by the Company by a letter of intent. No such contribution was elected during 2013. Participants may also rollover amounts representing distributions from other qualified defined benefit or contribution plans.

Participants' Accounts

Each participant's account is credited with the participant's elective contribution and allocations of (a) the Company's matching contribution and (b) plan earnings and charged with withdrawals and an allocation of plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their elective contributions and the Company's matching contributions, plus actual earnings or loss thereon.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Investment Options

Upon enrollment, participants have the option of transferring their funds between investment options daily. Participants can direct contributions to any investment option available under the Plan.

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 the vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined at the application date of the loan. Interest rates for loans ranged from 4.25% to 10% at December 31, 2013. Principal and interest is paid ratably through weekly payroll deductions.

Benefits Paid to Participants

Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum distribution equal to the value of the participant's vested interest in his or her account, or monthly installments until the total amount paid equals the vested amount. If a participant's vested account has never been more than $5,000, it will be paid in a lump sum distribution.

Forfeitures

Forfeitures resulting from the separation of service of participants not fully vested in the Plan can be applied first to reduce administrative expenses charged to the Plan, if any, for the Plan Year, and next, to reduce the Company contributions to the Plan. During 2013, $0 was used from the forfeiture account to reduce profit sharing contributions. There were $340 of direct administrative expenses charged to the Plan in 2013. Administrative expenses disclosed in the Statement of Changes in Net Assets Available for Benefits were related to processing participants' loans and paid by individual participants. As of December 31, 2013 and 2012, forfeiture balances available to reduce future contributions to the Plan and any related earned investment income were $186 and $173, respectively.

Subsequent Events

The Plan evaluated all events and transactions that occurred after December 31, 2013 through August 4, 2014, the date these financial statements were available to be issued.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

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

Risk and Uncertainties

The Plan provides for various investment options which invest in registered investment companies. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's statement of net assets available for plan benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as measured by quoted market prices. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan presents the net change in fair value of registered investment companies which consists of realized gains or losses, unrealized appreciation (depreciation), and any income or capital gain distribution from such investments in the accompanying statement of changes in net assets available for benefits.

Expenses of the Plan

The trustee is responsible for both the management and recordkeeping of the Plan's assets. Trustee administrative expenses are generally paid directly to the trustee by the Company and thus are not a component of the changes in net assets available for benefits. Management fees and operating expenses are charged to the Plan for certain investment options and are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

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

NOTE 3. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the investments or notes receivable from participants reflected on the statement of net assets available for benefits as of December 31, 2013 and 2012 and for the year ended December 31, 2013, the investments included on the schedule of assets (held at end of year) as of December 31, 2013, the net appreciation in fair value of investments and interest and dividends reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2013, except for comparing such information certified as complete and accurate by the custodian to information included in the Plan's financial statements and supplemental schedule.

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

	2013	2012
JPMorgan SmartRetirement 2015 A	$ 272,024	$ 221,991
JPMorgan SmartRetirement 2025 A	501,194	411,882
JPMorgan SmartRetirement 2035 A	364,562	280,709
JPMorgan SmartRetirement 2050 A	1,118,294	855,413
JPMorgan Prime Money Market Reserve	N/A	650,817

NOTE 4. FAIR VALUE MEASUREMENTS

The Plan's investments are stated at fair value using a fair value hierarchy prescribed by GAAP that prioritizes the inputs to valuation techniques. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy are described below:

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used 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.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified within Level 1 of the valuation hierarchy.

Common and Preferred stock: Valued at the closing price reported on the active market on which the individual securities are traded and are classified within Level 1 of the valuation hierarchy.

Exchange-traded funds: Valued at quoted market prices for identical assets in active markets.

NOTE 4. FAIR VALUE MEASUREMENTS – CONTINUED

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013.

	Level 1	Level 2	Level 3	Total
Mutual funds				
Value funds	$ 65,852	$ -	$ -	$ 65,852
Small growth funds	207,719	-	-	207,719
Large growth funds	201,182	-	-	201,182
Medium growth funds	39,353	-	-	39,353
Fixed income	42,464	-	-	42,464
Blended funds	3,406,293	-	-	3,406,293
Total mutual funds, at fair value	3,962,863	-	-	3,962,863
Brokerage funds				
Cash and equivalents	119,594	-	-	119,594
Common stock	144,260	-	-	144,260
Preferred stock	9,816	-	-	9,816
Mutual funds	17,427	-	-	17,427
Exchange-traded funds	217,022	-	-	217,022
Total brokerage funds, at fair valu	508,119	-	-	508,119
Money market fund	176,048	-	-	176,048
Total investments, at fair value	$ 4,647,030	$ -	$ -	$ 4,647,030

NOTE 4. FAIR VALUE MEASUREMENTS – CONTINUED

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

	Level 1	Level 2	Level 3	Total
Mutual funds				
Value funds	$ 119,577	$ -	$ -	$ 119,577
Large growth funds	58,863	-	-	58,863
Small growth funds	38,288	-	-	38,288
Medium growth funds	20,635	-	-	20,635
Fixed income	115,874	-	-	115,874
Brokerage access account	-	160,757	-	160,757
Blended funds	2,522,129	-	-	2,522,129
Total mutual funds	2,875,366	160,757	-	3,036,123
Money market fund	650,816	-	-	650,816
Total investments, at fair value	$ 3,526,182	$ 160,757	$ -	$ 3,686,939

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the plan agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 6. INCOME TAX STATUS

The Company has adopted a prototype plan document. The prototype plan adopted by the Company has received a favorable opinion letter from the IRS dated December 5, 2001, stating that the prototype is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator and management believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7. RELATED PARTIES

Certain plan investments are shares of mutual funds managed by affiliates of JP Morgan, Chase Bank, N.A. the custodian of the Plan assets, and therefore, these investment transactions qualify as party-in-interest. Additionally, the Company pays certain administrative expenses on behalf of the Plan.

SUPPLEMENTAL SCHEDULE

SPRING CREEK COMPANIES 401(k) PLAN
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
EIN: 75-2161724
PLAN NUMBER 001
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current value**
*	JPMORGAN SMARTRETIREMENT 2015-A	Registered investment company	**	$ 272,024
*	JPMORGAN SMARTRETIREMENT 2020-A	Registered investment company	**	172,430
*	JPMORGAN SMARTRETIREMENT 2030-A	Registered investment company	**	203,986
*	JPMORGAN SMARTRETIREMENT 2040-A	Registered investment company	**	197,853
*	JPMORGAN SMARTRETIREMENT INC-A	Registered investment company	**	134,421
*	JPMORGAN SMARTRETIREMENT 2035-A	Registered investment company	**	364,562
*	JPMORGAN SMARTRETIREMENT 2025-A	Registered investment company	**	501,194
*	JPMORGAN SMARTRETIREMENT 2045-A	Registered investment company	**	22,842
*	JPMORGAN SMARTRETIREMENT 2050-A	Registered investment company	**	1,118,481
	AMERICAN FUNDS EUROPACIFIC-R3	Registered investment company	**	63,295
	BLACKROCK EQUITY DIVIDEND FUND-A	Registered investment company	**	65,852
	GOLDMAN SACHS GROWTH OPPS FD-A	Registered investment company	**	12,393
*	JPMORGAN U.S. EQUITY FUND-A	Registered investment company	**	19,708
*	JPMORGAN CORE BOND-A	Registered investment company	**	8,886
*	JPMORGAN GOV'T BOND-A	Registered investment company	**	10,514
	ALGER CAPITAL APPRECIATION-I	Registered investment company	**	194,314
	COLUMBIA SMALL CAP CORE-A	Registered investment company	**	154,598
*	JPMORGAN PRIME MONEY MARKET RES	Registered investment company	**	176,048
	NEUBERGER BERMAN SOCIALLY RESP-A	Registered investment company	**	6,868
	NUVEEN MID CAP INDEX-A	Registered investment company	**	180,899
	LORD ABBETT DEVELOPING GROWTH-A	Registered investment company	**	207,719
	PUTNAM HIGH YIELD ADVANTAGE-A	Registered investment company	**	23,064
	RIDGEWORTH MID-CAP VALUE EQUITY A	Registered investment company	**	26,960
	GLADSTONE CAPITAL CORP	Registered investment company	**	4,785
	POWERSHARES EXCH TRAD FD TR	Registered investment company	**	5,828
	POWERSHARES ZACKS MICRO CAP	Registered investment company	**	6,814
	BARCLAYS BANK IPATH NEW	Exchange-traded funds	**	15,956
	CAMBRIA EXCH TRADED	Exchange-traded funds	**	11,802
	CLAYMORE ETF TRUST	Exchange-traded funds	**	2,590
	DBX TRACKERS MSCI ET	Exchange-traded funds	**	4,932
	ETFS PHYS PALLADIUM	Exchange-traded funds	**	5,222
	ETFS PHYS PLATINUM E	Exchange-traded funds	**	4,686
	FIRST TRUST ISE NAT GAS	Exchange-traded funds	**	5,181
	GUGGENHEIM ETV	Exchange-traded funds	**	14,537
	ISHARES MSCI AUS IDX FDF	Exchange-traded funds	**	2,495

SPRING CREEK COMPANIES 401(k) PLAN
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
EIN: 75-2161724
PLAN NUMBER 001
DECEMBER 31, 2013

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	ISHARES MSCI HK IDX FD F	Exchange-traded funds	**	61
	ISHARES MSCI ITALY IDX	Exchange-traded funds	**	6,002
	ISHARES MSCI MEXICO IDXF	Exchange-traded funds	**	5,155
	ISHARES MSCI SINGAPORE	Exchange-traded funds	**	2,350
	ISHARES SILVER TRUST	Exchange-traded funds	**	2,807
	ISHARES U S INSURANCE INDEX	Exchange-traded funds	**	10,771
	MARKET VECTORS ETF	Exchange-traded funds	**	5,331
	MARKET VECTORS ETF	Exchange-traded funds	**	5,183
	MARKET VECTORS ETF	Exchange-traded funds	**	5,070
	MARKET VECTORS ETF	Exchange-traded funds	**	4,970
	POWERSHARES ETF	Exchange-traded funds	**	10,232
	POWERSHS EXCH TRAD	Exchange-traded funds	**	5,259
	PROSHARES TR ULTRA	Exchange-traded funds	**	7,762
	PROSHARES TR ULTRA	Exchange-traded funds	**	8,241
	PROSHARES ULTRA S&P	Exchange-traded funds	**	25,684
	RYDEX ETF TRUST	Exchange-traded funds	**	14,040
	SPDR DJ EURO STOXX	Exchange-traded funds	**	5,275
	SPDR GOLD TRUST SPDR GOLD	Exchange-traded funds	**	6,967
	SPDR KBW BANK ETF	Exchange-traded funds	**	6,713
	SPROTT PHY PLAT&PAL	Exchange-traded funds	**	4,340
	WISDOMTREE TRUST	Exchange-traded funds	**	5,180
	DOMINION RES BLK WARRIOR	Exchange-traded funds	**	2,228
	SCHWAB MONEY MARKET FUND	Cash equivalents	**	119,594
	ABBOTT LABORATORIES	Common stock	**	5,827
	ANADARKO PETROLEUM CORP	Common stock	**	1,988
	APPLE INC	Common stock	**	6,812
	BANCFIRST CORP OKLAHOMA	Common stock	**	3,426
	BERKLEY W R CORP	Common stock	**	4,374
	BERKSHIRE HATHAWAY B NEW	Common stock	**	5,928
	BP PLC ADR	Common stock	**	5,048
	BROOKFIELD ASSET MGMT INC	Common stock	**	2,330
	BROOKFIELD PPTY PARTNERS	Common stock	**	60
	CALPINE CORP	Common stock	**	2,731
	CASH STORE FINL SVCS INC	Common stock	**	400
	CASS INFORMATION SYS INC	Common stock	**	4,101

SPRING CREEK COMPANIES 401(k) PLAN
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
EIN: 75-2161724
PLAN NUMBER 001
DECEMBER 31, 2013

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	CENTRAL FD CDA LTD	Common stock	**	2,650
	CHICAGO BRDG & IRON NY	Common stock	**	4,988
	CHUBB CORP	Common stock	**	2,452
	CISCO SYSTEM INC	Common stock	**	5,735
	CLEAN ENERGY FUELS CORP	Common stock	**	3,864
	COMSTOCK RES INC	Common stock	**	3,273
	DOVER DOWNS GAMING & ENTERTAINMENT	Common stock	**	1,509
	EXPEDITORS INTL WASH INC	Common stock	**	2,245
	FREEPORT-MCMORAN COPPER & GOLD	Common stock	**	2,831
	GREENLIGHT CAPITAL RE	Common stock	**	5,057
	INTEGRYS ENERGY GROUP INC	Common stock	**	2,855
	INTEL CORP	Common stock	**	5,396
	INTL BUSINESS MACHINES	Common stock	**	4,768
	KBR INC	Common stock	**	2,571
	KINDER MORGAN MGMT LLC	Common stock	**	9,383
	LAREDO PETE HLDGS IN	Common stock	**	3,738
	MICROSOFT CORP	Common stock	**	7,705
	NAVIGATORS GROUP INC	Common stock	**	2,211
	PROSHS ULTRA MSCI ET	Common stock	**	5,692
	R L I CORP	Common stock	**	3,960
	SPROTT INC	Common stock	**	1,801
	SYSCO CORP	Common stock	**	5,919
	TARGET CORPORATION	Common stock	**	4,777
	TETRA TECH INC NEW	Common stock	**	2,798
	WPX ENERGY INC	Common stock	**	3,057
	TRAVELCENTERS OF	Preferred stock	**	9,816
	Total Investments			4,647,030
*	Participant Loans	Maturing at various dates through 2018; each bearing interest ranging from 4.25% to 10%		144,276
	Total Net Assets Available for Benefits			$ 4,791,306

* Represents a party-in-interest to the Plan

** Cost information is not applicable as investments are participant-directed.

ASSETS HELD FOR INVESTMENT PURPOSES

SPRING CREEK COMPANIES 401(K) PLAN
01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1JSRAX			128,389.40	134,421.43
1JSFAX			254,586.32	272,023.88
1JTTAX			156,867.41	172,429.64
1JNSAX			447,566.35	501,194.40
1JSMAX			179,526.08	203,985.55
1SRJAX			315,480.62	364,561.69
1SMTAX			168,926.32	197,853.05
1JSAAX			20,686.29	22,841.99
1JTSAX			954,435.86	1,118,296.03
1RERCX			56,504.01	63,295.16
1LSMAX			142,541.03	154,598.36
1LAGWX			194,869.71	207,718.67
1GGOAX			11,154.86	12,392.61
1FDXAX			165,012.96	180,899.14
1SAMVX			24,244.57	26,959.70
1ALARX			180,225.10	194,313.52
1MDDVX			58,328.19	65,852.06
1JUEAX			18,655.54	19,707.49
1NRAAX			5,764.36	6,868.09
1PGBOX			9,270.24	8,886.37
1OGGAX			10,779.87	10,513.88
1PHYIX			22,858.28	23,063.67
1JRVXX			176,047.56	176,047.56
1SDBSCH			508,119.35	508,119.35
			4,210,840.28	**4,646,843.29**
PARTICIPANT LOANS	VARIOUS	4.250-10.000	142,497.45	144,276.25
FORFEITURES			186.43	186.43

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 752161724

ASSETS HELD FOR INVESTMENT PURPOSES

SPRING CREEK COMPANIES 401(K) PLAN

01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1JSRAX	J P Morgan SmartRetirement Income A
1JTTAX	J P Morgan SmartRetirement 2020 A
1JSMAX	J P Morgan SmartRetirement 2030 A
1SMTAX	J P Morgan SmartRetirement 2040 A
1JTSAX	J P Morgan SmartRetirement 2050 A
1LSMAX	Columbia Small Cap Core Fund - A
1GGOAX	Goldman Sachs Growth Opportunities - A
1SAMVX	RidgeWorth Mid-Cap Value Equity A
1MDDVX	BlackRock Equity Dividend A
1NRAAX	Neuberger Berman Socially Resp A
1OGGAX	J P Morgan Government Bond A
1JRVXX	J P Morgan Prime Money Market Reserve
1JSFAX	J P Morgan SmartRetirement 2015 A
1JNSAX	J P Morgan SmartRetirement 2025 A
1SRJAX	J P Morgan SmartRetirement 2035 A
1JSAAX	J P Morgan SmartRetirement 2045 A
1RERCX	American Funds EuroPacific Gr R3
1LAGWX	Lord Abbett Developing Growth A
1FDXAX	Nuveen Mid Cap Index - A
1ALARX	Alger Capital Appreciation Instl I
1JUEAX	J P Morgan US Equity A
1PGBOX	J P Morgan Core Bond A
1PHYIX	Putnam High Yield Advantage A
1SDBSCH	Schwab SDB

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year