

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1981</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>74-2153243</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>713-570-8165</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>541330</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1981</u>		2b Employer Identification Number (EIN) <u>74-2153243</u>		2c Sponsor's telephone number <u>713-570-8165</u>		2d Business code (see instructions) <u>541330</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>07/01/1981</u>											
2b Employer Identification Number (EIN) <u>74-2153243</u>											
2c Sponsor's telephone number <u>713-570-8165</u>											
2d Business code (see instructions) <u>541330</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AMEC OIL & GAS, INC.</u> <u>10777 CLAY ROAD</u> <u>HOUSTON, TX 77041</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>08/11/2014</u>	<u>REBECCA DALE</u>
	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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	914
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	335
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	479
d Subtotal. Add lines 6a , 6b , and 6c		6d	815
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	815
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	809
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	3
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 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) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC OIL & GAS, INC.		
D Employer Identification Number (EIN) 74-2153243		

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	ZH9297	0	01/01/2013	06/04/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(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	

(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	

(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	

(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	

(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	

(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	

(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	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP PENSION FUNDING**

b Balance at the end of the previous year	7b	14656353
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c Additions: (1) Contributions deposited during the year	7c(1)	1104951	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	185371	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	52919	
▶ EE LOAN REPYMTS			

(6) Total additions	7c(6)	1343241
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d Total of balance and additions (add lines 7b and 7c(6))	7d	15999594
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1377089	
(2) Administration charge made by carrier	7e(2)	2394	
(3) Transferred to separate account	7e(3)	342566	
(4) Other (specify below)	7e(4)	14277545	
▶ EE NEW LOANS ISSUED TRANSFER OF ASSETS			

(5) Total deductions	7e(5)	15999594
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	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)	
c Remainder of premium: (1) Retention charges (on 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 benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
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.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the 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. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC OIL & GAS, INC.	D Employer Identification Number (EIN) 74-2153243	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	YH1107	815	06/05/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(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	

(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	

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

(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	

(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	

(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	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 13009236**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 0**c** Additions: (1) Contributions deposited during the year **7c(1)** 669271(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 206169(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 15552398

▶ *

(6) Total additions **7c(6)** 16427838**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 16427838**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 2431422(2) Administration charge made by carrier **7e(2)** 2019(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 985161

▶ *

(5) Total deductions **7e(5)** 3418602**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 13009236

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	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)	
c Remainder of premium: (1) Retention charges (on 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 benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
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.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the 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. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC OIL & GAS, INC.	D Employer Identification Number (EIN) 74-2153243	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ING LIFE INSURANCE & ANNUITY CO.

71-0294708

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

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

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)

MORNINGSTAR

36-3297908

(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?
26 27	SERVICE PROVIDER	36896	Yes ☒ No ☐	Yes ☐ No ☒	24561	Yes ☐ No ☒

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

EMPLOYEE BENEFIT SOLUTIONS

76-0484527

(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?
99	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	27000	Yes ☐ No ☒

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

ING LIFE INSURANCE & ANNUITY CO.

71-0294708

(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?
26 64	SERVICE PROVIDER	43396	Yes ☒ No ☐	Yes ☒ No ☐	0	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
MORNINGSTAR	27	24561
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING LIFE INSURANCE & ANNUITY CO.</p> <p>71-0294708</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>INVESTMENT ADVISORY (PLAN)</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>EMPLOYEE BENEFIT SOLUTIONS</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">99</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">27000</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING LIFE INSURANCE & ANNUITY CO.</p> <p>71-0294708</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>OTHER FEES</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 AMEC OIL & GAS, INC.	D Employer Identification Number (EIN) 74-2153243	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
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)	1107144	803750
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	62437938	74684989
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	14656353	13009236
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	78201435	88497975

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	78201435	88497975
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5249473	
(B) Participants	2a(1)(B)	4904834	
(C) Others (including rollovers)	2a(1)(C)	841162	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10995469

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)	41867	
(F) Other	2b(1)(F)	391539	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		433406

(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)	2798858	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2798858

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		4931948
(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)		4772067
c Other income.....	2c		17708
d Total income. Add all income amounts in column (b) and enter total.....	2d		23949456

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	13560895	
(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)		13560895
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		11729
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)	80292	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		80292
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13652916

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		10296540
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MELTON & MELTON, LLP

(2) EIN: 74-1550819

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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

A Name of plan <u>AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMEC OIL & GAS, INC.</u>	D Employer Identification Number (EIN) <u>74-2153243</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

AMEC OIL & GAS, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
AS OF
DECEMBER 31, 2013 AND 2012
AND
INDEPENDENT AUDITOR'S REPORT

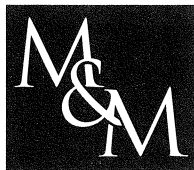


MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN

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MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
AMEC Oil & Gas, Inc. Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AMEC Oil & Gas, Inc. Retirement Savings 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

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 audits 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING National Trust, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee 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) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Melton & Melton, LLP

Houston, Texas
August 1, 2014

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments , at fair value	\$ 88,145,214	\$ 78,284,871
Receivables:		
Employer contributions	2,290,985	3,006,991
Notes receivable from participants	<u>803,750</u>	<u>1,107,144</u>
Total receivables	<u>3,094,735</u>	<u>4,114,135</u>
 Net assets available for benefits at fair value	 91,239,949	 82,399,006
 Adjustment from fair value to contract value relating to fully benefit-responsive investment contracts	 <u>(450,989)</u>	 <u>(1,190,580)</u>
 Net assets available for benefits	 <u>\$ 90,788,960</u>	 <u>\$ 81,208,426</u>

(See accompanying notes to financial statements)

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions to Net Assets Attributable to:

Investment income:

Interest and dividend income	\$ 3,190,397
Net appreciation in fair value of investments	<u>9,721,723</u>
	<u>12,912,120</u>

Interest income on notes receivable from participants	<u>41,867</u>
---	---------------

Contributions:

Participant	4,904,834
Rollover	841,162
Employer	<u>4,533,467</u>
	<u>10,279,463</u>

Deductions from Net Assets Attributable to:

Benefits paid to participants	13,572,624
Administrative expenses	<u>80,292</u>
	<u>13,652,916</u>

Change in Net Assets Available for Benefits	9,580,534
--	-----------

Net Assets Available for Benefits at:

Beginning of year	<u>81,208,426</u>
End of year	<u>\$ 90,788,960</u>

(See accompanying notes to financial statements)

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the AMEC Oil & Gas, Inc. Retirement Savings Plan (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 substantially all employees of AMEC Oil & Gas, Inc. (the “Company”) except union employees, non-resident aliens, and leased employees. Employees are eligible to participate on the first day of the month coinciding with or next following the later of their hire date or attainment of age 21. The Plan is administered by the Retirement Committee, which is appointed by the President of the Company, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In June 2013, the Plan’s investments changed from pooled separate accounts to mutual funds. The conversion initiated a blackout period beginning June 3, 2013 through June 5, 2013. During this period, participants were not able to direct or diversify investments, make contributions, change contribution elections, request a distribution, or make other requests associated with the Plan.

Contributions

Participants may elect to make salary deferral contributions to the Plan up to the maximum allowed under the appropriate sections of the Internal Revenue Code (IRC). The Plan also allows for Roth 401(k) after-tax elective deferral contributions. Participants who attain age 50 before the end of the plan year are eligible to make catch-up contributions.

The Company will make a safe harbor matching contribution equal to 100% of each eligible participant’s deferral contribution up to a maximum of 4% of eligible compensation. The Company may also make a discretionary matching or profit sharing contribution. For the year ended December 31, 2013, the Company made a discretionary profit sharing contribution of 6% of eligible compensation for all eligible plan participants. Participants must be actively employed on the last day of the plan year and complete 1,000 hours of service during the plan year to receive an allocation of the Company profit sharing contribution.

The Plan allows rollover contributions from eligible retirement plans qualified under the appropriate sections of the IRC. The Plan is participant directed. Participants may change their contribution rates monthly and investment options at any time.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of the Company’s contributions and Plan earnings. In addition, participants are charged with any applicable administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants are at all times fully vested in their contributions, Company matching contributions, and the appreciation or depreciation thereon. Vesting in the Company profit sharing contributions portion of their accounts plus earnings thereon is based on years of service. Participants vest in discretionary profit sharing contributions 33% per year after two years of service and are 100% vested after four years of service.

Payment of Benefits

A participant shall be immediately vested upon death, retirement, or termination of employment due to total and permanent disability. Normal retirement age under the Plan is 65. Upon retirement, disability, death, or termination of service with the Company, participants may receive their distributions in a lump-sum payment or other method as defined in the Plan. Hardship distributions are permitted.

Notes Receivable from Participants

Plan participants may borrow Plan assets up to a maximum of the lesser of \$50,000 or 50% of their vested account balances in the Plan. Interest rates on loans are stated at a reasonable rate. Loans are repaid in level installments through payroll deductions for periods ranging up to five years and in certain situations may exceed five years. Loans are secured by the participant's vested account balance to the extent of the principal amount of the loan plus accrued interest.

Forfeitures

Forfeitures of nonvested employer contributions shall be used to reduce future employer contributions. The forfeitures balance at December 31, 2013 and 2012 was \$245,035 and \$192,488, respectively. Forfeitures were utilized to reduce employer contributions by \$192,488 during the year ended December 31, 2013.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounting records of the Plan are maintained on the cash basis of accounting; however, the financial statements have been prepared on the accrual basis of accounting.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value, which 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. The Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. 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. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a contract account. As required, the statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. At December 31, 2013 and 2012, no allowance was considered necessary by management.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to notes receivable from participants, withdrawals, and certain investment transaction fees are charged directly to the participant's account and are included in administrative expenses. Other investment related expenses are included in net appreciation in fair value of investments.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Federal Income Taxes

The Plan has adopted a non-standardized prototype plan, which obtained its latest opinion letter dated March 31, 2008 in which the Internal Revenue Service (IRS) stated that the prototype document satisfies the applicable provisions of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, contributions to the Plan and earnings from its assets are not currently taxable to the Plan or its participants.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. 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.

NOTE 3 - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are separately identified below:

<u>Identity of Party Involved</u>	<u>Description</u>	<u>2013</u>	<u>2012</u>
Mutual Funds:			
Fidelity	Contrafund	\$ 8,083,136	
T. Rowe Price	Retirement 2015 Fund	7,633,399	
PIMCO	Total Return Fund	5,040,860	
Pooled Separate Accounts:			
ING Life Insurance and Annuity Company	Variable Annuity Account D:		
	Fidelity Contrafund		\$ 6,658,512
	American Funds Fundamental Investors SM		4,575,854
	ING Solution 2015 Portfolio		7,643,106
	PIMCO Total Return Fund		5,014,703
	Pioneer Strategic Income Fund		4,287,745
Contract Account:			
* ING Life Insurance and Annuity Company	ING Fixed Account	13,009,236	14,656,353

*Includes adjustment from fair value to contract value of \$(450,989) and \$(1,190,580) as of December 31, 2013 and 2012, respectively.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 3 - INVESTMENTS (CONTINUED)

During the year ended December 31, 2013, the Plan's investments in pooled separate accounts and mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$4,931,949 and \$4,789,774, respectively.

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820 (ASC 820), *Fair Value Measurements and Disclosures*, clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable.

Various inputs are used in determining the value of the Plan's investments. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy, including the types of Plan investments that fall under each category and the valuation methodologies used to measure fair value, are described below:

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

Mutual Funds: Valued at net asset value (NAV) of shares held by the Plan at year-end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Pooled Separate Accounts (Variable Annuity Account D): The pooled separate accounts invest directly in designated mutual funds or, in some cases, collective investment trusts. The separate account owns and holds the underlying mutual fund or collective trust shares, which are valued daily at their NAV. Plans and participants hold "units of participation" in the separate account. The accumulation unit value (AUV) is the value of each unit in the separate account, and the separate account is valued daily at the number of accumulation units held multiplied by the AUV. The AUV is first established when a new fund starts (typically, the beginning AUV is \$10.00) and is then determined daily based on the NAV of the shares of the underlying fund, the fund's dividends, and the contract's separate account charges. There are no imposed redemption restrictions, nor does the Plan have any contractual obligation to further invest in the account.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

Contract Account: At December 31, 2013, the fair value, as reported to the Plan by ING Life Insurance and Annuity Company (ILIAC), is determined by the daily crediting of interest with the potential for a market value adjustment (MVA) for non-benefit surrenders. Observable inputs in determining fair value include the Fixed Account contract value, MVA formula, and the net surrender value after application of the MVA formula. The MVA formula is provided in the contract. Because participants transact at contract value, fair value is determined annually for financial reporting purposes only.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Contract Account: At December 31, 2012, the fair value, as reported to the Plan by ILIAC, is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Because participants transact at contract value, fair value is determined annually for financial reporting purposes only. In determining the reasonableness of the methodology, Plan management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms, (for example duration or payout date) while others are substantiated utilizing market data (for example, discounted cash flows).

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

The inputs and methodologies used for valuing securities are not an indication of the risk associated with investing in those securities.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

<u>Description</u>	<u>December 31, 2013</u>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual Funds:			
Global/International	\$ 7,654,895		\$ 7,654,895
Small/Mid/Specialty	12,581,004		12,581,004
Large Cap Growth	10,586,659		10,586,659
Large Cap Value	10,352,964		10,352,964
Balanced	4,242,032		4,242,032
Asset Allocation	19,154,003		19,154,003
Bonds	9,868,397		9,868,397
Money Market	245,035		245,035
Total mutual funds	74,684,989		74,684,989

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Description</u>	<u>December 31, 2013 (continued)</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Contract Account		<u>\$13,460,225</u>		<u>\$13,460,225</u>
Total investments at fair value	<u>\$74,684,989</u>	<u>\$13,460,225</u>		<u>\$88,145,214</u>

<u>Description</u>	<u>December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Global/International		\$ 7,320,885		\$ 7,320,885
Small/Mid/Specialty		6,665,679		6,665,679
Large Cap Growth		9,208,722		9,208,722
Large Cap Value		6,560,536		6,560,536
Balanced		3,604,554		3,604,554
Asset Allocation		17,283,756		17,283,756
Bonds		11,601,318		11,601,318
Money Market		<u>192,488</u>		<u>192,488</u>
Total pooled separate accounts		62,437,938		62,437,938
Contract Account			<u>\$ 15,846,933</u>	<u>15,846,933</u>
Total investments at fair value		<u>\$62,437,938</u>	<u>\$ 15,846,933</u>	<u>\$78,284,871</u>

During 2013, as a result of a reassessment of inputs to determine fair value, the classification of the contract account was changed from Level 3 to Level 2 in the fair value hierarchy. The Plan's policy is to recognize transfers in and/or out of the fair value hierarchy levels as of the beginning of the reporting period in which the event or change in circumstances causing the transfer occurred. As such, the change in fair value classification and transfer to Level 2 is reported at the beginning of the reporting period.

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013:

	<u>Contract Account</u>
Balance, beginning of year	\$ 15,846,933
Transfer to Level 2	<u>(15,846,933)</u>
Balance, end of year	<u>\$ -</u>

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table represents the Plan's Level 3 investment at December 31, 2012, the valuation techniques used to measure the fair value of the investment, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Input Values
Contract Account	\$15,846,933	Income Approach (market value adjustment)	Credited rate as of the date of the surrender	3.00%
			Rate for a 7-year Treasury Bond derived by interpolating between 5-year and 10-year Treasury Bond rates as found in the Citigroup Bond Market Roundup for the week prior to the surrender	1.15%
			Surrender value to which the market value adjustment applies	80.00%

If the credited rate of the contract account as of the date of surrender increases, then the market value adjustment increases. If the Treasury Bond rate increases, then the market value adjustment decreases. The surrender value of the contract account will never be less than 100%.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust ("ING"), the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012 and the schedule H, line 4i - schedule of assets (held at end of year), excluding participant loans, as of December 31, 2013, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2013.

NOTE 6 - CONTRACT ACCOUNT

At December 31, 2013 and 2012, the Plan maintained one guaranteed investment account option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit-responsive.

The average yield for the contract for the year ended December 31, 2013 was approximately 2.35%. The crediting interest rate for the contract as of December 31, 2013 and 2012 was 2.35% and 3.00% respectively. The minimum crediting interest rate for the contract for the year ended December 31, 2013 was 2.15%. The trustee guarantees the credited rate will never fall below the lifetime guaranteed minimum of 1.00%.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 6 - CONTRACT ACCOUNT (CONTINUED)

ILIAC's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets, and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The ING Fixed Account does not permit ILIAC to terminate the agreement prior to the scheduled maturity date.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are in ILIAC pooled separate accounts and a contract account, as well as mutual funds managed by ING Investment Management Co, LLC, both of which are affiliated with ING. ING is the trustee as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investments. In general, such investments are exposed to various risks such as significant world events, interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$90,788,960	\$81,208,426
Employer contributions receivable	<u>(2,290,985)</u>	<u>(3,006,991)</u>
Net assets available for benefits per the Form 5500	<u>\$88,497,975</u>	<u>\$78,201,435</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Change in net assets available for benefits per the financial statements	\$ 9,580,534
Employer contributions receivable at December 31, 2013	(2,290,985)
Employer contributions receivable at December 31, 2012	<u>3,006,991</u>
Change in net assets available for benefits per the Form 5500	<u>\$10,296,540</u>

NOTE 10 - PARTIAL PLAN TERMINATION

In November 2013, the plan administrator determined that a partial plan termination had occurred as a result of certain employer-initiated terminations during September 2013. Therefore, all affected plan participants became fully vested. Vesting was adjusted for affected participants who took a distribution during the period before the determination was made. Approximately \$77,000 previously forfeited by affected participants was funded from the Plan's forfeitures account.

NOTE 11 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 1, 2014, the date the financial statements were available to be issued.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN

EIN: 74-2153243 PLAN #002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

	(b)	(c)		(e)
	Identity of Issue,	Description of Investment		Current
	Borrower, Lessor,	Including Maturity Date,	(d)	Value
(a)	or Similar Party	Rate of Interest, Collateral,	Cost	
		Par, or Maturity Value		
	Mutual Funds:			
	American Funds	EuroPacific Growth Fund	**	\$ 3,234,754
	Oppenheimer	Developing Markets Fund	**	2,535,860
	American Funds	New Perspective Fund	**	1,884,281
	CRM	Mid Cap Value Fund	**	1,896,590
	American Beacon	Small Cap Value Fund	**	1,877,770
	Prudential Jennison	Mid-Cap Growth Fund, Inc.	**	2,050,424
*	ING	U.S. Stock Index Portfolio	**	3,117,567
	Loomis Sayles	Small Cap Value Fund	**	2,542,116
	Victory	Established Value Fund	**	2,017,146
	Eagle	Small Cap Growth Fund	**	2,196,958
	Fidelity	Contrafund	**	8,083,136
*	ING	Large Cap Growth Portfolio	**	2,503,523
	American Funds	Fundamental Investors SM	**	4,363,842
	T. Rowe Price	Equity Income Fund	**	2,871,555
	American Funds	The Income Fund of America	**	4,242,032
	T. Rowe Price	Retirement 2010 Fund	**	73,146
	T. Rowe Price	Retirement 2015 Fund	**	7,633,399
	T. Rowe Price	Retirement 2020 Fund	**	249,709
	T. Rowe Price	Retirement 2025 Fund	**	4,147,917
	T. Rowe Price	Retirement 2030 Fund	**	105,815
	T. Rowe Price	Retirement 2035 Fund	**	3,488,866
	T. Rowe Price	Retirement 2040 Fund	**	35,822
	T. Rowe Price	Retirement 2045 Fund	**	2,047,700
	T. Rowe Price	Retirement 2055 Fund	**	104,828
	T. Rowe Price	Retirement Income Fund	**	1,266,801
	PIMCO	Total Return Fund	**	5,040,860
	Loomis Sayles	Bond Fund	**	2,681,198
	PIMCO	Real Return Fund	**	1,672,004
	BlackRock	High Yield Bond Portfolio	**	474,335
*	ING	Money Market Portfolio	**	245,035

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
EIN: 74-2153243 PLAN #002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(CONTINUED)
December 31, 2013

<u>(a)</u>	<u>(b)</u> Identity of Issue, Borrower, Lessor, or Similar Party	<u>(c)</u> Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	<u>(d)</u> Cost	<u>(e)</u> Current Value
Contract Account:				
*	ING Life Insurance and Annuity Company	ING Fixed Account	**	\$ 13,009,236
*	Participant Loans	4.25% - 6.25%	0	<u>803,750</u>
				<u>\$ 88,497,975</u>

* A party-in-interest as defined by ERISA.

** Cost omitted for participant-directed investments.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)

Amec Oil & Gas, Inc. Retirement Savings Plan
EIN#74-2153243
Plan#002
As Of December 31, 2013

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AmBcn Small Cap Value Fund Ins	Registered Investment Company		\$1,877,770
American Funds EuroPacific R6	Registered Investment Company		\$3,234,754
American Funds Fdmntl Inv R6	Registered Investment Company		\$4,363,842
American Funds Income Fnd R6	Registered Investment Company		\$4,242,032
American Funds Nw Prspctv R6	Registered Investment Company		\$1,884,281
BlkRck High Yield Bnd Port Ins	Registered Investment Company		\$474,335
CRM Mid Cap Value Fund Ins	Registered Investment Company		\$1,896,590
Eagle Small Cap Growth Fund R6	Registered Investment Company		\$2,196,958
Fidelity Contrafund	Registered Investment Company		\$8,083,136
* ING Fixed Account	Insurance Company General Account		\$13,009,236
* ING Large Cap Growth Port Ins	Registered Investment Company		\$2,503,523
* ING Mny Mkt Fd A	Registered Investment Company		\$245,035
* ING US Stock Index Port Ins	Registered Investment Company		\$3,117,567
Loomis Sayles Bond Fund Ins	Registered Investment Company		\$2,681,198
Loomis Sayles SmCp VI Fnd Ins	Registered Investment Company		\$2,542,116
Oppenhmr Developing Mkts Fnd I	Registered Investment Company		\$2,535,860
PIMCO Real Return Fund Ins	Registered Investment Company		\$1,672,004
PIMCO Total Return Fund Ins	Registered Investment Company		\$5,040,860
Prudential Jenn Md Cp Grw Fd Q	Registered Investment Company		\$2,050,424
TRwPr Equity Income Fund	Registered Investment Company		\$2,871,555
TRwPr Retirement 2010 Fund	Registered Investment Company		\$73,146
TRwPr Retirement 2015 Fund	Registered Investment Company		\$7,633,399
TRwPr Retirement 2020 Fund	Registered Investment Company		\$249,709
TRwPr Retirement 2025 Fund	Registered Investment Company		\$4,147,917
TRwPr Retirement 2030 Fund	Registered Investment Company		\$105,815
TRwPr Retirement 2035 Fund	Registered Investment Company		\$3,488,866
TRwPr Retirement 2040 Fund	Registered Investment Company		\$35,822
TRwPr Retirement 2045 Fund	Registered Investment Company		\$2,047,700
TRwPr Retirement 2055 Fund	Registered Investment Company		\$104,828
TRwPr Retirement Inc Fund	Registered Investment Company		\$1,266,801
Victory Established VI Fnd I	Registered Investment Company		\$2,017,146
	Participant Loans - Rates 4.25% to 4.25%		\$803,750
TOTAL			\$88,497,975

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

AMEC OIL & GAS, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
AS OF
DECEMBER 31, 2013 AND 2012
AND
INDEPENDENT AUDITOR'S REPORT

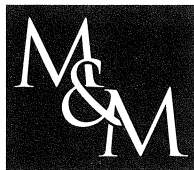


MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN

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MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
AMEC Oil & Gas, Inc. Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AMEC Oil & Gas, Inc. Retirement Savings 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

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 audits 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING National Trust, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee 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) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Melton & Melton, LLP

Houston, Texas
August 1, 2014

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments , at fair value	\$ 88,145,214	\$ 78,284,871
Receivables:		
Employer contributions	2,290,985	3,006,991
Notes receivable from participants	<u>803,750</u>	<u>1,107,144</u>
Total receivables	<u>3,094,735</u>	<u>4,114,135</u>
 Net assets available for benefits at fair value	 91,239,949	 82,399,006
 Adjustment from fair value to contract value relating to fully benefit-responsive investment contracts	 <u>(450,989)</u>	 <u>(1,190,580)</u>
 Net assets available for benefits	 <u>\$ 90,788,960</u>	 <u>\$ 81,208,426</u>

(See accompanying notes to financial statements)

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions to Net Assets Attributable to:

Investment income:

Interest and dividend income	\$ 3,190,397
Net appreciation in fair value of investments	<u>9,721,723</u>
	<u>12,912,120</u>

Interest income on notes receivable from participants	<u>41,867</u>
---	---------------

Contributions:

Participant	4,904,834
Rollover	841,162
Employer	<u>4,533,467</u>
	<u>10,279,463</u>

Deductions from Net Assets Attributable to:

Benefits paid to participants	13,572,624
Administrative expenses	<u>80,292</u>
	<u>13,652,916</u>

Change in Net Assets Available for Benefits	9,580,534
--	-----------

Net Assets Available for Benefits at:

Beginning of year	<u>81,208,426</u>
End of year	<u>\$ 90,788,960</u>

(See accompanying notes to financial statements)

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the AMEC Oil & Gas, Inc. Retirement Savings Plan (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 substantially all employees of AMEC Oil & Gas, Inc. (the “Company”) except union employees, non-resident aliens, and leased employees. Employees are eligible to participate on the first day of the month coinciding with or next following the later of their hire date or attainment of age 21. The Plan is administered by the Retirement Committee, which is appointed by the President of the Company, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In June 2013, the Plan’s investments changed from pooled separate accounts to mutual funds. The conversion initiated a blackout period beginning June 3, 2013 through June 5, 2013. During this period, participants were not able to direct or diversify investments, make contributions, change contribution elections, request a distribution, or make other requests associated with the Plan.

Contributions

Participants may elect to make salary deferral contributions to the Plan up to the maximum allowed under the appropriate sections of the Internal Revenue Code (IRC). The Plan also allows for Roth 401(k) after-tax elective deferral contributions. Participants who attain age 50 before the end of the plan year are eligible to make catch-up contributions.

The Company will make a safe harbor matching contribution equal to 100% of each eligible participant’s deferral contribution up to a maximum of 4% of eligible compensation. The Company may also make a discretionary matching or profit sharing contribution. For the year ended December 31, 2013, the Company made a discretionary profit sharing contribution of 6% of eligible compensation for all eligible plan participants. Participants must be actively employed on the last day of the plan year and complete 1,000 hours of service during the plan year to receive an allocation of the Company profit sharing contribution.

The Plan allows rollover contributions from eligible retirement plans qualified under the appropriate sections of the IRC. The Plan is participant directed. Participants may change their contribution rates monthly and investment options at any time.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of the Company’s contributions and Plan earnings. In addition, participants are charged with any applicable administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants are at all times fully vested in their contributions, Company matching contributions, and the appreciation or depreciation thereon. Vesting in the Company profit sharing contributions portion of their accounts plus earnings thereon is based on years of service. Participants vest in discretionary profit sharing contributions 33% per year after two years of service and are 100% vested after four years of service.

Payment of Benefits

A participant shall be immediately vested upon death, retirement, or termination of employment due to total and permanent disability. Normal retirement age under the Plan is 65. Upon retirement, disability, death, or termination of service with the Company, participants may receive their distributions in a lump-sum payment or other method as defined in the Plan. Hardship distributions are permitted.

Notes Receivable from Participants

Plan participants may borrow Plan assets up to a maximum of the lesser of \$50,000 or 50% of their vested account balances in the Plan. Interest rates on loans are stated at a reasonable rate. Loans are repaid in level installments through payroll deductions for periods ranging up to five years and in certain situations may exceed five years. Loans are secured by the participant's vested account balance to the extent of the principal amount of the loan plus accrued interest.

Forfeitures

Forfeitures of nonvested employer contributions shall be used to reduce future employer contributions. The forfeitures balance at December 31, 2013 and 2012 was \$245,035 and \$192,488, respectively. Forfeitures were utilized to reduce employer contributions by \$192,488 during the year ended December 31, 2013.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounting records of the Plan are maintained on the cash basis of accounting; however, the financial statements have been prepared on the accrual basis of accounting.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value, which 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. The Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. 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. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a contract account. As required, the statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. At December 31, 2013 and 2012, no allowance was considered necessary by management.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to notes receivable from participants, withdrawals, and certain investment transaction fees are charged directly to the participant's account and are included in administrative expenses. Other investment related expenses are included in net appreciation in fair value of investments.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Federal Income Taxes

The Plan has adopted a non-standardized prototype plan, which obtained its latest opinion letter dated March 31, 2008 in which the Internal Revenue Service (IRS) stated that the prototype document satisfies the applicable provisions of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, contributions to the Plan and earnings from its assets are not currently taxable to the Plan or its participants.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. 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.

NOTE 3 - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are separately identified below:

<u>Identity of Party Involved</u>	<u>Description</u>	<u>2013</u>	<u>2012</u>
Mutual Funds:			
Fidelity	Contrafund	\$ 8,083,136	
T. Rowe Price	Retirement 2015 Fund	7,633,399	
PIMCO	Total Return Fund	5,040,860	
Pooled Separate Accounts:			
ING Life Insurance and Annuity Company	Variable Annuity Account D:		
	Fidelity Contrafund		\$ 6,658,512
	American Funds Fundamental Investors SM		4,575,854
	ING Solution 2015 Portfolio		7,643,106
	PIMCO Total Return Fund		5,014,703
	Pioneer Strategic Income Fund		4,287,745
Contract Account:			
* ING Life Insurance and Annuity Company	ING Fixed Account	13,009,236	14,656,353

*Includes adjustment from fair value to contract value of \$(450,989) and \$(1,190,580) as of December 31, 2013 and 2012, respectively.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 3 - INVESTMENTS (CONTINUED)

During the year ended December 31, 2013, the Plan's investments in pooled separate accounts and mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$4,931,949 and \$4,789,774, respectively.

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820 (ASC 820), *Fair Value Measurements and Disclosures*, clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable.

Various inputs are used in determining the value of the Plan's investments. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy, including the types of Plan investments that fall under each category and the valuation methodologies used to measure fair value, are described below:

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

Mutual Funds: Valued at net asset value (NAV) of shares held by the Plan at year-end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Pooled Separate Accounts (Variable Annuity Account D): The pooled separate accounts invest directly in designated mutual funds or, in some cases, collective investment trusts. The separate account owns and holds the underlying mutual fund or collective trust shares, which are valued daily at their NAV. Plans and participants hold "units of participation" in the separate account. The accumulation unit value (AUV) is the value of each unit in the separate account, and the separate account is valued daily at the number of accumulation units held multiplied by the AUV. The AUV is first established when a new fund starts (typically, the beginning AUV is \$10.00) and is then determined daily based on the NAV of the shares of the underlying fund, the fund's dividends, and the contract's separate account charges. There are no imposed redemption restrictions, nor does the Plan have any contractual obligation to further invest in the account.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

Contract Account: At December 31, 2013, the fair value, as reported to the Plan by ING Life Insurance and Annuity Company (ILIAC), is determined by the daily crediting of interest with the potential for a market value adjustment (MVA) for non-benefit surrenders. Observable inputs in determining fair value include the Fixed Account contract value, MVA formula, and the net surrender value after application of the MVA formula. The MVA formula is provided in the contract. Because participants transact at contract value, fair value is determined annually for financial reporting purposes only.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Contract Account: At December 31, 2012, the fair value, as reported to the Plan by ILIAC, is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Because participants transact at contract value, fair value is determined annually for financial reporting purposes only. In determining the reasonableness of the methodology, Plan management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms, (for example duration or payout date) while others are substantiated utilizing market data (for example, discounted cash flows).

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

The inputs and methodologies used for valuing securities are not an indication of the risk associated with investing in those securities.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

<u>Description</u>	<u>December 31, 2013</u>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual Funds:			
Global/International	\$ 7,654,895		\$ 7,654,895
Small/Mid/Specialty	12,581,004		12,581,004
Large Cap Growth	10,586,659		10,586,659
Large Cap Value	10,352,964		10,352,964
Balanced	4,242,032		4,242,032
Asset Allocation	19,154,003		19,154,003
Bonds	9,868,397		9,868,397
Money Market	245,035		245,035
Total mutual funds	74,684,989		74,684,989

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Description</u>	<u>December 31, 2013 (continued)</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Contract Account		<u>\$13,460,225</u>		<u>\$13,460,225</u>
Total investments at fair value	<u>\$74,684,989</u>	<u>\$13,460,225</u>		<u>\$88,145,214</u>

<u>Description</u>	<u>December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Global/International		\$ 7,320,885		\$ 7,320,885
Small/Mid/Specialty		6,665,679		6,665,679
Large Cap Growth		9,208,722		9,208,722
Large Cap Value		6,560,536		6,560,536
Balanced		3,604,554		3,604,554
Asset Allocation		17,283,756		17,283,756
Bonds		11,601,318		11,601,318
Money Market		<u>192,488</u>		<u>192,488</u>
Total pooled separate accounts		62,437,938		62,437,938
Contract Account			<u>\$ 15,846,933</u>	<u>15,846,933</u>
Total investments at fair value		<u>\$62,437,938</u>	<u>\$ 15,846,933</u>	<u>\$78,284,871</u>

During 2013, as a result of a reassessment of inputs to determine fair value, the classification of the contract account was changed from Level 3 to Level 2 in the fair value hierarchy. The Plan's policy is to recognize transfers in and/or out of the fair value hierarchy levels as of the beginning of the reporting period in which the event or change in circumstances causing the transfer occurred. As such, the change in fair value classification and transfer to Level 2 is reported at the beginning of the reporting period.

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013:

	<u>Contract Account</u>
Balance, beginning of year	\$ 15,846,933
Transfer to Level 2	<u>(15,846,933)</u>
Balance, end of year	<u>\$ -</u>

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table represents the Plan's Level 3 investment at December 31, 2012, the valuation techniques used to measure the fair value of the investment, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Input Values
Contract Account	\$15,846,933	Income Approach (market value adjustment)	Credited rate as of the date of the surrender	3.00%
			Rate for a 7-year Treasury Bond derived by interpolating between 5-year and 10-year Treasury Bond rates as found in the Citigroup Bond Market Roundup for the week prior to the surrender	1.15%
			Surrender value to which the market value adjustment applies	80.00%

If the credited rate of the contract account as of the date of surrender increases, then the market value adjustment increases. If the Treasury Bond rate increases, then the market value adjustment decreases. The surrender value of the contract account will never be less than 100%.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust ("ING"), the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012 and the schedule H, line 4i - schedule of assets (held at end of year), excluding participant loans, as of December 31, 2013, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2013.

NOTE 6 - CONTRACT ACCOUNT

At December 31, 2013 and 2012, the Plan maintained one guaranteed investment account option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit-responsive.

The average yield for the contract for the year ended December 31, 2013 was approximately 2.35%. The crediting interest rate for the contract as of December 31, 2013 and 2012 was 2.35% and 3.00% respectively. The minimum crediting interest rate for the contract for the year ended December 31, 2013 was 2.15%. The trustee guarantees the credited rate will never fall below the lifetime guaranteed minimum of 1.00%.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 6 - CONTRACT ACCOUNT (CONTINUED)

ILIAC's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets, and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The ING Fixed Account does not permit ILIAC to terminate the agreement prior to the scheduled maturity date.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are in ILIAC pooled separate accounts and a contract account, as well as mutual funds managed by ING Investment Management Co, LLC, both of which are affiliated with ING. ING is the trustee as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investments. In general, such investments are exposed to various risks such as significant world events, interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2013 and 2012

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$90,788,960	\$81,208,426
Employer contributions receivable	<u>(2,290,985)</u>	<u>(3,006,991)</u>
Net assets available for benefits per the Form 5500	<u>\$88,497,975</u>	<u>\$78,201,435</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Change in net assets available for benefits per the financial statements	\$ 9,580,534
Employer contributions receivable at December 31, 2013	(2,290,985)
Employer contributions receivable at December 31, 2012	<u>3,006,991</u>
Change in net assets available for benefits per the Form 5500	<u>\$10,296,540</u>

NOTE 10 - PARTIAL PLAN TERMINATION

In November 2013, the plan administrator determined that a partial plan termination had occurred as a result of certain employer-initiated terminations during September 2013. Therefore, all affected plan participants became fully vested. Vesting was adjusted for affected participants who took a distribution during the period before the determination was made. Approximately \$77,000 previously forfeited by affected participants was funded from the Plan's forfeitures account.

NOTE 11 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 1, 2014, the date the financial statements were available to be issued.

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN

EIN: 74-2153243 PLAN #002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issue, 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
Mutual Funds:				
	American Funds	EuroPacific Growth Fund	**	\$ 3,234,754
	Oppenheimer	Developing Markets Fund	**	2,535,860
	American Funds	New Perspective Fund	**	1,884,281
	CRM	Mid Cap Value Fund	**	1,896,590
	American Beacon	Small Cap Value Fund	**	1,877,770
	Prudential Jennison	Mid-Cap Growth Fund, Inc.	**	2,050,424
*	ING	U.S. Stock Index Portfolio	**	3,117,567
	Loomis Sayles	Small Cap Value Fund	**	2,542,116
	Victory	Established Value Fund	**	2,017,146
	Eagle	Small Cap Growth Fund	**	2,196,958
	Fidelity	Contrafund	**	8,083,136
*	ING	Large Cap Growth Portfolio	**	2,503,523
	American Funds	Fundamental Investors SM	**	4,363,842
	T. Rowe Price	Equity Income Fund	**	2,871,555
	American Funds	The Income Fund of America	**	4,242,032
	T. Rowe Price	Retirement 2010 Fund	**	73,146
	T. Rowe Price	Retirement 2015 Fund	**	7,633,399
	T. Rowe Price	Retirement 2020 Fund	**	249,709
	T. Rowe Price	Retirement 2025 Fund	**	4,147,917
	T. Rowe Price	Retirement 2030 Fund	**	105,815
	T. Rowe Price	Retirement 2035 Fund	**	3,488,866
	T. Rowe Price	Retirement 2040 Fund	**	35,822
	T. Rowe Price	Retirement 2045 Fund	**	2,047,700
	T. Rowe Price	Retirement 2055 Fund	**	104,828
	T. Rowe Price	Retirement Income Fund	**	1,266,801
	PIMCO	Total Return Fund	**	5,040,860
	Loomis Sayles	Bond Fund	**	2,681,198
	PIMCO	Real Return Fund	**	1,672,004
	BlackRock	High Yield Bond Portfolio	**	474,335
*	ING	Money Market Portfolio	**	245,035

AMEC OIL & GAS, INC. RETIREMENT SAVINGS PLAN
EIN: 74-2153243 PLAN #002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(CONTINUED)
December 31, 2013

<u>(a)</u>	<u>(b)</u> Identity of Issue, Borrower, Lessor, or Similar Party	<u>(c)</u> Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	<u>(d)</u> Cost	<u>(e)</u> Current Value
Contract Account:				
*	ING Life Insurance and Annuity Company	ING Fixed Account	**	\$ 13,009,236
*	Participant Loans	4.25% - 6.25%	0	<u>803,750</u>
				<u>\$ 88,497,975</u>

* A party-in-interest as defined by ERISA.

** Cost omitted for participant-directed investments.