Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SEVERN TRENT 401K SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

SEVERN TRENT SERVICES, INC.

580 VIRGINIA DRIVE, SUITE 300
FORT WASHINGTON, PA 19034

2b Employer Identification Number (EIN)
23-2660702

2c Sponsor's telephone number
215-283-3480

2d Business code (see instructions)
541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/21/2014	KEVIN FRETZ
	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

SEVERN TRENT SERVICES, INC.

580 VIRGINIA DRIVE, SUITE 300
FORT WASHINGTON, PA 19034

3b Administrator's EIN: 23-2660702

3c Administrator's telephone number: 215-283-3480

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1965
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**	1564
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	489
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2057
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	2057
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2057
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	126
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 3D 2T 2S

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**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

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

A Name of plan
SEVERN TRENT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SEVERN TRENT SERVICES, INC.

D Employer Identification Number (EIN)
23-2660702

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.

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(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
22-1211670	68241	002350	2057	01/01/2013	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	10374

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

WELLS FARGO ADVISORS INS AGENCY
401 SOUTH TYRON STREET
11TH FLOOR
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	10374	SERVICES TO INSURER OR PROVIDER	4

(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	14855670
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. 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 ▶

b	Balance at the end of the previous year			7b	12644834
c	Additions: (1) Contributions deposited during the year	7c(1)	1850362		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	274464		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	2577037		
	▶ LOAN REPAYMENTS TRANSFERS IN MISC IN + FORF CREDITS				
	(6) Total additions			7c(6)	4701863
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	17346697
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1520709		
	(2) Administration charge made by carrier	7e(2)	829		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	969489		
	▶ LOAN INITIATIONS TRANSFERS OUT MISC OUT + FORF DEBITS				
	(5) Total deductions			7e(5)	2491027
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	14855670

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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
SEVERN TRENT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SEVERN TRENT SERVICES, INC.

D Employer Identification Number (EIN)
23-2660702

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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)

WELLS FARGO ADVISORS

34-1542819

(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?
27 33 71	NONE	18064	Yes [X] No [ ]	Yes [ ] No [X]	50548	Yes [ ] No [X]

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

EISNERAMPER, LLC

13-1639826

(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?
16	NONE	6015	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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?
13 15 37 50 60 64	NONE	5770	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
14	NONE	2697	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	30.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 GUARANTEED INCOME FUND	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU JENN MID-CAP GRW Z	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SEVERN TRENT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SEVERN TRENT SERVICES, INC.

D Employer Identification Number (EIN)
23-2660702

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2393117	2495455
(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)	61307284	76720178
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	12644834	14855670
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	76345235	94071303
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	76345235	94071303

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1911107	
(B) Participants	2a(1)(B)	5617070	
(C) Others (including rollovers)	2a(1)(C)	1629985	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9158162
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)	105889	
(F) Other	2b(1)(F)	274464	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		380353
(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)	816534	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		816534
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(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)		13543262
c Other income	2c		21754
d Total income. Add all **income** amounts in column (b) and enter total	2d		23920065
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6177006	
(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)		6177006
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-18831
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)	35822	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		35822
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6193997
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		17726068
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERAMPER LLP **(2)** EIN: 13-1639826

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SEVERN TRENT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SEVERN TRENT SERVICES, INC.

D Employer Identification Number (EIN)
23-2660702

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SEVERN TRENT 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 and 2012
(with supplemental information)

SEVERN TRENT 401(k) SAVINGS PLAN

Contents

	Page
Financial Statements	
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 - 12
Supplemental Information	
Schedule of Assets (Held at End of Year) as of December 31, 2013	13

EisnerAmper LLP
111 Wood Avenue South
Iselin, NJ 08830-2700
T 732.243.7000
F 732.951.7400
www.eisneramper.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Severn Trent 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Severn Trent 401(k) 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 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.

Auditors' 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform any auditing procedures with respect to the information discussed in Note C, which was certified by The Prudential Insurance Company of America, (the "Insurance Company") and Prudential Trust Company, (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 Insurance Company and Trustee hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Insurance Company and 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 Insurance Company and 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.

EISNERAMPER
ACCOUNTANTS & ADVISORS

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule**,** other than that derived from the information certified by the Insurance Company and 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 ERISA.

Eisner Amper LLP

Iselin, New Jersey
August 14, 2014

EISNERAMPER LLP

SEVERN TRENT 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value:		
Mutual funds	**$ 76,720,178**	$ 61,307,284
Guaranteed income fund	**14,855,670**	12,644,834
Total investments	**91,575,848**	73,952,118
Notes receivable from participants	**2,495,455**	2,393,117
Net assets available for benefits	**$ 94,071,303**	$ 76,345,235

See accompanying notes to financial statements

SEVERN TRENT 401(k) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions:	
Investment income:	
Net realized/unrealized appreciation/depreciation in value of investments	**$ 13,565,016**
Interest and dividends	**1,196,887**
	14,761,903
Contributions	
Participant	**5,617,070**
Employer	**1,911,107**
Rollovers	**1,629,985**
	9,158,162
Total additions	**23,920,065**
Deductions:	
Benefits paid to participants	**6,158,175**
Administrative expenses	**35,822**
Total deductions	**6,193,997**
Net increase	**17,726,068**
Net assets available for benefits – beginning of year	**76,345,235**
Net assets available for benefits – end of year	**$ 94,071,303**

See accompanying notes to financial statements

NOTE A - DESCRIPTION OF THE PLAN

The following description of Severn Trent 401(k) 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.

[1] General:

The Plan is a defined contribution plan covering all nonunion employees, as defined (no employee covered by a collective bargaining agreement shall be eligible to participate in the Plan, unless such agreement specifically provides for participation), of Severn Trent Services, Inc. (the "Company"), and all related United States subsidiaries of Severn Trent Services (DEL), Inc. (the "Related Companies"), the parent of the Company. Employees (including temporary employees per a Plan amendment effective July 1, 2013) are immediately eligible to enter the Plan upon their date of hire.

The Plan is subject to the provisions of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA").

[2] Contributions:

Participants may contribute up to 100% of pre-tax annual compensation, up to a maximum of $17,500 in 2013, and may make catch-up contributions, as defined by the Plan. In addition, participants may contribute up to 15% of after-tax compensation, as defined by the Plan. In no event may participant pre-tax and after-tax contributions exceed any statutory limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan provides for automatic enrollment and auto escalation features (with no 12 month waiting period for escalation, effective January 1, 2013), whereby participants are automatically enrolled in the Plan at a contribution rate of 3% which is increased annually by 1%, up to a maximum of 6%. Effective July 1, 2013, the Plan’s auto escalation feature was increased from a maximum of 6% to a maximum of 10%. The Company matches 50% of the participant's pre-tax contributions, up to 6% of base compensation. Additional discretionary profit-sharing contributions may be made at the discretion of the Company's Board of Directors. In general, to be eligible for discretionary profit-sharing contributions, a participant must work 1,000 hours in the given Plan year and be employed on the last day of the Plan year. There were no discretionary contributions made in 2013 or 2012. Participants may change their contribution percentages daily. Participants direct the investment of participant and employer contributions.

[3] Participant accounts:

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

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[4] Vesting:

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is as follows:

Years of Service	Vesting
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

[5] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions. Interest rates ranged from 4.25% to 9.25% during the year. Delinquent notes receivable from participants are reclassified as distributions, based upon the terms of the Plan document.

[6] Payment of benefits:

On termination of service, a participant or beneficiary shall receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. However, participants who had account balances under a prior plan of any of the Related Companies may elect to receive the portion of their accounts attributable to the prior plan in the form permitted under the prior plan.

If the value of the account of a participant who retired, terminated employment, became disabled, or died, is $1,000 or less, the Plan administrator may distribute the participant's account without his/her consent.

[7] Forfeitures:

Forfeited non-vested accounts are used to reduce future Company contributions. During the year ended December 31, 2013, forfeitures of approximately $99,000 were used to reduce employer contributions. Forfeited non-vested accounts available to reduce future employer contributions at December 31, 2013 and 2012 were approximately $54,000 and $22,000, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The financial statements are prepared on the accrual method of accounting.

[2] Subsequent events:

The Plan has evaluated subsequent events through August 14, 2014, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E 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 (depreciation) in value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

[5] Plan expenses:

Substantially all expenses incurred in connection with the administration of the Plan, are paid by the Company. Administrative expenses for participant loan fees and miscellaneous administrative charges were $25,459 and expenses for audit fees paid by the Plan through the ERISA expense account were $7,363 during the year ended December 31, 2013.

[6] Use of 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 of assets and liabilities and changes therein, and when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, The Prudential Insurance Company of America and Prudential Trust Company, the Insurance Company and Trustee of the Plan, have certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013.

NOTE D - INVESTMENTS

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

	2013	2012
Guaranteed income fund:		
Prudential Guaranteed Income Fund	**$ 14,855,670**	$ 12,644,834
Mutual funds:		
PIMCO Total Return Bond	**10,831,987**	10,649,707
Growth Fund of America	**6,603,447**	4,419,461
American Century Growth Institutional	**10,701,723**	8,912,526
EuroPacific Growth Fund	**8,124,824**	6,266,960
Oppenheimer Main Street A	*****	5,664,445
Oppenheimer Main Street Y	**7,326,788**	*
Capital World Growth & Income	**5,922,952**	4,883,472
Goldman Sachs Mid Cap Value Fund A	*****	4,495,733
Goldman Sachs Mid Cap Institutional	**6,021,632**	*
Jennison Mid Cap Growth Z	**4,884,788**	3,890,816
Columbia Dividend Income	**6,812,967**	4,933,644

* Represents less than 5% of Plan's net assets available for benefits.

The net realized/unrealized appreciation on the Plan's investments for the year ended December 31, 2013 was $13,565,016, which represents mutual funds.

NOTE E - FAIR VALUE MEASUREMENTS

The Financial Accounting Standard Board's ("FASB") Accounting Standard Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for investment assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed income fund − Valued at contract value, which approximates fair value. The valuation is an amount equal to the sum of the deposits made, credited interest and transfers for other investment vehicles of the Plan, less expenses and transfers, distributions or termination disbursements made from the fund.

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

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

Investment Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	**$ 34,233,914**	**$ -**	**$ -**	**$ 34,233,914**
Mid Cap Stock	**10,906,420**	**-**	**-**	**10,906,420**
Global Stock	**5,922,952**	**-**	**-**	**5,922,952**
International Stock	**8,124,824**	**-**	**-**	**8,124,824**
Fixed Income	**10,831,987**			**10,831,987**
Small Cap Stock	**2,462,952**	**-**	**-**	**2,462,952**
Balanced	**4,237,129**	**-**	**-**	**4,237,129**
Guaranteed Income Fund (A+ credit rating)	**-**	**-**	**14,855,670**	**14,855,670**
Total investment assets at fair value	**$ 76,720,178**	**$ -**	**$ 14,855,670**	**$ 91,575,848**

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

Investment Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	$ 26,093,963	$ -	$ -	$ 26,093,963
Mid Cap Stock	8,386,549	-	-	8,386,549
Global Stock	4,883,472	-	-	4,883,472
International Stock	6,266,960	-	-	6,266,960
Fixed Income	10,649,707			10,649,707
Small Cap Stock	1,625,891	-	-	1,625,891
Balanced	3,400,742	-	-	3,400,742
Guaranteed Income Fund (A+ credit rating)	-	-	12,644,834	12,644,834
Total investment assets at fair value	$ 61,307,284	$ -	$ 12,644,834	$ 73,952,118

Level 3 Gains and Losses

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

Level 3 Investment Assets for the Year Ended December 31, 2013

	Guaranteed Income Fund
Balance, beginning of year	$ 12,644,834
Interest income	274,464
Purchases	3,682,887
Sales	(1,746,515)
Balance, end of year	$ 14,855,670

Valuation Processes Used in Level 3 Measurements

The Plan administrator discusses and assesses fair value measurements with internally responsible personnel as well as with the Insurance Company and independent investment advisors.

Changes in Fair Value Levels

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan administrator evaluated the transfers between levels and for the year ended December 31, 2013, there were no transfers in or out of levels 1, 2 or 3.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

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

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Income Fund	$14,855,670	Fair Value = Contract Value	Earnings at guaranteed crediting rate	2.25 - 2.35%	2.3%

NOTE F - GUARANTEED INCOME FUND

The Plan has entered into an investment contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"), a wholly owned subsidiary of The Prudential Insurance Company of America, regarding the guaranteed investment contract. The Guaranteed Income Fund, a fully benefit-responsive investment, is a stable value product, and principal and interest are fully guaranteed by PRIAC. The minimum crediting rate is 1.5%. For the year ended December 31, 2013, the average yield earned and credited to participants was 1.95%. Interest rates are reset on a semiannual basis. Generally, there are not any events that could limit the ability of the Plan to transact at the contract value within 90 days. There are not any events that allow the issuer to terminate the contract and which require the Plan to settle at an amount different than contract value paid either within 90 days or over time. If the contract were to be terminated, the valuation date would be 90 days after the date PRIAC receives all information necessary to make the disbursement, or 90 days after the date PRIAC recovers all outstanding expenses under the agreement, if any. Distributions resulting from a plan participant's termination of employment, retirement, death or disability, hardship withdrawals and minimum required distributions will always be paid in full without any fees or restrictions and will not be deferred. In service withdrawals (other than hardship or minimum required distributions) and loan requests may be deferred if pool level cash outflows exceed 10% of the pool's beginning of calendar year balance. Amounts withdrawn may not be transferred to a competing fund for 90 days after withdrawal. A Competing Fund is an investment option available under the Plan that is primarily comprised of high quality fixed income securities with an average duration of less than or equal to 3.5 years.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net asset available for benefits of a defined contribution plan 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. Per PRIAC, this product is not a traditional guaranteed investment contract. As a result, the fair value equals the contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

NOTE G - TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated March 20, 2013, that the Plan is qualified under the Internal Revenue Code (“IRC”) and therefore the related trust is exempt from taxation. The letter expires on January 31, 2018. The Plan has been amended since receipt of the letter and the Plan administrator believes that the Plan continues to be designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

NOTE G - TAX STATUS (CONTINUED)

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE H – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of mutual funds and a guaranteed income fund managed by The Prudential Insurance Company of America and Prudential Trust Company. The Prudential Insurance Company of America and Prudential Trust Company are the Plan's Insurance Company and Trustee, therefore, these transactions qualify as party-in-interest.

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks, as well as risks related to the financial strength of the Insurance Company. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2013 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE J - MUTUAL FUND FEES

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE K - 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 Company contributions.

SEVERN TRENT 401(k) SAVINGS PLAN

Employer Identification No. 23-2660702, Plan No. 001
Schedule H of Form 5500
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		(e) Current Value
*	Prudential	Prudential Stock Index Fund Z	68,358 shares	**$ 2,788,989**
*	Prudential	Jennison Mid Cap Growth Z	120,642 shares	**4,884,788**
	American Funds	Capital World Growth & Income	130,692 shares	**5,922,952**
	American Funds	EuroPacific Growth Fund	165,576 shares	**8,124,824**
	Alliance Global	PIMCO Total Return Bond	1,013,282 shares	**10,831,987**
	Oppenheimer	Oppenheimer Main Street Y	152,166 shares	**7,326,788**
	Oppenheimer	Oppenheimer Main Street Small/Mid Cap Y	76,465 shares	**2,462,952**
	American Century	American Century Growth Institutional	324,196 shares	**10,701,723**
	Oakmark	Oakmark Equity & Income	129,774 shares	**4,237,129**
	American Funds	Growth Fund of America	153,569 shares	**6,603,447**
	Goldman Sachs	Goldman Sachs Mid Cap Institutional	135,531 shares	**6,021,632**
	Columbia	Columbia Dividend Income	371,684 shares	**6,812,967**
*	Prudential	Prudential Guaranteed Income Fund	549,791 units	**14,855,670**
*	Notes receivable from participants	4.25% - 9.25%		**2,495,455**
				$ 94,071,303

* Party-in-interest, as defined by ERISA.

SEVERN TRENT 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 and 2012
(with supplemental information)

SEVERN TRENT 401(k) SAVINGS PLAN

Contents

	Page
Financial Statements	
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 - 12
Supplemental Information	
Schedule of Assets (Held at End of Year) as of December 31, 2013	13

EisnerAmper LLP
111 Wood Avenue South
Iselin, NJ 08830-2700
T 732.243.7000
F 732.951.7400
www.eisneramper.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Severn Trent 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Severn Trent 401(k) 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 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.

Auditors' 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform any auditing procedures with respect to the information discussed in Note C, which was certified by The Prudential Insurance Company of America, (the "Insurance Company") and Prudential Trust Company, (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 Insurance Company and Trustee hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Insurance Company and 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 Insurance Company and 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.

EISNERAMPER
ACCOUNTANTS & ADVISORS

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule**,** other than that derived from the information certified by the Insurance Company and 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 ERISA.

Eisner Amper LLP

Iselin, New Jersey
August 14, 2014

EISNERAMPER LLP

SEVERN TRENT 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value:		
Mutual funds	**$ 76,720,178**	$ 61,307,284
Guaranteed income fund	**14,855,670**	12,644,834
Total investments	**91,575,848**	73,952,118
Notes receivable from participants	**2,495,455**	2,393,117
Net assets available for benefits	**$ 94,071,303**	$ 76,345,235

See accompanying notes to financial statements

SEVERN TRENT 401(k) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions:	
Investment income:	
Net realized/unrealized appreciation/depreciation in value of investments	**$ 13,565,016**
Interest and dividends	**1,196,887**
	14,761,903
Contributions	
Participant	**5,617,070**
Employer	**1,911,107**
Rollovers	**1,629,985**
	9,158,162
Total additions	**23,920,065**
Deductions:	
Benefits paid to participants	**6,158,175**
Administrative expenses	**35,822**
Total deductions	**6,193,997**
Net increase	**17,726,068**
Net assets available for benefits – beginning of year	**76,345,235**
Net assets available for benefits – end of year	**$ 94,071,303**

See accompanying notes to financial statements

NOTE A - DESCRIPTION OF THE PLAN

The following description of Severn Trent 401(k) 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.

[1] General:

The Plan is a defined contribution plan covering all nonunion employees, as defined (no employee covered by a collective bargaining agreement shall be eligible to participate in the Plan, unless such agreement specifically provides for participation), of Severn Trent Services, Inc. (the "Company"), and all related United States subsidiaries of Severn Trent Services (DEL), Inc. (the "Related Companies"), the parent of the Company. Employees (including temporary employees per a Plan amendment effective July 1, 2013) are immediately eligible to enter the Plan upon their date of hire.

The Plan is subject to the provisions of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA").

[2] Contributions:

Participants may contribute up to 100% of pre-tax annual compensation, up to a maximum of $17,500 in 2013, and may make catch-up contributions, as defined by the Plan. In addition, participants may contribute up to 15% of after-tax compensation, as defined by the Plan. In no event may participant pre-tax and after-tax contributions exceed any statutory limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan provides for automatic enrollment and auto escalation features (with no 12 month waiting period for escalation, effective January 1, 2013), whereby participants are automatically enrolled in the Plan at a contribution rate of 3% which is increased annually by 1%, up to a maximum of 6%. Effective July 1, 2013, the Plan’s auto escalation feature was increased from a maximum of 6% to a maximum of 10%. The Company matches 50% of the participant's pre-tax contributions, up to 6% of base compensation. Additional discretionary profit-sharing contributions may be made at the discretion of the Company's Board of Directors. In general, to be eligible for discretionary profit-sharing contributions, a participant must work 1,000 hours in the given Plan year and be employed on the last day of the Plan year. There were no discretionary contributions made in 2013 or 2012. Participants may change their contribution percentages daily. Participants direct the investment of participant and employer contributions.

[3] Participant accounts:

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

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[4] Vesting:

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is as follows:

Years of Service	Vesting
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

[5] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions. Interest rates ranged from 4.25% to 9.25% during the year. Delinquent notes receivable from participants are reclassified as distributions, based upon the terms of the Plan document.

[6] Payment of benefits:

On termination of service, a participant or beneficiary shall receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. However, participants who had account balances under a prior plan of any of the Related Companies may elect to receive the portion of their accounts attributable to the prior plan in the form permitted under the prior plan.

If the value of the account of a participant who retired, terminated employment, became disabled, or died, is $1,000 or less, the Plan administrator may distribute the participant's account without his/her consent.

[7] Forfeitures:

Forfeited non-vested accounts are used to reduce future Company contributions. During the year ended December 31, 2013, forfeitures of approximately $99,000 were used to reduce employer contributions. Forfeited non-vested accounts available to reduce future employer contributions at December 31, 2013 and 2012 were approximately $54,000 and $22,000, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The financial statements are prepared on the accrual method of accounting.

[2] Subsequent events:

The Plan has evaluated subsequent events through August 14, 2014, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E 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 (depreciation) in value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

[5] Plan expenses:

Substantially all expenses incurred in connection with the administration of the Plan, are paid by the Company. Administrative expenses for participant loan fees and miscellaneous administrative charges were $25,459 and expenses for audit fees paid by the Plan through the ERISA expense account were $7,363 during the year ended December 31, 2013.

[6] Use of 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 of assets and liabilities and changes therein, and when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, The Prudential Insurance Company of America and Prudential Trust Company, the Insurance Company and Trustee of the Plan, have certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013.

NOTE D - INVESTMENTS

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

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Mutual funds:		
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Oppenheimer Main Street A	*****	5,664,445
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Jennison Mid Cap Growth Z	**4,884,788**	3,890,816
Columbia Dividend Income	**6,812,967**	4,933,644

* Represents less than 5% of Plan's net assets available for benefits.

The net realized/unrealized appreciation on the Plan's investments for the year ended December 31, 2013 was $13,565,016, which represents mutual funds.

NOTE E - FAIR VALUE MEASUREMENTS

The Financial Accounting Standard Board's ("FASB") Accounting Standard Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for investment assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed income fund − Valued at contract value, which approximates fair value. The valuation is an amount equal to the sum of the deposits made, credited interest and transfers for other investment vehicles of the Plan, less expenses and transfers, distributions or termination disbursements made from the fund.

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

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

Investment Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	**$ 34,233,914**	**$ -**	**$ -**	**$ 34,233,914**
Mid Cap Stock	**10,906,420**	**-**	**-**	**10,906,420**
Global Stock	**5,922,952**	**-**	**-**	**5,922,952**
International Stock	**8,124,824**	**-**	**-**	**8,124,824**
Fixed Income	**10,831,987**			**10,831,987**
Small Cap Stock	**2,462,952**	**-**	**-**	**2,462,952**
Balanced	**4,237,129**	**-**	**-**	**4,237,129**
Guaranteed Income Fund (A+ credit rating)	**-**	**-**	**14,855,670**	**14,855,670**
Total investment assets at fair value	**$ 76,720,178**	**$ -**	**$ 14,855,670**	**$ 91,575,848**

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

Investment Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	$ 26,093,963	$ -	$ -	$ 26,093,963
Mid Cap Stock	8,386,549	-	-	8,386,549
Global Stock	4,883,472	-	-	4,883,472
International Stock	6,266,960	-	-	6,266,960
Fixed Income	10,649,707			10,649,707
Small Cap Stock	1,625,891	-	-	1,625,891
Balanced	3,400,742	-	-	3,400,742
Guaranteed Income Fund (A+ credit rating)	-	-	12,644,834	12,644,834
Total investment assets at fair value	$ 61,307,284	$ -	$ 12,644,834	$ 73,952,118

Level 3 Gains and Losses

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

Level 3 Investment Assets for the Year Ended December 31, 2013

	Guaranteed Income Fund
Balance, beginning of year	$ 12,644,834
Interest income	274,464
Purchases	3,682,887
Sales	(1,746,515)
Balance, end of year	$ 14,855,670

Valuation Processes Used in Level 3 Measurements

The Plan administrator discusses and assesses fair value measurements with internally responsible personnel as well as with the Insurance Company and independent investment advisors.

Changes in Fair Value Levels

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan administrator evaluated the transfers between levels and for the year ended December 31, 2013, there were no transfers in or out of levels 1, 2 or 3.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

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

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Income Fund	$14,855,670	Fair Value = Contract Value	Earnings at guaranteed crediting rate	2.25 - 2.35%	2.3%

NOTE F - GUARANTEED INCOME FUND

The Plan has entered into an investment contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"), a wholly owned subsidiary of The Prudential Insurance Company of America, regarding the guaranteed investment contract. The Guaranteed Income Fund, a fully benefit-responsive investment, is a stable value product, and principal and interest are fully guaranteed by PRIAC. The minimum crediting rate is 1.5%. For the year ended December 31, 2013, the average yield earned and credited to participants was 1.95%. Interest rates are reset on a semiannual basis. Generally, there are not any events that could limit the ability of the Plan to transact at the contract value within 90 days. There are not any events that allow the issuer to terminate the contract and which require the Plan to settle at an amount different than contract value paid either within 90 days or over time. If the contract were to be terminated, the valuation date would be 90 days after the date PRIAC receives all information necessary to make the disbursement, or 90 days after the date PRIAC recovers all outstanding expenses under the agreement, if any. Distributions resulting from a plan participant's termination of employment, retirement, death or disability, hardship withdrawals and minimum required distributions will always be paid in full without any fees or restrictions and will not be deferred. In service withdrawals (other than hardship or minimum required distributions) and loan requests may be deferred if pool level cash outflows exceed 10% of the pool's beginning of calendar year balance. Amounts withdrawn may not be transferred to a competing fund for 90 days after withdrawal. A Competing Fund is an investment option available under the Plan that is primarily comprised of high quality fixed income securities with an average duration of less than or equal to 3.5 years.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net asset available for benefits of a defined contribution plan 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. Per PRIAC, this product is not a traditional guaranteed investment contract. As a result, the fair value equals the contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

NOTE G - TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated March 20, 2013, that the Plan is qualified under the Internal Revenue Code (“IRC”) and therefore the related trust is exempt from taxation. The letter expires on January 31, 2018. The Plan has been amended since receipt of the letter and the Plan administrator believes that the Plan continues to be designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

NOTE G - TAX STATUS (CONTINUED)

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE H – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of mutual funds and a guaranteed income fund managed by The Prudential Insurance Company of America and Prudential Trust Company. The Prudential Insurance Company of America and Prudential Trust Company are the Plan's Insurance Company and Trustee, therefore, these transactions qualify as party-in-interest.

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks, as well as risks related to the financial strength of the Insurance Company. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2013 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE J - MUTUAL FUND FEES

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE K - 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 Company contributions.

SEVERN TRENT 401(k) SAVINGS PLAN

Employer Identification No. 23-2660702, Plan No. 001
Schedule H of Form 5500
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		(e) Current Value
*	Prudential	Prudential Stock Index Fund Z	68,358 shares	**$ 2,788,989**
*	Prudential	Jennison Mid Cap Growth Z	120,642 shares	**4,884,788**
	American Funds	Capital World Growth & Income	130,692 shares	**5,922,952**
	American Funds	EuroPacific Growth Fund	165,576 shares	**8,124,824**
	Alliance Global	PIMCO Total Return Bond	1,013,282 shares	**10,831,987**
	Oppenheimer	Oppenheimer Main Street Y	152,166 shares	**7,326,788**
	Oppenheimer	Oppenheimer Main Street Small/Mid Cap Y	76,465 shares	**2,462,952**
	American Century	American Century Growth Institutional	324,196 shares	**10,701,723**
	Oakmark	Oakmark Equity & Income	129,774 shares	**4,237,129**
	American Funds	Growth Fund of America	153,569 shares	**6,603,447**
	Goldman Sachs	Goldman Sachs Mid Cap Institutional	135,531 shares	**6,021,632**
	Columbia	Columbia Dividend Income	371,684 shares	**6,812,967**
*	Prudential	Prudential Guaranteed Income Fund	549,791 units	**14,855,670**
*	Notes receivable from participants	4.25% - 9.25%		**2,495,455**
				$ 94,071,303

* Party-in-interest, as defined by ERISA.

SEVERN TRENT 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 and 2012
(with supplemental information)

SEVERN TRENT 401(k) SAVINGS PLAN

Contents

	Page
Financial Statements	
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 - 12
Supplemental Information	
Schedule of Assets (Held at End of Year) as of December 31, 2013	13

EisnerAmper LLP
111 Wood Avenue South
Iselin, NJ 08830-2700
T 732.243.7000
F 732.951.7400
www.eisneramper.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Severn Trent 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Severn Trent 401(k) 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 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.

Auditors' 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform any auditing procedures with respect to the information discussed in Note C, which was certified by The Prudential Insurance Company of America, (the "Insurance Company") and Prudential Trust Company, (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 Insurance Company and Trustee hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Insurance Company and 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 Insurance Company and 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.

EISNERAMPER
ACCOUNTANTS & ADVISORS

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule**,** other than that derived from the information certified by the Insurance Company and 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 ERISA.

Eisner Amper LLP

Iselin, New Jersey
August 14, 2014

EISNERAMPER LLP

SEVERN TRENT 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value:		
Mutual funds	**$ 76,720,178**	$ 61,307,284
Guaranteed income fund	**14,855,670**	12,644,834
Total investments	**91,575,848**	73,952,118
Notes receivable from participants	**2,495,455**	2,393,117
Net assets available for benefits	**$ 94,071,303**	$ 76,345,235

See accompanying notes to financial statements

SEVERN TRENT 401(k) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions:	
Investment income:	
Net realized/unrealized appreciation/depreciation in value of investments	**$ 13,565,016**
Interest and dividends	**1,196,887**
	14,761,903
Contributions	
Participant	**5,617,070**
Employer	**1,911,107**
Rollovers	**1,629,985**
	9,158,162
Total additions	**23,920,065**
Deductions:	
Benefits paid to participants	**6,158,175**
Administrative expenses	**35,822**
Total deductions	**6,193,997**
Net increase	**17,726,068**
Net assets available for benefits – beginning of year	**76,345,235**
Net assets available for benefits – end of year	**$ 94,071,303**

See accompanying notes to financial statements

NOTE A - DESCRIPTION OF THE PLAN

The following description of Severn Trent 401(k) 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.

[1] General:

The Plan is a defined contribution plan covering all nonunion employees, as defined (no employee covered by a collective bargaining agreement shall be eligible to participate in the Plan, unless such agreement specifically provides for participation), of Severn Trent Services, Inc. (the "Company"), and all related United States subsidiaries of Severn Trent Services (DEL), Inc. (the "Related Companies"), the parent of the Company. Employees (including temporary employees per a Plan amendment effective July 1, 2013) are immediately eligible to enter the Plan upon their date of hire.

The Plan is subject to the provisions of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA").

[2] Contributions:

Participants may contribute up to 100% of pre-tax annual compensation, up to a maximum of $17,500 in 2013, and may make catch-up contributions, as defined by the Plan. In addition, participants may contribute up to 15% of after-tax compensation, as defined by the Plan. In no event may participant pre-tax and after-tax contributions exceed any statutory limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan provides for automatic enrollment and auto escalation features (with no 12 month waiting period for escalation, effective January 1, 2013), whereby participants are automatically enrolled in the Plan at a contribution rate of 3% which is increased annually by 1%, up to a maximum of 6%. Effective July 1, 2013, the Plan’s auto escalation feature was increased from a maximum of 6% to a maximum of 10%. The Company matches 50% of the participant's pre-tax contributions, up to 6% of base compensation. Additional discretionary profit-sharing contributions may be made at the discretion of the Company's Board of Directors. In general, to be eligible for discretionary profit-sharing contributions, a participant must work 1,000 hours in the given Plan year and be employed on the last day of the Plan year. There were no discretionary contributions made in 2013 or 2012. Participants may change their contribution percentages daily. Participants direct the investment of participant and employer contributions.

[3] Participant accounts:

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

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[4] Vesting:

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is as follows:

Years of Service	Vesting
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

[5] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions. Interest rates ranged from 4.25% to 9.25% during the year. Delinquent notes receivable from participants are reclassified as distributions, based upon the terms of the Plan document.

[6] Payment of benefits:

On termination of service, a participant or beneficiary shall receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. However, participants who had account balances under a prior plan of any of the Related Companies may elect to receive the portion of their accounts attributable to the prior plan in the form permitted under the prior plan.

If the value of the account of a participant who retired, terminated employment, became disabled, or died, is $1,000 or less, the Plan administrator may distribute the participant's account without his/her consent.

[7] Forfeitures:

Forfeited non-vested accounts are used to reduce future Company contributions. During the year ended December 31, 2013, forfeitures of approximately $99,000 were used to reduce employer contributions. Forfeited non-vested accounts available to reduce future employer contributions at December 31, 2013 and 2012 were approximately $54,000 and $22,000, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The financial statements are prepared on the accrual method of accounting.

[2] Subsequent events:

The Plan has evaluated subsequent events through August 14, 2014, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E 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 (depreciation) in value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

[5] Plan expenses:

Substantially all expenses incurred in connection with the administration of the Plan, are paid by the Company. Administrative expenses for participant loan fees and miscellaneous administrative charges were $25,459 and expenses for audit fees paid by the Plan through the ERISA expense account were $7,363 during the year ended December 31, 2013.

[6] Use of 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 of assets and liabilities and changes therein, and when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, The Prudential Insurance Company of America and Prudential Trust Company, the Insurance Company and Trustee of the Plan, have certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013.

NOTE D - INVESTMENTS

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

	2013	2012
Guaranteed income fund:		
Prudential Guaranteed Income Fund	**$ 14,855,670**	$ 12,644,834
Mutual funds:		
PIMCO Total Return Bond	**10,831,987**	10,649,707
Growth Fund of America	**6,603,447**	4,419,461
American Century Growth Institutional	**10,701,723**	8,912,526
EuroPacific Growth Fund	**8,124,824**	6,266,960
Oppenheimer Main Street A	*****	5,664,445
Oppenheimer Main Street Y	**7,326,788**	*
Capital World Growth & Income	**5,922,952**	4,883,472
Goldman Sachs Mid Cap Value Fund A	*****	4,495,733
Goldman Sachs Mid Cap Institutional	**6,021,632**	*
Jennison Mid Cap Growth Z	**4,884,788**	3,890,816
Columbia Dividend Income	**6,812,967**	4,933,644

* Represents less than 5% of Plan's net assets available for benefits.

The net realized/unrealized appreciation on the Plan's investments for the year ended December 31, 2013 was $13,565,016, which represents mutual funds.

NOTE E - FAIR VALUE MEASUREMENTS

The Financial Accounting Standard Board's ("FASB") Accounting Standard Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for investment assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed income fund − Valued at contract value, which approximates fair value. The valuation is an amount equal to the sum of the deposits made, credited interest and transfers for other investment vehicles of the Plan, less expenses and transfers, distributions or termination disbursements made from the fund.

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

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

Investment Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	**$ 34,233,914**	**$ -**	**$ -**	**$ 34,233,914**
Mid Cap Stock	**10,906,420**	**-**	**-**	**10,906,420**
Global Stock	**5,922,952**	**-**	**-**	**5,922,952**
International Stock	**8,124,824**	**-**	**-**	**8,124,824**
Fixed Income	**10,831,987**			**10,831,987**
Small Cap Stock	**2,462,952**	**-**	**-**	**2,462,952**
Balanced	**4,237,129**	**-**	**-**	**4,237,129**
Guaranteed Income Fund (A+ credit rating)	**-**	**-**	**14,855,670**	**14,855,670**
Total investment assets at fair value	**$ 76,720,178**	**$ -**	**$ 14,855,670**	**$ 91,575,848**

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

Investment Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap Stock	$ 26,093,963	$ -	$ -	$ 26,093,963
Mid Cap Stock	8,386,549	-	-	8,386,549
Global Stock	4,883,472	-	-	4,883,472
International Stock	6,266,960	-	-	6,266,960
Fixed Income	10,649,707			10,649,707
Small Cap Stock	1,625,891	-	-	1,625,891
Balanced	3,400,742	-	-	3,400,742
Guaranteed Income Fund (A+ credit rating)	-	-	12,644,834	12,644,834
Total investment assets at fair value	$ 61,307,284	$ -	$ 12,644,834	$ 73,952,118

Level 3 Gains and Losses

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

Level 3 Investment Assets for the Year Ended December 31, 2013

	Guaranteed Income Fund
Balance, beginning of year	$ 12,644,834
Interest income	274,464
Purchases	3,682,887
Sales	(1,746,515)
Balance, end of year	$ 14,855,670

Valuation Processes Used in Level 3 Measurements

The Plan administrator discusses and assesses fair value measurements with internally responsible personnel as well as with the Insurance Company and independent investment advisors.

Changes in Fair Value Levels

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

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan administrator evaluated the transfers between levels and for the year ended December 31, 2013, there were no transfers in or out of levels 1, 2 or 3.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

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

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Income Fund	$14,855,670	Fair Value = Contract Value	Earnings at guaranteed crediting rate	2.25 - 2.35%	2.3%

NOTE F - GUARANTEED INCOME FUND

The Plan has entered into an investment contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"), a wholly owned subsidiary of The Prudential Insurance Company of America, regarding the guaranteed investment contract. The Guaranteed Income Fund, a fully benefit-responsive investment, is a stable value product, and principal and interest are fully guaranteed by PRIAC. The minimum crediting rate is 1.5%. For the year ended December 31, 2013, the average yield earned and credited to participants was 1.95%. Interest rates are reset on a semiannual basis. Generally, there are not any events that could limit the ability of the Plan to transact at the contract value within 90 days. There are not any events that allow the issuer to terminate the contract and which require the Plan to settle at an amount different than contract value paid either within 90 days or over time. If the contract were to be terminated, the valuation date would be 90 days after the date PRIAC receives all information necessary to make the disbursement, or 90 days after the date PRIAC recovers all outstanding expenses under the agreement, if any. Distributions resulting from a plan participant's termination of employment, retirement, death or disability, hardship withdrawals and minimum required distributions will always be paid in full without any fees or restrictions and will not be deferred. In service withdrawals (other than hardship or minimum required distributions) and loan requests may be deferred if pool level cash outflows exceed 10% of the pool's beginning of calendar year balance. Amounts withdrawn may not be transferred to a competing fund for 90 days after withdrawal. A Competing Fund is an investment option available under the Plan that is primarily comprised of high quality fixed income securities with an average duration of less than or equal to 3.5 years.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net asset available for benefits of a defined contribution plan 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. Per PRIAC, this product is not a traditional guaranteed investment contract. As a result, the fair value equals the contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

NOTE G - TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated March 20, 2013, that the Plan is qualified under the Internal Revenue Code (“IRC”) and therefore the related trust is exempt from taxation. The letter expires on January 31, 2018. The Plan has been amended since receipt of the letter and the Plan administrator believes that the Plan continues to be designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

NOTE G - TAX STATUS (CONTINUED)

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE H – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of mutual funds and a guaranteed income fund managed by The Prudential Insurance Company of America and Prudential Trust Company. The Prudential Insurance Company of America and Prudential Trust Company are the Plan's Insurance Company and Trustee, therefore, these transactions qualify as party-in-interest.

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks, as well as risks related to the financial strength of the Insurance Company. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2013 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE J - MUTUAL FUND FEES

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE K - 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 Company contributions.

SEVERN TRENT 401(k) SAVINGS PLAN

Employer Identification No. 23-2660702, Plan No. 001
Schedule H of Form 5500
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		(e) Current Value
*	Prudential	Prudential Stock Index Fund Z	68,358 shares	**$ 2,788,989**
*	Prudential	Jennison Mid Cap Growth Z	120,642 shares	**4,884,788**
	American Funds	Capital World Growth & Income	130,692 shares	**5,922,952**
	American Funds	EuroPacific Growth Fund	165,576 shares	**8,124,824**
	Alliance Global	PIMCO Total Return Bond	1,013,282 shares	**10,831,987**
	Oppenheimer	Oppenheimer Main Street Y	152,166 shares	**7,326,788**
	Oppenheimer	Oppenheimer Main Street Small/Mid Cap Y	76,465 shares	**2,462,952**
	American Century	American Century Growth Institutional	324,196 shares	**10,701,723**
	Oakmark	Oakmark Equity & Income	129,774 shares	**4,237,129**
	American Funds	Growth Fund of America	153,569 shares	**6,603,447**
	Goldman Sachs	Goldman Sachs Mid Cap Institutional	135,531 shares	**6,021,632**
	Columbia	Columbia Dividend Income	371,684 shares	**6,812,967**
*	Prudential	Prudential Guaranteed Income Fund	549,791 units	**14,855,670**
*	Notes receivable from participants	4.25% - 9.25%		**2,495,455**
				$ 94,071,303

* Party-in-interest, as defined by ERISA.