# 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
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 04/01/1999

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

G R BIRDWELL CONSTRUCTION LP

P O BOX 690748
HOUSTON, TX 77269

9721 DERRINGTON
HOUSTON, TX 77064

**2b** Employer Identification Number (EIN)
74-1971206

**2c** Sponsor's telephone number
281-890-4981

**2d** Business code (see instructions)
237990

**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. | | |
| | **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)
SHARON M BERGESON

COMPENSATION STRATEGIES GROUP, LTD.

2920 TOCCOA ROAD
BEAUMONT, TX 77703

Preparer's telephone number (optional)
409-898-0061

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 169 |
| **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** | 143 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 13 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 156 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 156 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 96 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 6 |
| **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 2J 2K 3D

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

**D** Employer Identification Number (EIN)
74-1971206

## 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).. . . . . ☐ 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

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

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

ASSETMARK WEALTH MANAGEMENT

58-2113323

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 28 | FUND MANAGER | 31195 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

FIRST TEXAS ALLIANCE CORP

74-1910566

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 26 27 | INVESTMENT ADVISOR | 13205 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

FTAC FBO QUPLAN LLC

74-1910566

| (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? |
|---|---|---|---|---|---|---|
| 31 | FIDUCIARY SERVICES | 11738 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

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

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

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

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** Name: GAINER DONNELLY, LLP | **b** EIN: 76-0355510 | |
| **c** Position: AUDITOR | | |
| **d** Address: TWO RIVERWAY, 15TH FLOOR<br>HOUSTON, TX 77056 | **e** Telephone: 713-621-8090 | |

Explanation: PLAN SPONSOR DECIDED TO SWITCH FIRMS FOLLOWING A MERGER OF THE ACCOUNTING FIRM.

| | | |
|---|---|---|
| **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
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

**D** Employer Identification Number (EIN)
74-1971206

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 324409 | 348374 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 4493477 | 167806 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 338642 | 463118 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 1172 | 5135377 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | 0 | 0 |
| | **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** | Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 5157700 | 6114675 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | 0 |
| **h** | Operating payables | 1h | 0 | 0 |
| **i** | Acquisition indebtedness | 1i | 0 | 0 |
| **j** | Other liabilities | 1j | 0 | 0 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 5157700 | 6114675 |

## 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) | 348374 | |
| | **(B)** Participants | 2a(1)(B) | 377187 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 0 | |
| | **(2)** Noncash contributions | 2a(2) | 0 | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 725561 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| | **(E)** Participant loans | 2b(1)(E) | 22569 | |
| | **(F)** Other | 2b(1)(F) | 0 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 22569 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| | **(B)** Common stock | 2b(2)(B) | 0 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 0 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | 0 |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| | **(B)** Other | 2b(5)(B) | 0 | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 610914 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1359044 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 333954 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 333954 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 3100 | |
| (3) Investment advisory and management fees | 2i(3) | 65015 | |
| (4) Other | 2i(4) | 0 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 68115 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 402069 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 956975 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## 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: DESROCHES ROTH LLP **(2)** EIN: 45-5494185

**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 | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 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 | X | | |

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

**D** Employer Identification Number (EIN)
74-1971206

## 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): 58-1428634

**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):

# G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2013 AND 2012

DESROCHES | ROTH LLP
CERTIFIED PUBLIC ACCOUNTANTS

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST

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# INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator
G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust
Houston, Texas

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits – modified cash basis as of December 31, 2013, and the related statement of changes in net assets available for benefits – modified cash basis for the year then ended, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.130-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which is certified by AssetMark Trust Company ("AssetMark"), the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that AssetMark holds the Plan's investment assets and executed investment transactions. The Plan Administrator has obtained a certification from AssetMark as of and for the year ended December 31, 2013, that the information provided to the Plan Administrator by AssetMark 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.

***Basis of Accounting***

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

***Other Matter***

The supplemental schedules (modified cash basis) of (1) Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) and (2) Schedule H, Line 4(j) – Schedule of Reportable Transactions which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is appropriate to and we do not express an opinion on the supplemental schedules referred to above.

***Other Matter – 2012 Financial Statements***

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.130-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Genworth Financial Trust Company, the Custodian of the Plan. Their report, dated September 17, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

**Report on Form and Content in Compliance With DOL Rules and Regulations 2013**

The form and content of the information included in the 2013 financial statements and supplemental schedules, other than that derived from the information certified by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Desroches Roth, LLP

July 30, 2014

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2013 AND 2012

| | 2013 | 2012 |
|---|---|---|
| ASSETS: | | |
| Investments, at Fair Value: | | |
| Money Market Funds | $ 167,806 | $ 4,493,477 |
| Mutual Funds | 5,135,377 | 1,172 |
| Total Investments | 5,303,183 | 4,494,649 |
| Notes Receivable from Participants | 463,118 | 338,642 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 5,766,301 | $ 4,833,291 |

The accompanying notes are an integral part of these financial statements.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2013

| | | |
|---|---|---|
| CHANGES TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO: | | |
| Investment Activities: | | |
| Net Appreciation in Fair Value of Investments | $ | 530,925 |
| Dividends | | 79,989 |
| Net Change From Investment Activities | | 610,914 |
| Interest Income on Notes Receivable from Participants | | 22,569 |
| Contributions: | | |
| Participant | | 377,187 |
| Employer | | 324,409 |
| Total Contributions | | 701,596 |
| Benefits Paid to Participants | | (333,954) |
| Administrative Expenses | | (68,115) |
| CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS | | 933,010 |
| NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR | | 4,833,291 |
| NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR | $ | 5,766,301 |

The accompanying notes are an integral part of these financial statements.

## NOTE 1 – PLAN DESCRIPTION

The following description of G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions. The Plan is sponsored by G.R. Birdwell Construction, L.P. (the "Partnership") for the benefit of its employees.

### General

The Plan was adopted effective April 1, 1999, and amended on April 1, 2011 to change the eligibility requirement for employer matching contributions. The plan is a defined contribution plan covering substantially all employees of the Partnership. The purpose of the Plan is to provide employees with retirement benefits. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Under the terms of the Plan, employees who have competed one year of service and have also attained the age of 18 are eligible to participate on the payroll period following the one year anniversary date. The Plan is a non-participant directed plan.

### Contributions

Each year, participants may elect to defer up to fifteen percent of their pretax annual compensation, as defined in the Plan, through salary deductions; however, annual contributions may not exceed the maximum allowed under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollover").

The Partnership, at its discretion, may make discretionary matching contributions equal to a percentage of the participant's elective deferrals. For the year ended December 31, 2013, the Partnership made a discretionary matching contribution totaling $324,409.

Additionally, the Partnership may make discretionary profit sharing contributions which are allocated to participants based on the relative compensation of all participants eligible to receive a discretionary profit sharing contribution. For the year ended December 31, 2013, no discretionary profit sharing contributions were made.

### Participant Accounts

Separate accounts are maintained for each participant. Participant accounts are credited with participant contributions, rollover contributions, allocations of Partnership contributions and investment earnings and losses, and charged with withdrawals and administrative fees. 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.

### Vesting

Contributions from participant compensation deferrals are fully vested at all times. Partnership discretionary matching and profit sharing contributions become 20% vested for each year of service beginning with the second year until 100% vested after six years of service. Participants are automatically vested in Partnership contributions upon death, disability or retirement.

## NOTE 1 – PLAN DESCRIPTION – CONTINUED

### Investment Options

Upon enrollment in the Plan, participant contributions are automatically invested into one of six portfolios as determined by the participant's age. Each portfolio contains the same type of assets, but allocation of the underlying assets differs based on market risk. The portfolios may be comprised of various investments including common stocks, mutual funds, and money market funds. Although participants can request to change portfolios, participants are not allowed to direct their investments.

### Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lessor of $50,000 or 50% of their vested account balance. Loan transactions are treated as a participant-directed investment. Loan terms range from one to five years or longer for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Participants can have up to three outstanding loans at any time. Principal and interest are paid ratably through payroll deductions.

### Payment of Benefits

Upon termination of service due to death, disability, retirement or for other reasons, a participant or their beneficiary will receive a lump-sum amount equal to the value of their vested account.

### Withdrawals

Participants may make early withdrawals of all or a portion of their elective deferral contributions in their account under the hardship provision of the Plan. Participants may make unrestricted withdrawals of their vested accounts on or after age 59½.

### Forfeitures

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $19,820 and $7,979, respectively. These accounts may either be used to pay administration fees or to reduce future Partnership discretionary matching and profit sharing contributions. In 2013, employer contributions were reduced by $15,233 from forfeited nonvested accounts.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting; consequently, certain revenues and the related assets, primarily related to employer contributions, are recognized when received rather than when earned and certain expenses and related liabilities are recognized when paid rather than when incurred.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

### Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates. Estimates that have the most impact on financial position and results of performance primarily related to the fair value of investments and the collectability of notes receivable from participants. Plan management believes these estimates and assumptions provide a reasonable basis for the fair presentation of the financial statements.

### Investment Valuation and Income Recognition

Investments at year end are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfers a liability in an orderly transaction between market participants at the measurement date. The net change in fair value of investments is reported in the statement of changes in net assets available for benefits in the period of the change.

The Plan uses net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting.

Purchases and sales of securities are recorded on a trade-date basis. Expenses related to the purchase or sale of investments are added to cost or deducted from proceeds. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred as a direct charge to the Participant's account. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

### Payment of Benefits

Benefit payments to participants are recorded when paid.

### Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

### Subsequent Events

The Plan's management has evaluated subsequent events through July 31, 2014, the date the financial statements were available to be issued. No matters were identified affecting the Plan's financial statements or related disclosures.

## NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). 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, excluding those included in Level 1, are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets and liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date.
>
> Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of 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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013.

*Mutual Funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. The funds are required to publish their daily (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Money Market Funds:* Valued at amortized cost with approximates fair value.

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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

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

| | Quoted Market Prices Active Markets (Level 1) | Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|---|---|---|---|
| December 31, 2013 | | | |
| Mutual Funds: | | | |
| Bond Funds | $ 877,027 | $ - | $ - |
| International Funds | 1,426,030 | - | - |
| Small Cap Funds | 20,367 | - | - |
| Mid Cap Funds | 18,879 | - | - |
| Large Cap Funds | 2,564,291 | - | - |
| Health Funds | 228,783 | - | - |
| Money Market Funds | - | 167,806 | - |
| Total Investments at Fair Value | $ 5,135,377 | $ 167,806 | $ - |

| | Quoted Market Prices Active Markets (Level 1) | Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|---|---|---|---|
| December 31, 2012 | | | |
| Mutual Funds: | | | |
| Bond Funds | $ 740 | $ - | $ - |
| International Funds | 351 | - | - |
| Large Cap Funds | 81 | - | - |
| Money Market Funds | - | 4,493,477 | - |
| Total Investments at Fair Value | $ 1,172 | $ 4,493,477 | $ - |

NOTE 4 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by AssetMark Trust Company ("Custodian"). Additionally, administrative functions are performed by a third party administrator, Compensation Strategies Group, Ltd. ("Recordkeeper"). The Partnership absorbs a portion of all the Plan's administrative costs.

## NOTE 5 – PARTIES-IN-INTEREST

The Plan has notes receivable from participants at December 31, 2013 and 2012. As a result, these notes and all transactions related to these notes qualify as parties-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

Additionally, the Plan holds a cash account with the Custodian for any pending settlement transactions. This cash account and all transactions related to this cash account qualify as party-in-interest transactions. These transactions are exempt from being prohibited by ERISA.

Fees paid by the Plan for general administrative, recordkeeping and investment advisory services performed by the Custodian and Recordkeeper totaled $68,115 for the year ended December 31, 2013.

## NOTE 6 – FEDERAL INCOME TAX STATUS

The Plan is a Prototype Plan sponsored by Sungard Corbel, LLC ("Sungard"). The Internal Revenue Services ("IRS") has determined and informed Sungard by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code ("IRC"). The Prototype Plan has been amended since receiving the determination letter. The Plan itself had not received a determination letter from the IRS. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

## NOTE 7 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

At December 31, 2013 and 2012, the Plan's investments were held by the Custodian. The following information included in the accompanying financial statements and supplemental schedules was obtained from data that was certified by the Custodian as complete and accurate in accordance with Section 2520.130-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The fair values of investments representing 5% or more of the Plan's net assets at December 31, 2013 and 2012, as reported by the Custodian, are summarized as follows:

| | 2013 | 2012 |
|---|---|---|
| BlacRock Liquidity Treasury Fund Mgmt | $ * | $ 4,493,477 |
| iShares Barclays Short Treasury Bond | 307,708 | - |
| iShares MSCI Emerging Markets | 446,621 | - |
| SPDR S&P 500 | 452,860 | - |
| Vanguard FTSE European ETF | 533,434 | - |
| Other Investments Representing Less than 5% of Plan Net Assets | 3,562,560 | 1,172 |
| | $ 5,303,183 | $ 4,494,649 |

(*) Included in Other Investments Representing Less than 5% of Plan Net Assets for the year indicated.

## NOTE 7 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED) – CONTINUED

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $530,925.

## NOTE 8 – RISK AND UNCERTAINTIES

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

## NOTE 9 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Partnership 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 terminations, participants would become fully vested in their employer contributions.

## NOTE 10 – DIFFERENCES BETWEEN FORM 5500 AND FINANCIAL STATEMENTS

The following is a reconciliation of net assets available for benefits per the Form 5500 to the financial statements:

| | 2013 | 2012 |
|---|---|---|
| Net Assets Available for Benefits per Form 5500 | $ 6,114,675 | $ 5,157,700 |
| Add: Investments | 463,118 | 338,642 |
| Less: Receivable – Notes Receivable from Participants | (463,118) | (338,642) |
| Less: Employer Contribution Receivable | (348,374) | (324,409) |
| Net Assets Available for Benefits per Financial Statements | $ 5,766,301 | $ 4,833,291 |

The following is a reconciliation of employer contributions per the Form 5500 to the financial statements for the year ended December 31, 2013:

| | |
|---|---|
| Employer Contributions per Form 5500 | $ 348,374 |
| Less: 2013 Employer Contribution Receivable | (348,374) |
| Add: 2012 Employer Contribution Receivable | 324,409 |
| Employer Contributions per Financial Statements | $ 324,409 |

SUPPLEMENTAL SCHEDULES

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

The following details assets held for investment purposes at December 31, 2013, as required by Section 2520.103-11 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement

| (a) Party in Interest | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | BlackRock | BlackRock Liquidity Temp Fund | $ 167,806 | $ 167,806 |
| | ishares | iShares Barclays Short T Bond | 307,689 | 307,708 |
| | ishares | iShares DJ U.S. Healthcare Index | 214,838 | 233,795 |
| | ishares | iShares Dow Jones US Energy | 212,046 | 232,809 |
| | ishares | iShares Dow Jones US Fin Sect | 207,400 | 233,266 |
| | ishares | iShares Dow Jones US Industrials | 202,829 | 240,372 |
| | ishares | iShares Dow Jones US Tech | 209,108 | 243,033 |
| | ishares | iShares Floating Rate Note Fund | 154,002 | 154,037 |
| | ishares | iShares iBoxx $ Invest Grade Corp Bd | 154,624 | 152,898 |
| | ishares | iShares iBoxx High Yield Corp Bd | 151,535 | 153,159 |
| | ishares | iShares MSCI Canada Index | 147,544 | 154,402 |
| | ishares | iShares MSCI Emerging Markets | 439,318 | 446,621 |
| | ishares | iShares MSCI Japan Index | 155,537 | 182,364 |
| | ishares | iShares MSCI Pacific Ex-Japan | 146,921 | 147,059 |
| | SPDR State St | Consumer Discretionary | 203,258 | 239,586 |
| | SPDR State St | Consumer Staples Select Sector | 226,027 | 228,783 |
| | SPDR State St | Materials Select Sector SPDR | 204,815 | 234,104 |
| | SPDR State St | SPDR S&P 500 | 391,274 | 452,860 |
| | Vanguard | Vanguard FTSE European ETF | 462,218 | 533,434 |
| | JPMorgan | JPMorgan Emerging Economies A | 23,203 | 22,427 |
| | JPMorgan | JPMorgan Emerging Mkts A | 29,097 | 28,258 |
| | JPMorgan | JPMorgan Growth Advantage A | 59,885 | 75,646 |
| | JPMorgan | JPMorgan Int'l Opp A | 40,875 | 46,299 |
| | JPMorgan | JPMorgan Int'l Realty A | 14,278 | 14,079 |
| | JPMorgan | JPMorgan International Eq A | 42,617 | 46,469 |
| | JPMorgan | JPMorgan Intrepid America A | 5,255 | 5,756 |
| | JPMorgan | JPMorgan Intrepid International A | 27,925 | 31,829 |
| | JPMorgan | JPMorgan Mid Cap Core A | 17,040 | 18,879 |
| | JPMorgan | JPMorgan Realty Income A | 18,115 | 16,933 |
| | JPMorgan | JPMorgan Small Cap Equity A | 17,546 | 20,367 |
| | JPMorgan | JPMorgan US Dynamic Plus Fund | 38,327 | 44,505 |
| | JPMorgan | JPMorgan US Large Cap Core Plus A | 103,255 | 119,042 |
| | JPMorgan | JPMorgan Value Advantage A | 63,133 | 74,598 |
| * | Notes Receivable from Participants | Interest Rate: 5.25% Maturity Date Range: 4/28/14 to 12/20/18 | 463,118 | 463,118 |
| * | Party-in-Interest | | $ 5,322,457 | $ 5,766,301 |

See Independent Auditor's Report.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

| (a) Identity of Party Involved | (b) Description of Asset | (c) Purchase Price | (d) Selling Price | (e) Lease Rental | (f) Expense Incurred with Transaction | (g) Cost of Asset | (h) Current Value of Asset on Transaction Date | (i) Net Gain or (Loss) |
|---|---|---|---|---|---|---|---|---|
| BlackRock | BlackRock Liquidity T-Fund Mgmt | $ 7,343,330 | $ - | $ - | $ - | $ - | $ 7,343,330 | $ - |
| BlackRock | BlackRock Liquidity T-Fund Mgmt | - | 11,678,660 | - | - | 11,678,660 | 11,678,660 | - |
| SPDR State Street | Consumer Discretionary SPDR | 387,138 | - | - | - | - | 387,138 | - |
| SPDR State Street | Consumer Discretionary SPDR | - | 209,958 | - | - | 183,880 | 209,958 | 26,079 |
| SPDR State Street | Consumer Staples Select Sector SPDR | 525,042 | - | - | - | - | 525,042 | - |
| SPDR State Street | Consumer Staples Select Sector SPDR | - | 316,080 | - | - | 299,015 | 316,080 | 17,065 |
| iShares | iShares Barclays 7-10 Year Treasury | 464,536 | - | - | - | - | 464,536 | - |
| iShares | iShares Barclays 7-10 Year Treasury | - | 459,998 | - | - | 464,536 | 459,998 | (4,538) |
| iShares | iShares Barclays MBS Fixed-Rate Bond | 289,975 | - | - | - | - | 289,975 | - |
| iShares | iShares Barclays MBS Fixed-Rate Bond | - | 286,399 | - | - | 289,975 | 286,399 | (3,576) |
| iShares | iShares Barclays Short Treasury Bond | 3,299,737 | - | - | - | - | 3,299,737 | - |
| iShares | iShares Barclays Short Treasury Bond | - | 2,991,903 | - | - | 2,992,047 | 2,991,903 | (144) |
| iShares | iShares DJ U.S. Healthcare Index | 528,990 | - | - | - | - | 528,990 | - |
| iShares | iShares DJ U.S. Healthcare Index | - | 341,480 | - | - | 314,152 | 341,480 | 27,328 |
| iShares | iShares Dow Jones US Energy | 404,190 | - | - | - | - | 404,190 | - |
| iShares | iShares Dow Jones US Energy | - | 204,624 | - | - | 192,144 | 204,624 | 12,480 |
| iShares | iShares Dow Jones US Financial Sector | 387,574 | - | - | - | - | 387,574 | - |
| iShares | iShares Dow Jones US Financial Sector | - | 202,173 | - | - | 180,174 | 202,173 | 21,998 |
| iShares | iShares Dow Jones US Industrials | 390,111 | - | - | - | - | 390,111 | - |
| iShares | iShares Dow Jones US Industrials | - | 208,278 | - | - | 187,282 | 208,278 | 20,996 |
| iShares | iShares Dow Jones US Technology | 363,305 | - | - | - | - | 363,305 | - |
| iShares | iShares Dow Jones US Technology | - | 166,926 | - | - | 154,198 | 166,926 | 12,728 |
| iShares | iShares Dow Jones US Utilities | 707,204 | - | - | - | - | 707,204 | - |
| iShares | iShares Dow Jones US Utilities | - | 704,709 | - | - | 707,204 | 704,709 | (2,495) |
| iShares | iShares Floating Rate Note Fund | 368,902 | - | - | - | - | 368,902 | - |
| iShares | iShares Floating Rate Note Fund | - | 214,717 | - | - | 214,900 | 214,717 | (183) |
| iShares | iShares iBoxx $ Invest Grade Corp Bd | 470,319 | - | - | - | - | 470,319 | - |
| iShares | iShares iBoxx $ Invest Grade Corp Bd | - | 310,117 | - | - | 315,696 | 310,117 | (5,578) |
| iShares | iShares iBoxx High Yield Corporate Bd | 480,176 | - | - | - | - | 480,176 | - |
| iShares | iShares iBoxx High Yield Corporate Bd | - | 321,896 | - | - | 328,641 | 321,896 | (6,745) |
| iShares | iShares MSCI Canada Index | 552,356 | - | - | - | - | 552,356 | - |
| iShares | iShares MSCI Canada Index | - | 389,231 | - | - | 404,812 | 389,231 | (15,581) |
| iShares | iShares MSCI Emerging Markets | 1,535,054 | - | - | - | - | 1,535,054 | - |
| iShares | iShares MSCI Emerging Markets | - | 1,056,768 | - | - | 1,095,736 | 1,056,768 | (38,968) |
| iShares | iShares MSCI Pacific Ex-Japan | 452,493 | - | - | - | - | 452,493 | - |
| iShares | iShares MSCI Pacific Ex-Japan | - | 293,532 | - | - | 305,573 | 293,532 | (12,041) |
| SPDR State Street | Materials Select Sector SPDR | 399,908 | - | - | - | - | 399,908 | - |
| SPDR State Street | Materials Select Sector SPDR | - | 202,275 | - | - | 195,092 | 202,275 | 7,183 |
| SPDR State Street | SPDR S&P 500 | 452,233 | - | - | - | - | 452,233 | - |
| SPDR State Street | SPDR S&P 500 | - | 65,818 | - | - | 60,959 | 65,818 | 4,859 |
| Vanguard | Vanguard FTSE European ETF | 571,780 | - | - | - | - | 571,780 | - |
| Vanguard | Vanguard FTSE European ETF | - | 113,015 | - | - | 109,562 | 113,015 | 3,453 |
| | | $ 20,374,353 | $ 20,738,559 | $ - | $ - | $ 20,674,237 | $ 41,112,912 | $ 64,322 |

See Independent Auditor's Report.

# 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 ☒ a single-employer plan; ☐ a DFE (specify) ____

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

**C** If the plan is a collectively-bargained plan, check here. ▶ ☐

**D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan G R Birdwell Construction LP 401k Profit Sharing Plan

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 04/01/1999

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

G R Birdwell Construction LP

P O Box 690748

Houston TX 77269

9721 Derrington

Houston TX 77064

**2b** Employer Identification Number (EIN) 74-1971206

**2c** Sponsor's telephone number (281) 890-4981

**2d** Business code (see instructions) 237990

**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 | John Lynch 9-11-14 | | John Lynch |
| | 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)

Sharon M Bergeson
Compensation Strategies Group, Ltd.
2920 Toccoa Road

Beaumont TX 77703

Preparer's telephone number (optional) (409) 898-0061

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2013 AND 2012

| | 2013 | 2012 |
|---|---|---|
| ASSETS: | | |
| Investments, at Fair Value: | | |
| Money Market Funds | $ 167,806 | $ 4,493,477 |
| Mutual Funds | 5,135,377 | 1,172 |
| Total Investments | 5,303,183 | 4,494,649 |
| Notes Receivable from Participants | 463,118 | 338,642 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 5,766,301 | $ 4,833,291 |

The accompanying notes are an integral part of these financial statements.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2013

| | | |
|---|---|---|
| CHANGES TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO: | | |
| Investment Activities: | | |
| Net Appreciation in Fair Value of Investments | $ | 530,925 |
| Dividends | | 79,989 |
| Net Change From Investment Activities | | 610,914 |
| Interest Income on Notes Receivable from Participants | | 22,569 |
| Contributions: | | |
| Participant | | 377,187 |
| Employer | | 324,409 |
| Total Contributions | | 701,596 |
| Benefits Paid to Participants | | (333,954) |
| Administrative Expenses | | (68,115) |
| CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS | | 933,010 |
| NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR | | 4,833,291 |
| NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR | $ | 5,766,301 |

The accompanying notes are an integral part of these financial statements.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | **CASH AND EQUIVALENTS:** | | | |
| | BlackRock | BlackRock Liquidity Treasury Fund Mgmt | 167,806 | 167,806 |
| | | Total Cash and Equivalents | 167,806 | 167,806 |
| | **EXCHANGE TRADED FUNDS:** | | | |
| | ishares | iShares Barclays Short Treasury Bond | 307,689 | 307,708 |
| | ishares | iShares DJ U.S. Healthcare Index | 214,838 | 233,795 |
| | ishares | iShares Dow Jones US Energy | 212,046 | 232,809 |
| | ishares | iShares Dow Jones US Financial Sector | 207,400 | 233,266 |
| | ishares | iShares Dow Jones US Industrials | 202,829 | 240,372 |
| | ishares | iShares Dow Jones US Technology | 209,108 | 243,033 |
| | ishares | iShares Floating Rate Note Fund | 154,002 | 154,037 |
| | ishares | iShares iBoxx $ Invest Grade Corp Bd | 154,624 | 152,898 |
| | ishares | iShares iBoxx High Yield Corporate Bd | 151,535 | 153,159 |
| | ishares | iShares MSCI Canada Index | 147,544 | 154,402 |
| | ishares | iShares MSCI Emerging Markets | 439,318 | 446,621 |
| | ishares | iShares MSCI Japan Index | 155,537 | 182,364 |
| | ishares | iShares MSCI Pacific Ex-Japan | 146,921 | 147,059 |
| | SPDR State Street Global Advisors | Consumer Discretionary SPDR | 203,258 | 239,586 |
| | SPDR State Street Global Advisors | Consumer Staples Select Sector SPDR | 226,027 | 228,783 |
| | SPDR State Street Global Advisors | Materials Select Sector SPDR | 204,815 | 234,104 |
| | SPDR State Street Global Advisors | SPDR S&P 500 | 391,274 | 452,860 |
| | Vanguard | Vanguard FTSE European ETF | 462,218 | 533,434 |
| | | Total Exchange Traded Funds | 4,190,982 | 4,570,290 |
| | **MUTUAL FUNDS:** | | | |
| | JPMorgan | JPMorgan Emerging Economies A | 23,203 | 22,427 |
| | JPMorgan | JPMorgan Emerging Mkts A | 29,097 | 28,258 |
| | JPMorgan | JPMorgan Growth Advantage A | 59,885 | 75,646 |
| | JPMorgan | JPMorgan Int'l Opp A | 40,875 | 46,299 |
| | JPMorgan | JPMorgan Int'l Realty A | 14,278 | 14,079 |
| | JPMorgan | JPMorgan International Eq A | 42,617 | 46,469 |
| | JPMorgan | JPMorgan Intrepid America A | 5,255 | 5,756 |
| | JPMorgan | JPMorgan Intrepid International A | 27,925 | 31,829 |
| | JPMorgan | JPMorgan Mid Cap Core A | 17,040 | 18,879 |
| | JPMorgan | JPMorgan Realty Income A | 18,115 | 16,933 |
| | JPMorgan | JPMorgan Small Cap Equity A | 17,546 | 20,367 |
| | JPMorgan | JPMorgan US Dynamic Plus Fund | 38,327 | 44,505 |
| | JPMorgan | JPMorgan US Large Cap Core Plus A | 103,255 | 119,042 |
| | JPMorgan | JPMorgan Value Advantage A | 63,133 | 74,598 |
| | | Total Mutual Funds | 500,553 | 565,087 |
| | **PARTICIPANT LOANS:** | | | |
| * | Various Participants | Various Maturity Dates; Interest Rate: 5.25% | 463,118 | 463,118 |
| | | Total Investments | $ 5,322,460 | $ 5,766,301 |

* Party in Interest

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (j) - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

| (a) Identity of Party Involved | (b) Description of asset | (c) Purchase Price | (d) Selling Price | (e) Lease Rental | (f) Expense incurred with Transactions | (g) Cost of Asset | (h) Current Value on Date of Transaction | (i) Net Gain(Loss) |
|---|---|---|---|---|---|---|---|---|
| BlackRock | BlackRock Liquidity T-Fund Mgmt Total | 7,343,330 | | | | | 7,343,330 | |
| BlackRock | BlackRock Liquidity T-Fund Mgmt Total | | 11,678,660 | | | 11,678,660 | 11,678,660 | 0 |
| SPDR State Street | Consumer Discretionary SPDR Total | 387,138 | | | | | 387,138 | |
| SPDR State Street | Consumer Discretionary SPDR Total | | 209,958 | | | 183,880 | 209,958 | 26,079 |
| SPDR State Street | Consumer Staples Select Sector SPDR Total | 525,042 | | | | | 525,042 | |
| SPDR State Street | Consumer Staples Select Sector SPDR Total | | 316,080 | | | 299,015 | 316,080 | 17,065 |
| iShares | iShares Barclays 7-10 Year Treasury Total | 464,536 | | | | | 464,536 | |
| iShares | iShares Barclays 7-10 Year Treasury Total | | 459,998 | | | 464,536 | 459,998 | (4,538) |
| iShares | iShares Barclays MBS Fixed-Rate Bond Total | 289,975 | | | | | 289,975 | |
| iShares | iShares Barclays MBS Fixed-Rate Bond Total | | 286,399 | | | 289,975 | 286,399 | (3,576) |
| iShares | iShares Barclays Short Treasury Bond Total | 3,299,737 | | | | | 3,299,737 | |
| iShares | iShares Barclays Short Treasury Bond Total | | 2,991,903 | | | 2,992,047 | 2,991,903 | (144) |
| iShares | iShares DJ U.S. Healthcare Index Total | 528,990 | | | | | 528,990 | |
| iShares | iShares DJ U.S. Healthcare Index Total | | 341,480 | | | 314,152 | 341,480 | 27,328 |
| iShares | iShares Dow Jones US Energy Total | 404,190 | | | | | 404,190 | |
| iShares | iShares Dow Jones US Energy Total | | 204,624 | | | 192,144 | 204,624 | 12,480 |
| iShares | iShares Dow Jones US Financial Sector Total | 387,574 | | | | | 387,574 | |
| iShares | iShares Dow Jones US Financial Sector Total | | 202,173 | | | 180,174 | 202,173 | 21,998 |
| iShares | iShares Dow Jones US Industrials Total | 390,111 | | | | | 390,111 | |
| iShares | iShares Dow Jones US Industrials Total | | 208,278 | | | 187,282 | 208,278 | 20,996 |
| iShares | iShares Dow Jones US Technology Total | 363,305 | | | | | 363,305 | |
| iShares | iShares Dow Jones US Technology Total | | 166,926 | | | 154,198 | 166,926 | 12,728 |
| iShares | iShares Dow Jones US Utilities Total | 707,204 | | | | | 707,204 | |
| iShares | iShares Dow Jones US Utilities Total | | 704,709 | | | 707,204 | 704,709 | (2,495) |
| iShares | iShares Floating Rate Note Fund Total | 368,902 | | | | | 368,902 | |
| iShares | iShares Floating Rate Note Fund Total | | 214,717 | | | 214,900 | 214,717 | (183) |
| iShares | iShares iBoxx $ Invest Grade Corp Bd Total | 470,319 | | | | | 470,319 | |
| iShares | iShares iBoxx $ Invest Grade Corp Bd Total | | 310,117 | | | 315,696 | 310,117 | (5,578) |
| iShares | iShares iBoxx High Yield Corporate Bd Total | 480,176 | | | | | 480,176 | |
| iShares | iShares iBoxx High Yield Corporate Bd Total | | 321,896 | | | 328,641 | 321,896 | (6,745) |
| iShares | iShares MSCI Canada Index Total | 552,356 | | | | | 552,356 | |
| iShares | iShares MSCI Canada Index Total | | 389,231 | | | 404,812 | 389,231 | (15,581) |
| iShares | iShares MSCI Emerging Markets Total | 1,535,054 | | | | | 1,535,054 | |
| iShares | iShares MSCI Emerging Markets Total | | 1,056,768 | | | 1,095,736 | 1,056,768 | (38,968) |
| iShares | iShares MSCI Pacific Ex-Japan Total | 452,493 | | | | | 452,493 | |
| iShares | iShares MSCI Pacific Ex-Japan Total | | 293,532 | | | 305,573 | 293,532 | (12,041) |
| SPDR State Street | Materials Select Sector SPDR Total | 399,908 | | | | | 399,908 | |
| SPDR State Street | Materials Select Sector SPDR Total | | 202,275 | | | 195,092 | 202,275 | 7,183 |
| SPDR State Street | SPDR S&P 500 Total | 452,233 | | | | | 452,233 | |
| SPDR State Street | SPDR S&P 500 Total | | 65,818 | | | 60,959 | 65,818 | 4,859 |
| Vanguard | Vanguard FTSE European ETF Total | 571,780 | | | | - | 571,780 | |
| Vanguard | Vanguard FTSE European ETF Total | | 113,015 | | | 109,562 | 113,015 | 3,453 |
| | | 20,374,353 | 20,738,559 | 0 | 0 | 20,674,237 | 41,112,912 | 64,322 |