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
BRECKENRIDGE-WYNKOOP LLC 401K 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)

BRECKENRIDGE-WYNKOOP LLC

155 SOUTH MADISON STREET
SUITE 226
DENVER, CO 80209

2b Employer Identification Number (EIN)
27-4650355

2c Sponsor's telephone number
303-595-3500

2d Business code (see instructions)
722511

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.	10/06/2014	LEE F. DRISCOLL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	528
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**	417
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	72
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	493
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	493
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	174
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:
3H 2E 2F 2G 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)	[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
BRECKENRIDGE-WYNKOOP LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRECKENRIDGE-WYNKOOP LLC

D Employer Identification Number (EIN)
27-4650355

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

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	97580119	32	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
44	0

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

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

FINANCIAL TELESIS INC.
4340 REDWOOD HIGHWAY
SAN RAFAEL, CA 94903

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
44			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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**	414151		
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**	185		
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	414336
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	414336
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	414336

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)**	0
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)**	0
(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)**	0
(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	**B** Three-digit plan number (PN) ▶	
BRECKENRIDGE-WYNKOOP LLC 401K PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
BRECKENRIDGE-WYNKOOP LLC	27-4650355	

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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(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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(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?
15	CUSTODIAN	19843	Yes [X] No [ ]	Yes [X] No [ ]	16964	Yes [ ] No [X]

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

FINANCIAL TELESIS

4340 REDWOOD HIGHWAY
SUITE A 23
SAN RAFAEL, CA 94903

68-0279977

(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?
71 27 28 26	BROKER	0	Yes [X] No [ ]	Yes [X] No [ ]	14858	Yes [ ] No [X]

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

LEGACY BENEFIT SERVICES, LLC

5670 GREENWOOOD PLAZA BLVD.
SUITE 506
GREENWOOD VILLAGE, CO 80111

71-0948945

(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	TPA	3444	Yes [X] No [ ]	Yes [X] No [ ]	3704	Yes [ ] No [X]

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

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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
BRECKENRIDGE-WYNKOOP LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRECKENRIDGE-WYNKOOP LLC

D Employer Identification Number (EIN)
27-4650355

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)	108413	33041
(2) Participant contributions	1b(2)	18624	14872
(3) Other	1b(3)	1157	620
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	450462	418781
(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)	46523	12421
(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)	2489830	2928732
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	3115009	3408467
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	287
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	287
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3115009	3408180

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)	33041	
	(B) Participants	2a(1)(B)	217375	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		250416
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)	1497	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1497
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		611640
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		863553
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	526952	
(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)		526952
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	8512	
(3) Investment advisory and management fees	2i(3)	34918	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		43430
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		570382
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		293171
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: GHP HORWATH P.C. (2) EIN: 84-1156277

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		15628
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		400000
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
BRECKENRIDGE-WYNKOOP LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRECKENRIDGE-WYNKOOP LLC

D Employer Identification Number (EIN)
27-4650355

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): 31-4156830

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: 00% 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):



Crowe Horwath

GHP Horwath, P.C.
Member Crowe Horwath International

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

YEAR ENDED DECEMBER 31, 2013

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Crowe Horwath

GHP Horwath, P.C.
Member Crowe Horwath International

1670 Broadway, Suite 3000
Denver, CO 80202
+1.303.831.5000 Tel
+1.303.831.5032 Fax
www.ghphorwath.com

INDEPENDENT AUDITORS' REPORT

The Plan Administrator and Participants of
Breckenridge-Wynkoop, LLC 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

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 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 3, which was certified by Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

GHP Horwath, P.C. is a member firm of Crowe Horwath International, a Swiss verein (Crowe Horwath). Each member firm of Crowe Horwath is a separate and independent legal entity. GHP Horwath, P.C. and its affiliates are not responsible or liable for any acts or omissions of Crowe Horwath or any other member of Crowe Horwath and specifically disclaim any and all responsibility or liability for acts or omissions of Crowe Horwath or any other Crowe Horwath member.

Crowe Horwath

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, line 4i – Schedule of assets (held at end of year) and Schedule H, Line 4a – Schedule of delinquent participant contributions, as of or for the year ended December 31, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 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 Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GHP Horwath, P.C.

October 3, 2014

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Assets:		
Investments, at fair value (Notes 3, 4 and 5)	$ 3,326,796	$ 2,940,292
Receivables:		
Participant contributions	15,205	19,781
Employer contributions	33,041	108,413
Notes receivable from participants (Note 3)	12,421	46,523
Total receivables	60,667	174,717
Assets reflecting investments at fair value	3,387,463	3,115,009
Adjustment from fair value to contract value for fully benefit-responsive investment contract	20,717	-
Assets available for benefits	$ 3,408,180	$ 3,115,009

See notes to financial statements.

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

Additions:		
Investment income (Note 3):		
Net appreciation in fair value of investments	$	611,455
Interest		185
		611,640
Interest income on notes receivable from participants (Note 3)		1,497
Contributions:		
Participants		217,375
Employer		33,041
		250,416
Total additions		863,553
Deductions:		
Benefits paid to participants		526,952
Administrative expenses		43,430
Total deductions		570,382
Net increase		293,171
Assets available for benefits:		
Beginning of year		3,115,009
End of year	$	3,408,180

See notes to financial statements.

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

1. Description of the Plan:

The following description of the Breckenridge-Wynkoop, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan available to eligible employees who have completed one year of service of at least 1,000 hours and are age twenty-one or older that are not members of a collective bargaining unit, as defined by the Plan agreement. The seventeen participating employers of the Plan are all under common control and include Breckenridge Ale House (Amato's), LLC; Breckenridge Ale House (GJ), LLC; BBD Acquisition Company; BBI Acquisition Company; The Cherry Cricket, LLC; WHI Gaetano's, LLC; Ghost Ale House, LLC; Goosetown Tavern, LLC; WBC Pearl Street, LLC; Phantom Canyon Brewing Company; Wazee Tap House, LLC; Wynkoop Brewing Company; Breckenridge Coffee Company, LLC; Rockies Dining Services Inc.; Ghost Building Land, LLC; Mainline, LLC; and Session Kitchen, LLC (collectively the "Employer" or "Plan Sponsor"). The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). The Plan's Administrative Committee/Board of Trustees is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Contributions:

Each year, eligible participants may elect to have a portion of their pretax and after-tax salary, as defined, deferred and contributed to the Plan. Participants may contribute up to 100 percent of their eligible compensation, subject to IRS limitations. 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 plans (rollover).

The Employer, at the discretion of management, may make a discretionary matching contribution to each participant who is employed at Plan year end and has completed 1,000 hours of service during the Plan year, in an amount equal to a percentage of the participant's contribution. A discretionary matching contribution of approximately $33,000 was made for the year ended December 31, 2013. Additionally, at the discretion of management, the Employer may make a discretionary non-elective contribution as defined, to eligible participants. For the year ended December 31, 2013, the Employer did not make any discretionary non-elective contributions. Contributions are subject to certain IRS limitations.

Investment options:

Participants direct the investment of their contributions and Employer contributions into various investment options offered by the Plan.

1. **Description of the Plan (continued):**

Participant accounts:

Each participant's account is credited or charged with the participant's contribution and allocations of the Employer's contributions, if any; Plan earnings or losses; and administrative expenses that are paid by the Plan.

Allocations are based on account balances, participant elective deferrals or participant compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their contributions and the Employer's Safe Harbor contributions made prior to 2012, plus actual earnings thereon. Vesting in Employer discretionary matching and non-elective contributions, plus actual earnings thereon, are based on years of continuous service. A participant is 100% vested after six years of credited service.

Notes receivable from participants:

Effective January 1, 2012, loans are no longer permitted under the Plan. Prior to January 1, 2012, participants could borrow from their accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's vested account and bear interest at a fixed rate of two percent above the prime interest rate at the time of application processing. Principal and interest due on loans existing prior to January 1, 2012 are paid ratably through payroll deductions.

Payment of benefits:

On termination of service due to death, disability, retirement, or termination of employment, a participant may elect to receive a lump-sum cash distribution or a direct rollover to another qualified retirement plan, as defined, in an amount equal to the value of the participant's vested interest in his or her account. In addition, upon attaining age 59½, a participant may withdraw any part of his or her account.

Forfeited accounts:

Forfeitures represent the portion of the Employer's discretionary contribution that is lost by a participant who terminates employment prior to becoming fully vested under the Plan's vesting schedule. At December 31, 2013 and 2012, forfeited non-vested accounts were not significant. These accounts will be used to reduce future administrative expenses of the Plan with any remaining forfeitures applied to reduce future Employer contributions.

2. Summary of accounting policies:

Basis of accounting:

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The statements of assets available for benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in assets available for benefits is prepared using the contract value basis for fully benefit-responsive investments contracts.

Use of estimates:

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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. The Plan Administrator determines the Plan's valuation policies utilizing information provided by an investment advisor, the custodian and insurance company. See Note 5 for a 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. Net appreciation includes the 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. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are expensed when they are incurred.

Payment of benefits:

Benefits are recorded when paid.

2. **Summary of accounting policies (continued):**

Administrative expenses:

The Plan's expenses are paid by either the Plan or the Plan Sponsor, as provided in the Plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in assets available for benefits. In addition, investment related expenses are included in net appreciation of fair value of investments.

Subsequent events:

The Plan Sponsor has evaluated subsequent events through October 3, 2014, the date the financial statements were available to be issued.

3. **Certified information (unaudited):**

The financial information related to investments, notes receivable from participants, investment income, and interest income on notes receivable from participants, included in the Plan's financial statements, the supplemental schedule of assets (held at end of year), information included in Note 4, and the investment values included in Note 5 was obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by Nationwide Trust Company, FSB the custodian of the Plan.

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

	2013	2012
Primecap Odysy Aggr Gr	$ 535,184	
Vngrd 500 Indx Sgnl	$ 449,891	
NW Fxd Sel Optn, at contract value	$ 414,336	
AmFds New Econ R6	$ 290,855	
Okmrk Intl I	$ 257,310	
JPM SmartRet 2035 Inst	$ 252,951	
Opp Glbl Y	$ 232,178	
MetroWest Intmd Bd I	$ 214,568	
NW Mny Mk Inst		$ 450,458
Wr Ivy MdCap Gr Y		$ 391,009
NW S&P 500 Indx SC		$ 286,513
WFA Gr A		$ 268,585
AmFds EuroPacfc Gr R3		$ 201,055
AmFds Cap Wld Gr Inc R3		$ 180,623

During 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $611,455.

4. Investment contract with insurance company (unaudited):

In 2013, the Plan entered into a fully benefit-responsive guaranteed investment contract with Nationwide Life Insurance Company ("Nationwide"). Nationwide maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Payments can be requested as a lump sum distribution with a market value adjustment, or an installment payout, at contract value, over a period of years.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the 2013 statement of assets available for benefits at fair value with an adjustment to contract value in arriving at assets available for benefits. Contract value, as reported to the Plan by Nationwide, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 was $393,619. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on an annual basis for resetting.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events may include partial or complete Plan termination. The Plan administrator does not believe that the occurrence of any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring in the near term.

In the event of early termination of the contract by the Plan or the failure by the Plan Sponsor to accept the guaranteed rates, Nationwide will liquidate the contract pursuant to procedures specified in the contract agreement.

The average yields earned by the guaranteed investment contract are as follows:

	2013
Average yields:	
Based on actual earnings	1.61%
Based on interest rate credited to participants	1.61%

5. 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 under FASB ASC 820 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: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; and • inputs that are derived principally from or corroborated by observable market data by correlations 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.

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

Following is a description of the valuation methodologies used at December 31, 2013 and 2012. There were no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at quoted marked prices, which represents the net asset value of the shares held by the Plan at year end.

Guaranteed investment contract ("GIC"): [A]

5. Fair value measurements (continued):

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

	Assets at fair value as of December 31,		
	Level	2013	2012
Guaranteed investment contract	3	$ 393,619	$ -
Mutual funds:			
Growth funds	1	1,191,215	808,229
Blend funds	1	1,275,658	1,052,302
Fixed income funds	1	246,469	232,321
Value funds	1	215,389	396,982
Money market funds	1	4,446	450,458
Total assets at fair value		$ 3,326,796	$ 2,940,292

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

	Guaranteed investment contract (unaudited)
Balance, beginning of year	$ -
Interest income	185
Unrealized losses relating to instrument still held at the reporting date	(20,717)
Purchase	414,151
Balance, end of year	$ 393,619

Unrealized gains from the guaranteed investment contract are not included in the statement of changes in assets available for benefits as the contract is recorded at contract value for purposes of the assets available for benefits.

5. Fair value measurements (continued):

[A] Quantitative information about significant unobservable inputs used in Level 3 fair value measurements:

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

Instrument	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Ranges
GIC	See Note (1)	Installment Cashout	1.61%	2.85%

The financial instrument is principally valued using a discounted cash flow approach considering the following:

1. Fair value equals termination value,
2. Range of significant input values equals net rate; and,
3. Weighted ranges equals gross rate.

6. Party-in-interest and related-party transactions:

Certain Plan investments are managed by Nationwide Financial Services, Inc., a related entity of the custodian. These transactions qualify as party-in-interest transactions. Fees paid to the Nationwide related entities by the Plan for investment management and other such services for the year ended December 31, 2013 were approximately $36,300. Other allowable party-in-interest transactions for the year ended December 31, 2013 include fees paid by the Plan for recordkeeping services totaling approximately $7,100.

Notes receivable from participants also qualify as party-in-interest transactions.

7. Plan termination:

Although it has not expressed any intent to do so, the Plan Sponsor 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 the Employer's discretionary contributions.

8. Tax status:

The Company adopted a prototype non-standardized 401(k) plan that received a favorable determination letter from the Internal Revenue Service on March 31, 2008 which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan adoption agreement has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Management assesses the likelihood of the financial statement effect of a tax position that should be recognized when it is more likely than not that the position will be sustained upon examination by a taxing authority based on the technical merits of the tax position, circumstances, and information available as of the reporting date. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. With few exceptions, management believes that the Plan is no longer subject to income tax examinations for years prior to 2010.

9. 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 valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with certain investment securities, and to uncertainties inherent in the estimations and assumptions process, 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 statement of assets available for benefits.

10. Prohibited transactions:

During the year ended December 31, 2013, the Employer failed to timely remit certain employee contributions to the Plan totaling $15,628. DOL Regulation 29 CFR 2510.3-102 states that an employer is required to remit employee contributions to the Plan as soon as it is practicable, but in no event later than the 15th business day following the end of the month. These contributions were remitted to the Plan by the Employer in 2013. Lost earnings calculated by the Employer of $28 and $19 were remitted to the Plan by the Employer in 2013 and 2014, respectively.

SUPPLEMENTAL SCHEDULES

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

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

DECEMBER 31, 2013

EIN 27-4650355

PLAN NUMBER 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(e) Current value
*	Nationwide	NW Fxd Sel Optn	$ 414,336
	Invesco	Invsco Comstk R5	87,737
	JPMorgan	JPM SmartRet 2015 Inst	3,345
	JPMorgan	JPM SmartRet 2020 Inst	60,676
	JPMorgan	JPM SmartRet 2025 Inst	37,717
	JPMorgan	JPM SmartRet 2030 Inst	15,291
	JPMorgan	JPM SmartRet 2035 Inst	252,951
	JPMorgan	JPM SmartRet 2040 Inst	67,229
	JPMorgan	JPM SmartRet 2045 Inst	123,915
	PRIMECAP	Primecap Odysy Aggr Gr	535,184
	Dreyfus	Drey Cash Mgt Inst	4,446
	Legg Mason	LeggM BW Glbl Oppr Bd Inst	31,901
	Dimensional Fund Advisors	DFA US Trgt Val	12,123
	Legg Mason	LeggM ClrBrdg SmCap Gr I	39,302
	Metropolitan West	MetroWest Intmd Bd I	214,568
*	Nationwide	NW MdCap Mkt Indx Inst	7,333
	Oppenheimer	Opp Glbl Y	232,178
	Oakmark	Okmrk Intl I	257,310
	American Funds	AmFds New Econ R6	290,855
	American Funds	AmFds New Wld R6	93,696
	Vanguard	Vngrd 500 Indx Sgnl	449,891
	Vanguard	Vngrd Sel Val	115,529
*	Participant Loans	5.25%, various terms	12,421
		Total	$ 3,359,934

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

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2013

EIN 27-4650355
PLAN NUMBER 001

Participant contributions transferred late to the Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
Check here if late participant loan repayments are included: ☒	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
$ 15,628	$ -	$ 15,628	$ -	$ -

Late contributions of $15,628 related to the 2013 Plan year were remitted in the 2013 Plan year.
Lost earnings related to these contributions totaling $28 and $19 were remitted in 2013 and 2014, respectively.



Crowe Horwath

GHP Horwath, P.C.
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BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

YEAR ENDED DECEMBER 31, 2013

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Crowe Horwath

GHP Horwath, P.C.
Member Crowe Horwath International

1670 Broadway, Suite 3000
Denver, CO 80202
+1.303.831.5000 Tel
+1.303.831.5032 Fax
www.ghphorwath.com

INDEPENDENT AUDITORS' REPORT

The Plan Administrator and Participants of
Breckenridge-Wynkoop, LLC 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

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 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 3, which was certified by Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

GHP Horwath, P.C. is a member firm of Crowe Horwath International, a Swiss verein (Crowe Horwath). Each member firm of Crowe Horwath is a separate and independent legal entity. GHP Horwath, P.C. and its affiliates are not responsible or liable for any acts or omissions of Crowe Horwath or any other member of Crowe Horwath and specifically disclaim any and all responsibility or liability for acts or omissions of Crowe Horwath or any other Crowe Horwath member.

Crowe Horwath

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, line 4i – Schedule of assets (held at end of year) and Schedule H, Line 4a – Schedule of delinquent participant contributions, as of or for the year ended December 31, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 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 Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GHP Horwath, P.C.

October 3, 2014

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Assets:		
Investments, at fair value (Notes 3, 4 and 5)	$ 3,326,796	$ 2,940,292
Receivables:		
Participant contributions	15,205	19,781
Employer contributions	33,041	108,413
Notes receivable from participants (Note 3)	12,421	46,523
Total receivables	60,667	174,717
Assets reflecting investments at fair value	3,387,463	3,115,009
Adjustment from fair value to contract value for fully benefit-responsive investment contract	20,717	-
Assets available for benefits	$ 3,408,180	$ 3,115,009

See notes to financial statements.

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

Additions:		
Investment income (Note 3):		
Net appreciation in fair value of investments	$	611,455
Interest		185
		611,640
Interest income on notes receivable from participants (Note 3)		1,497
Contributions:		
Participants		217,375
Employer		33,041
		250,416
Total additions		863,553
Deductions:		
Benefits paid to participants		526,952
Administrative expenses		43,430
Total deductions		570,382
Net increase		293,171
Assets available for benefits:		
Beginning of year		3,115,009
End of year	$	3,408,180

See notes to financial statements.

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

1. Description of the Plan:

The following description of the Breckenridge-Wynkoop, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan available to eligible employees who have completed one year of service of at least 1,000 hours and are age twenty-one or older that are not members of a collective bargaining unit, as defined by the Plan agreement. The seventeen participating employers of the Plan are all under common control and include Breckenridge Ale House (Amato's), LLC; Breckenridge Ale House (GJ), LLC; BBD Acquisition Company; BBI Acquisition Company; The Cherry Cricket, LLC; WHI Gaetano's, LLC; Ghost Ale House, LLC; Goosetown Tavern, LLC; WBC Pearl Street, LLC; Phantom Canyon Brewing Company; Wazee Tap House, LLC; Wynkoop Brewing Company; Breckenridge Coffee Company, LLC; Rockies Dining Services Inc.; Ghost Building Land, LLC; Mainline, LLC; and Session Kitchen, LLC (collectively the "Employer" or "Plan Sponsor"). The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). The Plan's Administrative Committee/Board of Trustees is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Contributions:

Each year, eligible participants may elect to have a portion of their pretax and after-tax salary, as defined, deferred and contributed to the Plan. Participants may contribute up to 100 percent of their eligible compensation, subject to IRS limitations. 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 plans (rollover).

The Employer, at the discretion of management, may make a discretionary matching contribution to each participant who is employed at Plan year end and has completed 1,000 hours of service during the Plan year, in an amount equal to a percentage of the participant's contribution. A discretionary matching contribution of approximately $33,000 was made for the year ended December 31, 2013. Additionally, at the discretion of management, the Employer may make a discretionary non-elective contribution as defined, to eligible participants. For the year ended December 31, 2013, the Employer did not make any discretionary non-elective contributions. Contributions are subject to certain IRS limitations.

Investment options:

Participants direct the investment of their contributions and Employer contributions into various investment options offered by the Plan.

1. **Description of the Plan (continued):**

Participant accounts:

Each participant's account is credited or charged with the participant's contribution and allocations of the Employer's contributions, if any; Plan earnings or losses; and administrative expenses that are paid by the Plan.

Allocations are based on account balances, participant elective deferrals or participant compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their contributions and the Employer's Safe Harbor contributions made prior to 2012, plus actual earnings thereon. Vesting in Employer discretionary matching and non-elective contributions, plus actual earnings thereon, are based on years of continuous service. A participant is 100% vested after six years of credited service.

Notes receivable from participants:

Effective January 1, 2012, loans are no longer permitted under the Plan. Prior to January 1, 2012, participants could borrow from their accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's vested account and bear interest at a fixed rate of two percent above the prime interest rate at the time of application processing. Principal and interest due on loans existing prior to January 1, 2012 are paid ratably through payroll deductions.

Payment of benefits:

On termination of service due to death, disability, retirement, or termination of employment, a participant may elect to receive a lump-sum cash distribution or a direct rollover to another qualified retirement plan, as defined, in an amount equal to the value of the participant's vested interest in his or her account. In addition, upon attaining age 59½, a participant may withdraw any part of his or her account.

Forfeited accounts:

Forfeitures represent the portion of the Employer's discretionary contribution that is lost by a participant who terminates employment prior to becoming fully vested under the Plan's vesting schedule. At December 31, 2013 and 2012, forfeited non-vested accounts were not significant. These accounts will be used to reduce future administrative expenses of the Plan with any remaining forfeitures applied to reduce future Employer contributions.

2. Summary of accounting policies:

Basis of accounting:

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The statements of assets available for benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in assets available for benefits is prepared using the contract value basis for fully benefit-responsive investments contracts.

Use of estimates:

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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. The Plan Administrator determines the Plan's valuation policies utilizing information provided by an investment advisor, the custodian and insurance company. See Note 5 for a 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. Net appreciation includes the 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. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are expensed when they are incurred.

Payment of benefits:

Benefits are recorded when paid.

2. **Summary of accounting policies (continued):**

Administrative expenses:

The Plan's expenses are paid by either the Plan or the Plan Sponsor, as provided in the Plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in assets available for benefits. In addition, investment related expenses are included in net appreciation of fair value of investments.

Subsequent events:

The Plan Sponsor has evaluated subsequent events through October 3, 2014, the date the financial statements were available to be issued.

3. **Certified information (unaudited):**

The financial information related to investments, notes receivable from participants, investment income, and interest income on notes receivable from participants, included in the Plan's financial statements, the supplemental schedule of assets (held at end of year), information included in Note 4, and the investment values included in Note 5 was obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by Nationwide Trust Company, FSB the custodian of the Plan.

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

	2013	2012
Primecap Odysy Aggr Gr	$ 535,184	
Vngrd 500 Indx Sgnl	$ 449,891	
NW Fxd Sel Optn, at contract value	$ 414,336	
AmFds New Econ R6	$ 290,855	
Okmrk Intl I	$ 257,310	
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Opp Glbl Y	$ 232,178	
MetroWest Intmd Bd I	$ 214,568	
NW Mny Mk Inst		$ 450,458
Wr Ivy MdCap Gr Y		$ 391,009
NW S&P 500 Indx SC		$ 286,513
WFA Gr A		$ 268,585
AmFds EuroPacfc Gr R3		$ 201,055
AmFds Cap Wld Gr Inc R3		$ 180,623

During 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $611,455.

4. Investment contract with insurance company (unaudited):

In 2013, the Plan entered into a fully benefit-responsive guaranteed investment contract with Nationwide Life Insurance Company ("Nationwide"). Nationwide maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Payments can be requested as a lump sum distribution with a market value adjustment, or an installment payout, at contract value, over a period of years.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the 2013 statement of assets available for benefits at fair value with an adjustment to contract value in arriving at assets available for benefits. Contract value, as reported to the Plan by Nationwide, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 was $393,619. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on an annual basis for resetting.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events may include partial or complete Plan termination. The Plan administrator does not believe that the occurrence of any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring in the near term.

In the event of early termination of the contract by the Plan or the failure by the Plan Sponsor to accept the guaranteed rates, Nationwide will liquidate the contract pursuant to procedures specified in the contract agreement.

The average yields earned by the guaranteed investment contract are as follows:

	2013
Average yields:	
Based on actual earnings	1.61%
Based on interest rate credited to participants	1.61%

5. 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 under FASB ASC 820 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: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; and • inputs that are derived principally from or corroborated by observable market data by correlations 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.

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

Following is a description of the valuation methodologies used at December 31, 2013 and 2012. There were no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at quoted marked prices, which represents the net asset value of the shares held by the Plan at year end.

Guaranteed investment contract ("GIC"): [A]

5. Fair value measurements (continued):

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

	Assets at fair value as of December 31,		
	Level	2013	2012
Guaranteed investment contract	3	$ 393,619	$ -
Mutual funds:			
Growth funds	1	1,191,215	808,229
Blend funds	1	1,275,658	1,052,302
Fixed income funds	1	246,469	232,321
Value funds	1	215,389	396,982
Money market funds	1	4,446	450,458
Total assets at fair value		$ 3,326,796	$ 2,940,292

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

	Guaranteed investment contract (unaudited)
Balance, beginning of year	$ -
Interest income	185
Unrealized losses relating to instrument still held at the reporting date	(20,717)
Purchase	414,151
Balance, end of year	$ 393,619

Unrealized gains from the guaranteed investment contract are not included in the statement of changes in assets available for benefits as the contract is recorded at contract value for purposes of the assets available for benefits.

5. Fair value measurements (continued):

[A] Quantitative information about significant unobservable inputs used in Level 3 fair value measurements:

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

Instrument	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Ranges
GIC	See Note (1)	Installment Cashout	1.61%	2.85%

The financial instrument is principally valued using a discounted cash flow approach considering the following:

1. Fair value equals termination value,
2. Range of significant input values equals net rate; and,
3. Weighted ranges equals gross rate.

6. Party-in-interest and related-party transactions:

Certain Plan investments are managed by Nationwide Financial Services, Inc., a related entity of the custodian. These transactions qualify as party-in-interest transactions. Fees paid to the Nationwide related entities by the Plan for investment management and other such services for the year ended December 31, 2013 were approximately $36,300. Other allowable party-in-interest transactions for the year ended December 31, 2013 include fees paid by the Plan for recordkeeping services totaling approximately $7,100.

Notes receivable from participants also qualify as party-in-interest transactions.

7. Plan termination:

Although it has not expressed any intent to do so, the Plan Sponsor 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 the Employer's discretionary contributions.

8. Tax status:

The Company adopted a prototype non-standardized 401(k) plan that received a favorable determination letter from the Internal Revenue Service on March 31, 2008 which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan adoption agreement has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Management assesses the likelihood of the financial statement effect of a tax position that should be recognized when it is more likely than not that the position will be sustained upon examination by a taxing authority based on the technical merits of the tax position, circumstances, and information available as of the reporting date. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. With few exceptions, management believes that the Plan is no longer subject to income tax examinations for years prior to 2010.

9. 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 valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with certain investment securities, and to uncertainties inherent in the estimations and assumptions process, 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 statement of assets available for benefits.

10. Prohibited transactions:

During the year ended December 31, 2013, the Employer failed to timely remit certain employee contributions to the Plan totaling $15,628. DOL Regulation 29 CFR 2510.3-102 states that an employer is required to remit employee contributions to the Plan as soon as it is practicable, but in no event later than the 15th business day following the end of the month. These contributions were remitted to the Plan by the Employer in 2013. Lost earnings calculated by the Employer of $28 and $19 were remitted to the Plan by the Employer in 2013 and 2014, respectively.

SUPPLEMENTAL SCHEDULES

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

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

DECEMBER 31, 2013

EIN 27-4650355

PLAN NUMBER 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(e) Current value
*	Nationwide	NW Fxd Sel Optn	$ 414,336
	Invesco	Invsco Comstk R5	87,737
	JPMorgan	JPM SmartRet 2015 Inst	3,345
	JPMorgan	JPM SmartRet 2020 Inst	60,676
	JPMorgan	JPM SmartRet 2025 Inst	37,717
	JPMorgan	JPM SmartRet 2030 Inst	15,291
	JPMorgan	JPM SmartRet 2035 Inst	252,951
	JPMorgan	JPM SmartRet 2040 Inst	67,229
	JPMorgan	JPM SmartRet 2045 Inst	123,915
	PRIMECAP	Primecap Odysy Aggr Gr	535,184
	Dreyfus	Drey Cash Mgt Inst	4,446
	Legg Mason	LeggM BW Glbl Oppr Bd Inst	31,901
	Dimensional Fund Advisors	DFA US Trgt Val	12,123
	Legg Mason	LeggM ClrBrdg SmCap Gr I	39,302
	Metropolitan West	MetroWest Intmd Bd I	214,568
*	Nationwide	NW MdCap Mkt Indx Inst	7,333
	Oppenheimer	Opp Glbl Y	232,178
	Oakmark	Okmrk Intl I	257,310
	American Funds	AmFds New Econ R6	290,855
	American Funds	AmFds New Wld R6	93,696
	Vanguard	Vngrd 500 Indx Sgnl	449,891
	Vanguard	Vngrd Sel Val	115,529
*	Participant Loans	5.25%, various terms	12,421
		Total	$ 3,359,934

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

BRECKENRIDGE-WYNKOOP, LLC 401(k) PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2013

EIN 27-4650355
PLAN NUMBER 001

Participant contributions transferred late to the Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
Check here if late participant loan repayments are included: ☒	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
$ 15,628	$ -	$ 15,628	$ -	$ -

Late contributions of $15,628 related to the 2013 Plan year were remitted in the 2013 Plan year.
Lost earnings related to these contributions totaling $28 and $19 were remitted in 2013 and 2014, respectively.