

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

Part II	Basic Plan Information —enter all requested information										
1a Name of plan VEOLIA TRANSPORTATION ON DEMAND 401K PLAN 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) VEOLIA TRANSPORTATION ON DEMAND 14500 N. NORTHSIGHT BLVD., STE. 329 SCOTTSDALE, AZ 85260	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 08/01/1997</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 36-4592824</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 480-609-3024</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 488990</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 08/01/1997		2b Employer Identification Number (EIN) 36-4592824		2c Sponsor's telephone number 480-609-3024		2d Business code (see instructions) 488990	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 08/01/1997											
2b Employer Identification Number (EIN) 36-4592824											
2c Sponsor's telephone number 480-609-3024											
2d Business code (see instructions) 488990											

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.	10/07/2014	THOMAS LAVOY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 2145	
a Active participants		6a 2024	
b Retired or separated participants receiving benefits		6b 0	
c Other retired or separated participants entitled to future benefits		6c 194	
d Subtotal. Add lines 6a , 6b , and 6c		6d 2218	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0	
f Total. Add lines 6d and 6e		6f 2218	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 1559	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 3H 2E 2F 2J 2K 2T 3D 2A 2S			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ 0 A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>VEOLIA TRANSPORTATION ON DEMAND 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VEOLIA TRANSPORTATION ON DEMAND</u>	D Employer Identification Number (EIN) <u>36-4592824</u>

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 <u>MERRILL LYNCH PIERCE FENNER & SMITH</u> <u>13-5674085</u>
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

NEWPORT RETIREMENT SERVICES, INC.

62-1868111

(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?
12 15 37 50 60 64	NONE	22556	Yes ☒ No ☐	Yes ☐ No ☒	118086	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 ☐

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
NEWPORT RETIREMENT SERVICES, INC.	15 60	118086

(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.
MERRILL LYNCH PIERCE FENNER & SMITH 13-5674085	REVENUE SHARING USED TO OFFSET PLAN INVOICES

(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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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code

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103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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d Entity
code

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103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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103-12 IE at end of year (see instructions)

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d Entity
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e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan VEOLIA TRANSPORTATION ON DEMAND 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 VEOLIA TRANSPORTATION ON DEMAND	D Employer Identification Number (EIN) 36-4592824	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	225957	309400
(9) Value of interest in common/collective trusts	1c(9)	1042369	1003510
(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)	6123327	8917698
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7391653	10230608

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7391653	10230608
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	528	
(B) Participants	2a(1)(B)	1688242	
(C) Others (including rollovers)	2a(1)(C)	230292	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		1919062
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)	14395	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14395
(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)	351699	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		351699
(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)		8544
(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)		1096304
c Other income	2c		142333
d Total income. Add all income amounts in column (b) and enter total	2d		3532337

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	916406	
(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)		916406
f Corrective distributions (see instructions)	2f		28750
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)	20229	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		20229
j Total expenses. Add all expense amounts in column (b) and enter total	2j		965385

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2566952
l Transfers of assets:			
(1) To this plan	2l(1)		272003
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan VEOLIA TRANSPORTATION ON DEMAND 401K PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 VEOLIA TRANSPORTATION ON DEMAND				D Employer Identification Number (EIN) 36-4592824	
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): 27-1228437					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

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: 0.0% 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): _____

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2013 AND 2012

**VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
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DECEMBER 31, 2013 AND 2012**

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INDEPENDENT AUDITORS' REPORT

Plan Trustee
Veolia Transportation on Demand 401(k) Plan
Scottsdale, Arizona

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Veolia Transportation on Demand 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules 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 Wilmington Trust and John Hancock Life Insurance Company (U.S.A.), the trustees 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 Wilmington Trust held the Plan's investment assets and executed investment transactions from December 1, 2012 to December 31, 2013, and that John Hancock Life Insurance Company (U.S.A.) held the Plan's investment assets and executed investment transactions for the period January 1, 2012, to November 30, 2012. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

Phoenix, Arizona
September 24, 2014

**VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012**

ASSETS

	<u>2013</u>	<u>2012</u>
PARTICIPANT - DIRECTED INVESTMENTS	\$ 9,926,914	\$ 7,194,133
RECEIVABLES		
Notes receivable from participants	309,400	225,957
Participant revenue credits receivable	44,477	-
Participants	<u>-</u>	<u>26,020</u>
Total receivables	<u>353,877</u>	<u>251,977</u>
Total assets	10,280,791	7,446,110

LIABILITIES

CORRECTIVE DISTRIBUTIONS PAYABLE	<u>-</u>	<u>28,707</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 10,280,791</u></u>	<u><u>\$ 7,417,403</u></u>

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

**VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income:		
Net appreciation in fair value of investments	\$ 1,104,835	\$ 476,989
Interest income	328,981	125,887
	<u>1,433,816</u>	<u>602,876</u>
Net investment income		
	<u>14,395</u>	<u>12,492</u>
Interest income from notes receivable from participants		
	<u>186,810</u>	<u>-</u>
Participant revenue credits		
Contributions:		
Participants	1,662,222	634,463
Company	528	-
Rollovers	230,292	176,412
	<u>1,893,042</u>	<u>810,875</u>
Total contributions		
	<u>3,528,063</u>	<u>1,426,243</u>
Total additions to net assets		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	916,449	766,714
Corrective distributions	-	28,707
Administrative expenses	20,229	35,892
	<u>936,678</u>	<u>831,313</u>
Total deductions from net assets		
NET INCREASE	2,591,385	594,930
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	7,417,403	5,260,613
ASSETS TRANSFERRED INTO THE PLAN	<u>272,003</u>	<u>1,561,860</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 10,280,791</u>	<u>\$ 7,417,403</u>

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

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the Veolia Transportation on Demand 401(k) Plan (Plan) provides only general information. Participants and others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, established on August 1, 1997, is a defined contribution plan covering all employees of Veolia Transportation on Demand (referred to hereafter as the Company or Plan Sponsor). The Plan excludes non-resident aliens and employees covered under certain collective bargaining agreements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2012, the Plan Sponsor acquired three subsidiaries and transferred assets into the Plan. Yellow Cab Company of Colorado Springs 401(k) Plan and Unified Dispatch, LLC 401(k) Plan merged with this Plan effective January 1, 2012, where \$133,113 and \$167,284 was wire transferred into the Plan on April 3, 2012, and August 16, 2012, respectively. YC Holdings, Inc. 401(k) Plan merged with this Plan effective December 3, 2012, at which time \$1,261,463 was wire transferred into the Plan.

Eligibility

The Plan is available to all eligible employees of the Company. Employees are eligible for participation in the Plan at 21 years of age and on the first day of the Plan year quarter after completion of 90 days of service.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may, at its discretion, elect to make a matching contribution or profit sharing contribution to the Plan. There were no Company matching or profit sharing contributions for the years ended December 31, 2013 and 2012.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

**VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's and Company's contributions and an allocation of Plan earnings or losses. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided by the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company matching and profit sharing contribution portion of their accounts, plus actual earnings thereon, is based on years of credited service. A participant is 100% vested after six years of credited service. Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and bear interest at the prime rate plus 2.00%. Principal and interest is paid ratably through payroll deductions.

Participants' Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in one percent increments in any of several investment options.

Benefit Payments

Upon termination of service, death, disability, or retirement, a participant may elect to receive the value of the vested interest in his or her account in the form of a lump sum distribution. The Plan allows for in-service distributions if a participant reaches age 59½ and hardship distributions subject to Plan provisions. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the Plan administrator will authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between \$1,000 and \$5,000, the Plan Sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name.

Forfeited Accounts

Forfeited non-vested accounts are first used to reduce administrative expenses and then are used to reduce future Company contributions. Forfeited non-vested accounts as of December 31, 2013 and 2012 totaled \$3,355 and \$0, respectively. There were no forfeitures used to pay administrative expenses for the years ended December 31, 2013 and 2012. There were no forfeitures used to reduce Company contributions for the years ended December 31, 2013 and 2012.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

Participant Revenue Credits

During 2013, the Plan entered into a Participant Revenue Credit Agreement which is allocated to all participant accounts. The Plan received \$188,810 in participant credits in 2013, of which \$44,477 is recorded as a receivable as it was not credited back to the Plan until 2014.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method 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 net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2013 and 2012, contract value approximated fair value and therefore, no adjustment is reflected in the accompanying statements of net assets available for benefits. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for fully benefit – responsive investment contracts.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in accordance 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

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

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

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The expenses necessary to administer the Plan are paid from Plan assets. Administrative expenses are comprised of broker's fees and other general administrative fees, which are assessed by both the Plan's Trustees and Third Party Administrator.

Subsequent Events

The Plan has evaluated subsequent events through September 24, 2014, the date the financial statements were available to be issued.

NOTE 3 INVESTMENTS

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustees have certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

- a. Participant-directed investments as shown in the accompanying statements of net assets available for benefits of \$9,926,914 and \$7,194,133 as of December 31, 2013 and 2012, respectively.
- b. Notes receivable from participants as shown in the accompanying statements of net assets available for benefits of \$309,400 and \$225,957 as of December 31, 2013 and 2012, respectively.
- c. Net investment income as shown in the accompanying statements of changes in net assets available for benefits of \$1,433,816 and \$602,876 for the years ended December 31, 2013 and 2012, respectively.
- d. Interest income from notes receivable from participants as shown in the accompanying statements of changes in net assets available for benefits of \$14,395 and \$12,492 for the years ended December 31, 2013 and 2012, respectively.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 3 INVESTMENTS (CONTINUED)

The fair value of individual investments that represented 5 percent or more of the Plan's net assets available for benefits as of December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Blackrock Equity Dividend	\$ 911,132	\$ 672,057
Blackrock S&P Stock-Inst	525,373	*
MFS International Value	890,859	496,089
MFS Research Bond	562,491	567,595
Oppenheimer Developing Markets	*	427,950
Prudential Jennison Growth	527,350	*
Wells Fargo Adv Discovery	632,774	390,541
Riversource Stable Capital F	1,003,510	1,042,369

* Investment does not meet the 5 percent of the Plan's net assets available for benefits threshold at year-end.

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,104,835 and \$476,989, respectively, as follows:

	<u>2013</u>	<u>2012</u>
Mutual Funds	\$ 1,096,305	\$ 476,989
Stable Value Fund	8,530	-
Total	<u>\$ 1,104,835</u>	<u>\$ 476,989</u>

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE 4 FAIR VALUE MEASUREMENTS

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

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the net asset value of shares held by the Plan based on the New York Stock Exchange at the close of each day.

Stable value fund: Valued based on the contractual terms of the underlying assets; provides a daily mil-rate for income accretion.

Amounts for investments above, valued at the net asset value (NAV), present the fair market value at the date of valuation. These investments may be redeemed for less than the value stated below.

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

Following is a description of the nature and risks of the categories of assets by major security type.

International funds: These primarily invest in securities of issuers outside the United States that the advisor believes has potential for growth. Most funds divide their assets among a dozen or more developed markets, and the remainder in emerging markets.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

Large cap funds: Includes investments that seek to provide long-term growth of capital and income through primarily investing in common stocks. Blend funds contain investments representative of the overall stock market in size, growth rates, and price. Value funds focus on investing in big companies that are less expensive or growing more slowly than other stocks. Growth funds invest in big companies that are projected to grow faster than other large cap stocks.

Mid cap funds: These investments seek capital appreciation primarily through investing in medium-sized companies or a combination of stocks from companies of all sizes. Blend funds contain investments of various sizes and characteristics and typically avoid high-priced growth stocks. Value funds focus on investing in stocks that are less expensive or growing more slowly than other stocks. Growth funds invest in stocks that are projected to grow faster than other mid cap stocks.

Small cap funds: This category includes investments in stocks of small companies and seeks long-term capital growth. The funds aim to replicate the results of indices such as the S&P Small Cap 600 Index or Russell 2000 Index.

Intermediate government funds: The fund normally invests at least 80% of its assets in a diversified portfolio of securities of varying maturities issued by the Government National Mortgage Association ("GNMA"), which may be represented by forwards or derivatives such as options, futures contracts or swap agreements.

Balanced funds: Provides both capital appreciation and income by investing among a diversified mix of debt and equity securities. Moderate allocation balanced funds have a higher concentration in stocks, and conservative allocation balanced funds have higher concentration in bonds and cash.

Bond funds: Generates a high level of current income consistent with prudent investment risk by normally investing at least 80% of its assets in diversified bonds.

Stable value funds: Include investments that deliver safety and stability by preserving principal and accumulated earnings. They are similar to money market funds but offer considerably higher returns. Their returns make them comparable to intermediate bonds minus the volatility.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 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				
	Level 1	Level 2	Level 3	Total
Mutual funds				
International funds	\$ 2,517,332	\$ -	\$ -	\$ 2,517,332
Large cap funds	3,050,796	-	-	3,050,796
Mid cap funds	1,395,509	-	-	1,395,509
Small cap funds	761,852	-	-	761,852
Intermediate government funds	140,086	-	-	140,086
Balanced funds	276,363	-	-	276,363
Bond funds	781,466	-	-	781,466
Total mutual funds	8,923,404	-	-	8,923,404
Stable value fund	-	1,003,510	-	1,003,510
Total investments at fair value	\$ 8,923,404	\$ 1,003,510	\$ -	\$ 9,926,914

2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
International funds	\$ 1,762,073	\$ -	\$ -	\$ 1,762,073
Large cap funds	2,180,263	-	-	2,180,263
Mid cap funds	866,332	-	-	866,332
Small cap funds	407,295	-	-	407,295
Intermediate government funds	110,370	-	-	110,370
Balanced funds	158,323	-	-	158,323
Bond funds	667,108	-	-	667,108
Total mutual funds	6,151,764	-	-	6,151,764
Stable value fund	-	1,042,369	-	1,042,369
Total investments at fair value	\$ 6,151,764	\$ 1,042,369	\$ -	\$ 7,194,133

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

The following table summarizes investments measured at fair value based on NAV (or its equivalent) per share as of December 31:

<u>Investment</u>	<u>2013</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable value fund	\$ 1,003,510	\$ -	Immediate	None

<u>Investment</u>	<u>2012</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable value fund	\$ 1,042,369	\$ -	Immediate	None

NOTE 5 RELATED PARTY TRANSACTIONS

Wilmington Trust became the trustee effective December 1, 2012 through December 31, 2013. John Hancock Life Insurance Company (U.S.A.) acted as the Plan's trustee and Boyce & Associates, Inc. acted as recordkeeper for the Plan for the period January 1, 2012 through November 30, 2012.

Some of the Plan's investments were mutual funds or money market funds managed by John Hancock Life Insurance Company (U.S.A.) who was the trustee as defined by the Plan and, therefore, these transactions qualified as party-in-interest transactions.

NOTE 6 PLAN TERMINATION

Although the Company has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

NOTE 7 EXCESS CONTRIBUTIONS

To satisfy the relevant nondiscrimination provisions for the Plan for the years ended December 31, 2013 and 2012, the Plan distributed \$0 and \$28,707, respectively, of excess deferral contributions to certain active participants. These excess deferral contributions were made in 2013.

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 8 TAX STATUS

An Internal Revenue Service opinion letter, dated March 31, 2008, states that the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and operating in compliance with the applicable requirement of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 RISK AND UNCERTAINTIES

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

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

Net assets available for benefits per the financial statements at fair value

Net assets available for benefits per the financial statements at fair value	\$ 10,280,791
Participant revenue credits receivable for 2013 paid in 2014	(44,477)
Dividends declared in 2013 paid in 2014	(5,706)

Net assets available for benefits per Form 5500	<u>\$ 10,230,608</u>
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Change in net assets available for benefits per the financial statements	\$ 2,591,385
Dividends declared in 2012 paid in 2013	28,437
Participant contributions receivable for 2012 paid in 2013	26,020
Corrective distributions for 2012 paid in 2013	(28,707)
Participant revenue credits receivable for 2013 paid in 2014	(44,477)
Dividends declared in 2013 paid in 2014	(5,706)

Change in net assets available for benefits per Form 5500	<u>\$ 2,566,952</u>
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VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

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

Net assets available for benefits per the financial statements at fair value	\$ 7,417,403
Dividends declared in 2012 paid in 2013	(28,437)
Participant contributions receivable for 2012 paid in 2013	(26,020)
Corrective distributions for 2012 paid in 2013	<u>28,707</u>
Net assets available for benefits per Form 5500	<u>\$ 7,391,653</u>
Change in net assets available for benefits per the financial statements	\$ 594,930
Dividends declared in 2012 paid in 2013	(28,437)
Reclassification of transfers into the plan to rollover contributions	(176,412)
Participant contributions receivable for 2012 paid in 2013	(26,020)
Additional contributions as a result of error in contribution calculation	2,300
Corrective distributions for 2012 paid in 2013	28,707
Corrective distributions for 2011 paid in 2012	<u>(8,071)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 386,997</u>

This information is an integral part of the accompanying financial statements.

SUPPLEMENTARY INFORMATION

VEOLIA TRANSPORTATION ON DEMAND 401(k) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 36-4592824 – Plan Number 001
December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Blackrock	Equity Dividend	**	\$ 911,132
	Blackrock	S&P 500 Stock Institutional	**	525,373
	First Eagle	First Eagle Global	**	477,985
	Goldman Sachs	Small Cap Value	**	373,943
	ING	Global Real Estate	**	261,942
	IVY	Balanced Fund	**	276,363
	IVY	Energy Fund	**	168,682
	IVY	High Income Y	**	283,190
	IVY	Science and Technology Y	**	217,026
	Janus	Triton Fund A	**	387,909
	MFS	International Value	**	890,859
	MFS	International Growth	**	324,054
	MFS	Research Bond	**	562,491
	Oppenheimer	Developing Markets	**	430,888
	PIMCO	GNMA A	**	140,086
	PIMCO	Real Return Bond	**	242,494
	PIMCO	Stockplus A	**	487,372
	Prudential	Jennison Growth	**	527,350
	Riversource	Stable Capital F	**	1,003,510
	RS Investments	Global Natural Resources	**	75,934
	Templeton	Global Bond A	**	255,782
	Wells Fargo	Adv Discovery	**	632,774
	Wells Fargo	Adv Spec Md Cp Val	**	469,775
*	Notes receivable from participants	Maturity dates range from May 2014 to November 2019 with interest rates of 4.25% to 8.00%	-	<u>309,400</u>
Total				<u><u>\$10,236,314</u></u>

* Represents a party-in-interest to the Plan.

** Participant-directed investments.

See independent auditors' report on supplementary information.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Veolia Transportation on Demand 401(k) Plan

Employer Identification Number: ► 36-4592824

For plan year (beginning/ending): ► 01/01/2013-12/31/2013

Plan number: ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	JANUS TRITON FUND A	Mutual Fund		387,909
	GOLDMAN SACHS SMALL CAP VALUE	Mutual Fund		373,943
	WELLS FARGO ADV DISCOVERY	Mutual Fund		632,774
	WELLS FARGO ADV SPEC MD CP VAL	Mutual Fund		469,775
	OPPENHEIMER DEVELOPING MARKETS	Mutual Fund		430,888
	MFS INTERNATIONAL GROWTH	Mutual Fund		324,054
	MFS INT'L VALUE	Mutual Fund		890,794
	BLACKROCK EQUITY DIVIDEND	Mutual Fund		911,132
	BLACKROCK S&P STOCK	Mutual Fund		525,372
	PIMCO STOCKPLUS A	Mutual Fund		487,372
	PRUDENTIAL JENNISON GROWTH	Mutual Fund		527,350
	IVY BALANCED	Mutual Fund		275,851
	ING GLOBAL REAL ESTATE	Mutual Fund		260,423
	FIRST EAGLE GLOBAL	Mutual Fund		477,985
	IVY HIGH INCOME Y	Mutual Fund		281,594
	TEMPLETON GLOBAL BOND A	Mutual Fund		255,782
	PIMCO REAL RETURN BOND	Mutual Fund		242,340
	PIMCO GNMA A	Mutual Fund		139,723
	MFS RESEARCH BOND	Mutual Fund		560,995
	RIVERSOURCE STABLE CAPITAL F	Common Collective Trust		1,003,510
	RS GLOBAL NATURAL RESOURCES	Mutual Fund		75,934
	IVY SCIENCE & TECHNOLOGY Y	Mutual Fund		217,026
	IVY ENERGY	Mutual Fund		168,682
	LOAN FUND	Various Maturity Dates and Various Interest Rates		309,400