

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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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	THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>01/01/1985</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	THE W.W. WILLIAMS CO. 835 WEST GOODALE BOULEVARD COLUMBUS, OH 43212	2b Employer Identification Number (EIN) <u>31-4343230</u> 2c Sponsor's telephone number <u>614-228-5000</u> 2d Business code (see instructions) <u>811110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	KELLY TURLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	WILLIAM WILLIAMS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	1078
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	906
b Retired or separated participants receiving benefits		6b	7
c Other retired or separated participants entitled to future benefits.....		6c	109
d Subtotal. Add lines 6a , 6b , and 6c		6d	1022
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	1024
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1012
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	46
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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>THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE W.W. WILLIAMS CO.</u>	D Employer Identification Number (EIN) <u>31-4343230</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	51270	Yes ☒ No ☐	Yes ☒ No ☐	0	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALGER SM CAP GR IS I - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ SMCPLV ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APPR INST - HARBOR SERV 34-1953399	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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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 THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE W.W. WILLIAMS CO.	D Employer Identification Number (EIN) 31-4343230	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 94-6751924-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4381789
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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) 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 <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE W.W. WILLIAMS CO.</u>		D Employer Identification Number (EIN) <u>31-4343230</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	37020	0
(2) Participant contributions	1b(2)	125138	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1406612	1672961
(9) Value of interest in common/collective trusts	1c(9)	4885913	4381789
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	34648934	40863013
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	41103617	46917763

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41103617	46917763
---	-----------	----------	----------

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)	1376440	
(B) Participants	2a(1)(B)	2841520	
(C) Others (including rollovers)	2a(1)(C)	85900	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4303860
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	65169	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		65169
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1140901	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1140901
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		54414
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6370865
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		11935209

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6068454	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		6068454
f Corrective distributions (see instructions).....	2f		1325
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	51284	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		51284
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6121063

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5814146
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: **HIRTH, NORRIS AND GARRISO, LLP**

(2) EIN: **31-1158488**

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE W.W. WILLIAMS CO.</u>	D Employer Identification Number (EIN) <u>31-4343230</u>

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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

THE W.W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
EIN: 31-4343230 PN: 002
LINE 4i, SCHEDULE H, FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 2013

(a)	Identity of Issuer (b)	Description of Investment (c)	Cost (d)	Current Value (e)
Mutual Funds				
	Pimco Funds	321,471 shrs PIMCO Total Return Fund	\$ 3,491,800	\$ 3,436,527
	Alger Institutional Funds	105,894 shrs Alger Small Cap Growth Fund	2,718,973	3,053,977
	Harbor Funds	19,838 shrs Harbor Capital Appreciation Fund	721,566	1,124,599
	Dodge & Cox	32,570 shrs Dodge & Cox Stock Fund	3,811,160	5,500,163
	Wells Fargo	91,823 shrs Wells Fargo Stable Value Fund, Class M	4,302,925	4,381,789
	Allianz Funds	53,836 shrs Allianz NFJ Small Cap Value Fund	1,547,333	1,781,447
*	Fidelity Investments	108,375 shrs Fidelity Diversified International Fund	3,129,209	4,000,111
*	Fidelity Investments	11 shrs Fidelity Freedom 2020 Fund	168	172
*	Fidelity Investments	120019 shrs Fidelity Spartan 500 Index Fund	5,950,612	7,860,012
*	Fidelity Investments	29,792 shrs Fidelity Freedom Index Inc. CI W Fund	329,821	333,376
*	Fidelity Investments	26,319 shrs Fidelity Freedom Index 2000 CI W Fund	293,159	298,194
*	Fidelity Investments	14,022 shrs Fidelity Freedom Index 2005 CI W Fund	164,963	172,889
*	Fidelity Investments	103,611 shrs Fidelity Freedom Index 2010 CI W Fund	1,248,015	1,335,543
*	Fidelity Investments	76,173 shrs Fidelity Freedom Index 2015 CI W Fund	928,851	998,627
*	Fidelity Investments	320,128 shrs Fidelity Freedom Index 2020 CI W Fund	3,977,578	4,321,728
*	Fidelity Investments	45,626 shrs Fidelity Freedom Index 2025 CI W Fund	581,246	644,244
*	Fidelity Investments	153,302 shrs Fidelity Freedom Index 2030 CI W Fund	1,949,958	2,206,015
*	Fidelity Investments	64,240 shrs Fidelity Freedom Index 2035 CI W Fund	837,636	954,611
*	Fidelity Investments	75,943 shrs Fidelity Freedom Index 2040 CI W Fund	987,871	1,134,592
*	Fidelity Investments	38,925 shrs Fidelity Freedom Index 2045 CI W Fund	510,665	586,605
*	Fidelity Investments	60,308 shrs Fidelity Freedom Index 2050 CI W Fund	796,280	914,873
*	Fidelity Investments	17,231 shrs Fidelity Freedom Index 2055 CI W Fund	185,418	204,708
		Total Investments		<u>\$ 45,244,802</u>

* denotes party in interest.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST

FINANCIAL STATEMENTS

* * * * *

DECEMBER 31, 2013 AND 2012

C O N T E N T S

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STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	6
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SUPPLEMENTAL SCHEDULES	
Schedules of Assets Held for Investment	15



Partners

JAMES E. NORRIS, CPA
JODI L. GARRISON, CPA
TIMOTHY R. HARRIS, CPA

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
The W. W. Williams Company
Employee Savings Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The W. W. Williams Company Employee Savings Plan and Trust, 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

2425 Old Stringtown Road • Grove City, Ohio 43123-2919
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INDEPENDENT AUDITOR'S REPORT
(Continued)

Disclaimer of Opinion

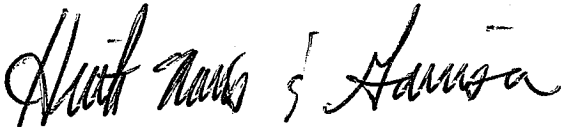
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held for investment and reportable transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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



Grove City, Ohio
September 30, 2014

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Contributions receivable	\$ 0	\$ 162,158
Investments – at fair value		
Mutual funds	45,244,802	39,534,847
Participant loans	<u>1,672,961</u>	<u>1,406,612</u>
Total investments	<u>46,917,763</u>	<u>40,941,459</u>
Total assets	46,917,763	41,103,617
LIABILITIES	<u>0</u>	<u>0</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 46,917,763</u>	<u>\$ 41,103,617</u>

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

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
INCREASES		
Contributions		
Employer matching contributions	\$ 880,076	\$ 809,463
Employer profit sharing contributions	495,239	494,168
Employee compensation deferrals, roth and rollover contributions	2,928,546	2,864,805
Investment income		
Interest income – participant loans	65,944	58,043
Dividend income – mutual funds	1,153,434	1,124,256
Realized gain on sale of mutual funds	732,525	1,873,869
Unrealized appreciation of mutual funds	<u>5,679,443</u>	<u>1,273,976</u>
Total investment income	<u>7,631,346</u>	<u>4,330,144</u>
Total increases	11,935,207	8,498,580
DECREASES		
Benefits paid	6,069,778	2,665,662
Administrative fees	<u>51,283</u>	<u>49,740</u>
Total decreases	<u>6,121,061</u>	<u>2,715,402</u>
CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	5,814,146	5,783,178
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>41,103,617</u>	<u>35,320,439</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u>\$ 46,917,763</u>	<u>\$ 41,103,617</u>

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

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The W. W. Williams Company Employee Savings Plan and Trust (Plan), is a defined contribution 401(k) profit sharing plan which was formed, effective January 1, 1985, for the purpose of providing retirement benefits to employees of The W. W. Williams Company (Plan sponsor).

The Plan provides the opportunity for participants to make before-tax (401(k)) compensation reduction contributions under the guidelines provided by Internal Revenue service regulations. In addition, participants may make rollover deposits to the Plan from other qualified plans and after tax or "Roth" contributions.

All employees are eligible to participate in the 401(k) contribution portion of the plan after completion of three months of service. Voluntary compensation reduction contributions are based on whole percentages (maximum 60%) or a specified dollar amount (not to exceed 60%) of a participant's compensation. However, total deferrals by a participant in any calendar year may not exceed a dollar limit set by law (\$17,500 for 2013 and \$17,000 for 2012). Participants who are at least 50 years old by the end of the year may make special "catch-up" contributions. The limit for "catch-up" contributions was \$5,500 in both 2013 and 2012. The dollar limits for basic and "catch-up" compensation reduction contributions will be increased in future years for cost of living changes. Participating employees may also make after tax or "Roth" contributions to the Plan. Roth contribution limits in 2013 and 2012 were \$5,500 and \$5,000 (\$6,500 and \$6,000 for employees age 50 and older).

The Plan sponsor makes a matching contribution on behalf of all participants who make compensation reduction contributions if at least one year of service has been completed (a year of service is 1,000 or more hours worked). The matching contribution is equal to 50% of the first 5% of compensation a participant contributes to the Plan and is calculated on a per pay basis. Matching contributions are not made on "catch up" contributions.

The Plan sponsor may make discretionary non-elective contributions to the Plan. In order to participate in employer non elective contributions an employee must have completed at least 1,000 hours of service and be employed on the last day of the year. Discretionary contributions are allocated to eligible employees based primarily on compensation levels. But an employee's age and years of service at the end of the Plan year are also considered when allocating discretionary contributions.

Participants elect to allocate contributions between twenty-one available funds, each fund providing different investment objectives and degrees of risk. The Plan also provides for loans to participants subject to Internal Revenue Service limitations. The notes bear a reasonable rate of interest as determined by the Plan trustee and are payable up to a period of five years, with the exception of loans related to purchase of principal residences which may be payable for a period up to 10 years.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

Participant account balances are fully vested at all times in salary reduction contributions, rollover contributions and earnings thereon. Plan sponsor (employer) matching and discretionary contributions and earnings thereon vest in accordance with the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 3	0%
3	100%

Forfeited Accounts

Forfeitures can be allocated to the employer matching contribution account of the eligible participants who are employed at the time of reallocation. In addition, forfeitures may be used to pay plan expenses. The Plan had \$28,199 and \$32,459 in forfeitures in 2013 and 2012 respectively.

Withdrawals

Amounts can only be withdrawn from the Plan upon terminating employment, attaining age 59 1/2, or demonstrating financial hardship, subject to guidelines prescribed by the Internal Revenue Service.

Participant Accounts

Participants may change their investment options by contacting Fidelity Management Trust Company directly via telephone or computer. An account is maintained for each participant. The account balances are adjusted:

- For a pro rata share of investment income, expenses, gains and losses based on fund activity and the number of units held in the applicable fund.
- For before tax compensation reduction contributions made by the participant, rollover contributions from other qualified plans and after tax or "Roth" contributions.
- For plan sponsor discretionary contributions, if any, and compensation matching contributions made by the sponsor.
- For distributions to the participant.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 2 - ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. Assets of the Plan are stated at current fair values. The fair values of mutual funds are as reported by the trustee (Note 4) at year-end. Investment income is recorded when earned. Benefits and other expenses are recognized when paid. The Plan sponsor's discretionary profit sharing contributions are recognized by the Plan in the year received by the Plan.

Estimates

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

Valuation of Investments on Income Earned

Investments in mutual funds are valued by the trustee of the Plan and participant loans are valued at their respective principal balances at year-end. Net investment income includes gains and losses on mutual funds sold during the year as well as unrealized gains and losses on mutual funds still held.

Receivables

Employer matching contributions declared but not funded at year end are reflected as receivables. Employee contributions received but not remitted to the trustee at year end are reflected as receivables. Employer profit sharing contributions declared, but not paid until after year end are reflected as receivables. Historically, all contributions declared or received by the employer have been remitted in a timely fashion in accordance with rules and regulations prescribed by the DOL and IRS. Accordingly, no provision for bad debts is maintained or recorded.

NOTE 3 - LOANS RECEIVABLE FROM PARTICIPANTS

The Plan provides for loans to participants subject to Internal Revenue Service limitations. The notes bear a reasonable rate of interest as determined by the Plan trustee and are payable up to a period of five years, with the exception of loans related to purchase of principal residences which may be payable for a period up to 10 years. Loans that become in default status are treated as distributions to the participants.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - INFORMATION SUPPLIED BY PLAN TRUSTEE

All information included in the accompanying financial statements and schedules, except employee contributions, employer matching contributions and employer profit sharing contributions have been prepared by or summarized from reports prepared by Fidelity Management Trust Company, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate. The trustee maintains separate accounts for each participant. It is the trustee's responsibility to invest a participant's funds as directed by the participant.

The following represents investments that were 5 percent or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
PIMCO Total Return Fund	\$ 3,436,527	\$ 4,256,943
Alger Small Cap Growth Fund	3,053,977	2,265,483
Dodge & Cox Stock Fund	5,500,163	3,846,092
Wells Fargo Stable Value Fund	4,381,789	4,885,913
Fidelity Diversified Int'l Fund	4,000,111	3,322,139
Spartan 500 Index Fund	7,860,012	6,458,412
Fidelity Freedom Index 2020 Fund	4,321,728	3,763,534

NOTE 5 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurements authoritative literature established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 3 inputs were not available.

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.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Level 2 – Inputs to the valuations methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs than quoted prices that are observable for the asset or liability; inputs that are derived principally from a 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.

Following is a description of the valuation methodologies used for assets measured at fair value. The methodologies used for 2013 were first adopted January 1, 2008, for valuation and disclosure purposes.

Mutual funds – Valued at the net asset value (NAV) of shares held by the plan at year-end.

Participant loans – Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2013.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 45,244,802	\$ 0	\$ 0	\$ 45,244,802
Participant loans	<u>0</u>	<u>0</u>	<u>1,672,961</u>	<u>1,672,961</u>
Total fair value	<u>\$ 45,244,802</u>	<u>\$ 0</u>	<u>\$ 1,672,961</u>	<u>\$ 46,917,763</u>

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

	<u>Participant Loans</u>
Beginning balance	\$ 1,406,612
Realized gains (losses)	0
Unrealized gains (losses)	0
Purchases, sales, issuances and settlements (net)	<u>266,349</u>
Ending balance	<u>\$ 1,672,961</u>

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds sponsored by Fidelity Investments "Fidelity". Fidelity Management Trust Company (FMTTC), the Plan trustee, is part of the "Fidelity" group of companies. Therefore, investments in "Fidelity" sponsored mutual funds qualify as party-in-interest.

Fees paid by the Plan sponsor to Fidelity for plan management services were \$5,000 in 2013 and \$0 in 2012. The Plan paid Fidelity fees of \$ 23,084 for 2013 and \$31,791 for 2012.

NOTE 7 - PLAN TERMINATION

Although it has not indicated an intent to do so, the Employer has the right to terminate the Plan. In the event of Plan termination, participant's accounts will be distributed in accordance with the Employee Retirement Income Security Act of 1974.

NOTE 8 - INCOME TAX STATUS

The Internal Revenue Service has ruled that the Plan qualifies as a tax-exempt plan under the applicable provisions of the Internal Revenue Code. The plan has been amended since receiving the exempt determination, however the plan administrator believes the plan continues to operate and qualify in accordance with IRC requirements. The Internal Revenue Service is the only taxing authority with jurisdiction over the Plan.

The Plan does not believe there are currently any tax positions which have a reasonable possibility of change from taxing authorities. Accrued interest and penalties associated with uncertain tax positions, if any, are recognized as part of administrative expenses. There were no taxes or accrued interest or penalties related to the income tax position of the Plan as of December 31, 2013.

NOTE 9 - EXPENSES PAID BY PLAN SPONSOR

Certain plan expenses incurred during the year are paid by the Plan sponsor. The Plan sponsor also provides and pays for administrative personnel who perform various functions for the Plan.

NOTE 10 - ALLOCATED NET ASSETS

Net assets available for benefits at December 31, 2013 and 2012, include \$4,330,233 and \$3,403,907 respectively allocated to the accounts of participants who as of or prior to those dates had terminated employment with the Plan sponsor and were awaiting distributions of their account balances.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 11 - PLAN AMENDMENTS

There were no amendments to the Plan in 2013 or 2012.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500, SCHEDULE H

The audited financial statements and form 5500 are in agreement.

NOTE 13 - SUBSEQUENT EVENTS

Subsequent events were evaluated through September 30, 2014, which is the date the statements were available to be issued.

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST

SUPPLEMENTAL INFORMATION

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DECEMBER 31, 2013 AND 2012

THE W.W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
EIN: 31-4343230 PN: 002
LINE 4i, SCHEDULE H, FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
Identity of Issuer		Description of Investment	Cost	Current Value
Mutual Funds				
Pimco Funds	321,471 shrs	PIMCO Total Return Fund	\$ 3,491,800	\$ 3,436,527
Alger Institutional Funds	105,894 shrs	Alger Small Cap Growth Fund	2,718,973	3,053,977
Harbor Funds	19,838 shrs	Harbor Capital Appreciation Fund	721,566	1,124,599
Dodge & Cox	32,570 shrs	Dodge & Cox Stock Fund	3,811,160	5,500,163
Wells Fargo	91,823 shrs	Wells Fargo Stable Value Fund, Class M	4,302,925	4,381,789
Allianz Funds	53,836 shrs	Allianz NFJ Small Cap Value Fund	1,547,333	1,781,447
* Fidelity Investments	108,375 shrs	Fidelity Diversified International Fund	3,129,209	4,000,111
* Fidelity Investments	11 shrs	Fidelity Freedom 2020 Fund	168	172
* Fidelity Investments	120019 shrs	Fidelity Spartan 500 Index Fund	5,950,612	7,860,012
* Fidelity Investments	29,792 shrs	Fidelity Freedom Index Inc. CI W Fund	329,821	333,376
* Fidelity Investments	26,319 shrs	Fidelity Freedom Index 2000 CI W Fund	293,159	298,194
* Fidelity Investments	14,022 shrs	Fidelity Freedom Index 2005 CI W Fund	164,963	172,889
* Fidelity Investments	103,611 shrs	Fidelity Freedom Index 2010 CI W Fund	1,248,015	1,335,543
* Fidelity Investments	76,173 shrs	Fidelity Freedom Index 2015 CI W Fund	928,851	998,627
* Fidelity Investments	320,128 shrs	Fidelity Freedom Index 2020 CI W Fund	3,977,578	4,321,728
* Fidelity Investments	45,626 shrs	Fidelity Freedom Index 2025 CI W Fund	581,246	644,244
* Fidelity Investments	153,302 shrs	Fidelity Freedom Index 2030 CI W Fund	1,949,958	2,206,015
* Fidelity Investments	64,240 shrs	Fidelity Freedom Index 2035 CI W Fund	837,636	954,611
* Fidelity Investments	75,943 shrs	Fidelity Freedom Index 2040 CI W Fund	987,871	1,134,592
* Fidelity Investments	38,925 shrs	Fidelity Freedom Index 2045 CI W Fund	510,665	586,605
* Fidelity Investments	60,308 shrs	Fidelity Freedom Index 2050 CI W Fund	796,280	914,873
* Fidelity Investments	17,231 shrs	Fidelity Freedom Index 2055 CI W Fund	185,418	204,708
		Total Investments		<u>\$ 45,244,802</u>

* denotes party in interest.