# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

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

**1a** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1997

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

THOMPSON/HANSON, INC.

1400 ANDERSON STREET
BELLAIRE, TX 77401-6098

**2b** Employer Identification Number (EIN)
76-0280457

**2c** Sponsor's telephone number
713-349-5223

**2d** Business code (see instructions)
541320

**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. | 10/10/2014 | GREGG THOMPSON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 188 |
| **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** | 161 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 14 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 175 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 175 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 50 |
| **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:
2A 2E 2F 2G 2J 2K 2T 3D

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

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

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

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

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON/HANSON, INC.

**D** Employer Identification Number (EIN)
76-0280457

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 39-0989781 | 86231 | 800775-000 | 50 | 01/01/2013 | 12/31/2013 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 8327 | 817 |

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

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

JHW FINANCIAL SERVICES, INC.
4340 REDWOOD HIGHWAY, #B-6
SAN RAFAEL, CA 94903

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 8327 | 0 | N/A | 3 |

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

MALCOLM THOMPSON & ASSOCIATES
19500 TX STATE HWY. 249, SUITE 570
HOUSTON, TX 77070

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 0 | 817 | TPA FEES | 5 |

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

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

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

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

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

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

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

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

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

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 98043 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 1741871 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 103224 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 687 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 1667 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | | | |
| | ▶ | | | | |
| | (6)Total additions | | | 7c(6) | 2354 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 105578 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | | | |
| | (2) Administration charge made by carrier | 7e(2) | 981 | | |
| | (3) Transferred to separate account | 7e(3) | 6209 | | |
| | (4) Other (specify below) | 7e(4) | 345 | | |
| | ▶ EXCESS CONTRIB REFUND | | | | |
| | (5) Total deductions | | | 7e(5) | 7535 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 98043 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

| | | | |
|---|---|---|---|
| **a** ☐ Health (other than dental or vision) | **b** ☐ Dental | **c** ☐ Vision | **d** ☐ Life insurance |
| **e** ☐ Temporary disability (accident and sickness) | **f** ☐ Long-term disability | **g** ☐ Supplemental unemployment | **h** ☐ Prescription drug |
| **i** ☐ Stop loss (large deductible) | **j** ☐ HMO contract | **k** ☐ PPO contract | **l** ☐ Indemnity contract |
| **m** ☐ Other (specify) ▶ | | | |

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | 0 |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | 0 |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

**A** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON/HANSON, INC.

**D** Employer Identification Number (EIN)
76-0280457

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

**(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)

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 52 62 64 67 | RECORDKEEPER | 11250 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

MALCOLM THOMPSON & ASSOCIATES

19500 TX STATE HIGHWAY 249
SUITE 570
HOUSTON, TX 77070

26-4203770

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 64 | RECORDKEEPER | 3297 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(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 |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **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.**

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

**A** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
THOMPSON/HANSON, INC.

**D** Employer Identification Number (EIN)
76-0280457

**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)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JANUS CAPITAL APPRECIATION RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-199 | P | 108888 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS MID GROWTH RE

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989782-425 | P | 684 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX RET OP

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989783-033 | P | 23234 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS SMALL CORE RE

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989784-034 | P | 1391 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MID CAP INDEX RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989785-036 | P | 67612 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SSGA U.S. BOND INDEX RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989786-037 | P | 19416 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2005 RET

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989787-047 | P | 16637 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2015 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989788-048 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2025 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989789-049 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55419 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2035 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989790-050 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27798 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2045 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989791-051 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49340 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - CON | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989792-052 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21195 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - MOD | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989793-053 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78230 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - MOD | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989794-054 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59925 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA ASSET ALLOCATION - GRO | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989795-055 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41918 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS EUROPACIFIC GROWTH R | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989796-068 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39940 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN MID CAP VALUE RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989797-074 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14134 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN REAL ESTATE SECURITIES RET O | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989798-075 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 501 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL CAP VALUE RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989799-078 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29606 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL-CAP VALUE INDEX RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989800-108 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 688 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2010 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989801-109 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94560 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2020 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989802-110 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 188585 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2030 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989803-111 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 110192 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2040 RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989804-112 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31007 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TOTAL STOCK MARKET INDEX R | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989805-114 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109275 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL VALUE RET O | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989806-131 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20748 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: ALGER SMALL CAP GROWTH RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989807-134 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5975 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS FUNDAMENTAL INVESTOR | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989808-236 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2013 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER FUNDAMENTAL VALUE RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989809-239 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8426 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY DIVIDEND RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989810-240 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43872 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP VALUE RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989811-241 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14769 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO MID CAP CORE EQUITY RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989812-245 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2263 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FUND OF AMERI | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989813-250 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 291285 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989814-255 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989815-258 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9668 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERSPECTIVE RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989816-259 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54513 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR EMERGING MARKETS R | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989817-288 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9668 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN CORE BOND RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989818-292 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11760 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN U.S. EQUITY RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989819-297 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8953 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA U.S. TREASURY INDEX RET OP

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989820-308 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1795 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN GENESIS RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989821-311 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18524 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989822-312 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24291 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2055 RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989822-505 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7002 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989822-626 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10135 |
|---|---|---|

**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) |
|---|---|---|

## 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 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 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 |

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON/HANSON, INC.

**D** Employer Identification Number (EIN)
76-0280457

## 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) | 1750 | 1793 |
| **(2)** Participant contributions | 1b(2) | 4194 | 4310 |
| **(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) | 39055 | 37035 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 1376593 | 1741892 |
| **(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) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 103224 | 98043 |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 1524816 | 1883073 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 1524816 | 1883073 |

## 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) | 48603 | |
| | **(B)** Participants | 2a(1)(B) | 116992 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 165595 |
| **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) | 1263 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 1263 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 324867 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 491725 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 115795 | |
| (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) | | 115795 |
| f Corrective distributions (see instructions) | 2f | | 3197 |
| 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) | 14476 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 14476 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 133468 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 358257 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: WEAVER AND TIDWELL, LLP **(2)** EIN: 75-0786316

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 250000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2013**

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

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

**A** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON/HANSON, INC.

**D** Employer Identification Number (EIN)
76-0280457

## 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): 39-0989781

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# THOMPSON/HANSON, INC. 401(K)

## FINANCIAL REPORT

## DECEMBER 31, 2013

# C O N T E N T S

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FINANCIAL STATEMENTS

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SUPPLEMENTAL SCHEDULE *

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) ..... 19

* All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Thompson/Hanson, Inc. 401(k) Plan

**Report on the Financial Statements**

We have audited the accompanying financial statements of Thompson/Hanson, Inc. 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, and the related notes to 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 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 Transamerica Life Insurance Company, the custodian of the Plan (the Custodian), except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held at End of Year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the 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 schedule referred to above.

**Report on Form and Content in Compliance With Department of Labor 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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 10, 2014

**THOMPSON/HANSON, INC. 401(k) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| **Investments, at fair value** | | |
| Pooled separate accounts | $ 1,741,893 | $ 1,376,593 |
| Stable value investments | 98,043 | 103,224 |
| **Total investments** | 1,839,936 | 1,479,817 |
| **Receivables** | | |
| Employer contribution | 1,793 | 1,750 |
| Participant contributions | 4,310 | 4,194 |
| Participant loans | 37,035 | 39,055 |
| **Total receivables** | 43,138 | 44,999 |
| **Total assets** | 1,883,074 | 1,524,816 |
| **LIABILITIES** | | |
| Excess contributions refundable to participants | 10,121 | 3,197 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 1,872,953 | $ 1,521,619 |

The Notes to Financial Statements are an integral part of these statements.

**THOMPSON/HANSON, INC. 401(K) PLAN**
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEAR ENDED DECEMBER 31, 2013**

| | | |
|---|---|---|
| **ADDITIONS** | | |
| Additions to net assets attributed to | | |
| Interest income on participant loans | $ | 1,263 |
| Net appreciation in fair value of investments | | 324,868 |
| **Total investment income** | | 326,131 |
| Contributions | | |
| Participants | | 106,871 |
| Employer | | 48,603 |
| **Total contributions** | | 155,474 |
| **Total additions** | | 481,605 |
| **DEDUCTIONS** | | |
| Deductions from net assets attributed to | | |
| Benefits paid to participants | | 115,795 |
| Administrative expenses | | 14,476 |
| **Total deductions** | | 130,271 |
| **Net increase** | | 351,334 |
| **NET ASSETS AVAILABLE FOR BENEFITS, beginning of year** | | 1,521,619 |
| **NET ASSETS AVAILABLE FOR BENEFITS, end of year** | $ | 1,872,953 |

The Notes to Financial Statements are an integral part of this statement.

**THOMPSON/HANSON, INC. 401(k) PLAN**
**NOTES TO FINANCIAL STATEMENTS**

## NOTE 1. DESCRIPTION OF THE PLAN

The following brief description of the Thompson/Hanson, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan was adopted by Thompson/Hanson, Inc. (the Company or the Employer) on January 1, 1997. The Plan is a defined contribution plan covering all employees of the Company who have been employed for six consecutive months and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Effective January 1, 2010, the Plan adopted provisions of the Malcolm Thompson and Associates Volume Submitter 401(k) Profit Sharing Plan. Effective January 1, 2011, three employers under the same controlled group were added to the Plan as participating employers.

The Plan consists of pooled separate accounts and a guaranteed investment contract with Transamerica Life Insurance Company (Transamerica or the Custodian). Contributions to the Plan, including participant salary deferrals, matching contributions, and rollovers from other plans, can be invested in any fund or combination of funds included in the Plan and are participant directed. A participant may change his or her investment options at any time via a telephone service or the internet, once enrolled.

Transamerica serves as the custodian of the Plan's investments and has provided certifications as to the completeness and accuracy of the information provided to the Plan sponsor. Accordingly, the Plan has elected to instruct the auditors not to perform any auditing procedures with respect to the information prepared and certified by the Custodian, pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA. This limited scope exemption applies only to the Plan's investment assets, income and related transactions and supplemental schedule of assets, excluding participant loans.

### Contributions

Each year, a participant may contribute a portion of their compensation, in specified whole percentages or dollar amounts, not to exceed the deferral limitation as specified in section 402(g) of the Internal Revenue Code (IRC). The deferral limitation is $17,500 for the year ended December 31, 2013. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides that the Company may make a discretionary matching contribution to all eligible participants. The discretionary matching contribution is a uniform percentage, as determined by the Company, of participant contributions. For 2013, matching contributions were 50% of each participant's contribution up to a maximum of 6% of the participant's salary.

## NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

### Contributions – Continued

The Company may also elect to make a non-elective, discretionary contribution, allocated based on compensation, in addition to the discretionary matching contribution. For 2013, the Company did not make a non-elective, discretionary contribution to the Plan.

The Economic Growth and Tax Relief Reconciliation Act of 2001 includes a "catch up" provision for employee benefit plans. This provision became effective as of January 1, 2002, and allows employees who are 50 years old or older and who contributed the maximum amount allowed by law to their account to contribute an additional $5,500 for the year ended December 31, 2013.

### Participant Accounts

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

### Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100 percent vested after five years of credited service, except that upon death or total permanent disability, the participant becomes 100 percent vested.

### Participant Loans

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 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25 percent to 6 percent, which are commensurate with local prevailing rates as determined by the Plan administrator.

Participant loans must be payable within a period not exceeding five years from the date the participant received the loan, unless the loan is for the purchase of the participant's principal residence, in which case the loan must be payable within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans. Loan repayments must be made through payroll withholding, except to the extent the Plan administrator determines payroll withholding is not practical, given the level of the participant's wages, the frequency with which the participant is paid, or other circumstances.

## NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

### Payment of Benefits

On termination of services due to death, disability, retirement, or any other reason, a participant may elect to either receive a lump-sum distribution of the entire value of his or her vested account balance, or a single sum distribution of a portion of his or her vested account balance. Payment of benefits may be made in installments to satisfy required minimum distribution amounts.

The Plan allows hardship withdrawals in accordance with IRC regulations. Among other things, the withdrawal must be necessary in light of immediate and heavy financial needs of the employee and is limited to certain purposes.

### Forfeitures

Nonvested benefits of terminated participants are forfeited. Forfeitures may first be used to pay administrative expenses and then used to reduce Employer contributions. At 2013 and 2012, forfeited non-vested accounts totaled $10,898 and $11,286, respectively. Forfeitures totaling $818 were applied to administrative expenses for the year ended December 31, 2013.

## NOTE 2. SUMMARY OF 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 Plan participates in a group annuity contract with Transamerica via an investment in the Stable Value Advantage Option. The Statements of Net Assets Available for Benefits present 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 (if necessary). The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. As of December 31, 2013 and 2012, fair value approximates contract value. Therefore, no adjustment to contract value is necessary.

## NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

### Use of Estimates

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

### Investment Valuation and Income Recognition

The Plan's investments are stated 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 5 for discussion of fair value measurements.

All investments in the Plan are participant directed. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded when paid. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### Participant Loans

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant loans is recorded when earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

### Payment of Benefits

Benefits are recorded when paid.

### Administrative Expenses

All reasonable expenses related to the Plan administration will be paid from Plan assets, except to the extent the expenses are paid by the Company.

### Excess Contributions Refundable to Participants

To satisfy the relevant non-discrimination provisions of the Plan, the Plan recorded a liability of $10,121 and $3,197 as of December 31, 2013 and 2012, respectively, with a corresponding reduction to contributions from participants. The Plan refunded the above amounts to Plan participants within 2 ½ months of year end.

## NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

### New Accounting Pronouncements

In May 2011, FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.* The objective of this update is to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards (IFRSs), by changing the wording used to describe many of the requirements in GAAP for measuring fair value and disclosing information about fair value measurements. The amendments include those that clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The Plan adopted the amendments codified by ASU 2011-04 effective January 1, 2012, which did not have a material impact on the Plan's financial statements or disclosures.

## NOTE 3. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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 Custodian has certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate as of December 31, 2013 and 2012 and for the year ended December 31, 2013:

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value | | |
| Pooled separate accounts | $ 1,741,893 | $ 1,376,593 |
| Stable value investment | 98,043 | 103,224 |
| Total | $ 1,839,936 | $ 1,479,817 |

For the year ended December 31, 2013:

| | |
|---|---|
| Net appreciation in fair value of investments | $ 324,868 |

The Plan's independent accountants 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. INVESTMENTS

The fair values of individual investments that represent 5 percent or more of the Plan's net assets as of December 31, 2013 are as follows:

| | |
|---|---|
| American Funds Growth Fund of America | $ 291,284 |
| Janus Capital Appreciation | 108,888 |
| Vanguard Target Retirement 2010 | 94,560 |
| Vanguard Target Retirement 2020 | 188,585 |
| Vanguard Target Retirement 2030 | 110,192 |
| Vanguard Total Stock Market Index | 109,275 |
| Transamerica Stable Value Advantage Option | 98,043 |
| | 1,000,827 |
| Total of individual investments representing less than 5 percent of the Plan's net assets available for benefits | 839,109 |
| | $ 1,839,936 |

The fair values of individual investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 are as follows:

| | |
|---|---|
| American Funds Growth Fund of America | $ 255,563 |
| Janus Capital Appreciation | 113,859 |
| Vanguard Target Retirement 2010 | 89,575 |
| Vanguard Target Retirement 2020 | 142,859 |
| Vanguard Target Retirement 2030 | 95,332 |
| Transamerica Stable Value Advantage Option | 103,224 |
| | 800,412 |
| Total of individual investments representing less than 5 percent of the Plan's net assets available for benefits | 679,405 |
| | $ 1,479,817 |

## NOTE 4. INVESTMENTS – CONTINUED

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value as follows:

| | |
|---|---|
| Pooled separate accounts | $ 323,201 |
| Stable value investment | 1,667 |
| Net appreciation in fair value of investments | $ 324,868 |

## NOTE 5. FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (ASC) Topic 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: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 inputs: 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: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

## NOTE 5. FAIR VALUE MEASUREMENTS – CONTINUED

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.

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

*Pooled separate accounts*: Valued according to the formula in the annuity based on quoted market prices of underlying investments adjusted for expenses stated in the group annuity contract.

*Stable value investment*: Valued at contract value, which approximates fair value. (See Note 6).

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. Management has re-evaluated the classification of a certain investment and has determined that the investment previously considered level 2 is more appropriately classified as level 3 so the prior presentation has been changed to reflect the new classification.

## NOTE 5. FAIR VALUE MEASUREMENTS – CONTINUED

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Plan Assets | | | | |
| Pooled separate accounts | | | | |
| Bond funds | $ - | $ 57,263 | $ - | $ 57,263 |
| Global equity funds | - | 54,513 | - | 54,513 |
| Hybrid funds | - | 781,829 | - | 781,829 |
| Blend equity funds | - | 190,116 | - | 190,116 |
| Growth equity funds | - | 410,992 | - | 410,992 |
| Value equity funds | - | 81,202 | - | 81,202 |
| Small company equity funds | - | 95,121 | - | 95,121 |
| International equity funds | - | 60,688 | - | 60,688 |
| Specialty funds | - | 10,169 | - | 10,169 |
| Total pooled separate accounts | - | 1,741,893 | - | 1,741,893 |
| Stable value investment | - | - | 98,043 | 98,043 |
| Total assets at fair value | $ - | $ 1,741,893 | $ 98,043 | $1,839,936 |

## NOTE 5. FAIR VALUE MEASUREMENTS – CONTINUED

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Plan Assets | | | | |
| Pooled separate accounts | | | | |
| Bond funds | $ - | $ 59,584 | $ - | $ 59,584 |
| Global equity funds | - | 40,976 | - | 40,976 |
| Hybrid funds | - | 607,539 | - | 607,539 |
| Blend equity funds | - | 127,136 | - | 127,136 |
| Growth equity funds | - | 386,756 | - | 386,756 |
| Value equity funds | - | 60,760 | - | 60,760 |
| Small company equity funds | - | 36,187 | - | 36,187 |
| International equity funds | - | 41,306 | - | 41,306 |
| Specialty funds | - | 16,349 | - | 16,349 |
| Total pooled separate accounts | - | 1,376,593 | - | 1,376,593 |
| Stable value investment | - | - | 103,224 | 103,224 |
| Total assets at fair value | $ - | $ 1,376,593 | $ 103,224 | $1,479,817 |

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 and 2012:

| | Investment Contract with Insurance Company | |
|---|---|---|
| | 2013 | 2012 |
| Balance, beginning of year | $ 103,224 | $ 103,678 |
| Unrealized gains (losses) | 1,023 | 1,367 |
| Purchases | 687 | 751 |
| Sales | (6,891) | (2,572) |
| Balance, end of year | $ 98,043 | $ 103,224 |

## NOTE 5. FAIR VALUE MEASUREMENTS – CONTINUED

There were no significant transfers between Levels 1, 2 and 3 for the year ended December 31, 2013.

Gains and losses (realized and unrealized) included in the changes in net assets for the year ended December 31, 2013 are reported in net appreciation in fair value of investment in the statement of changes in net assets available for benefits. Unrealized gains and losses from the contract with insurance company are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for the purposes of the net assets available for benefits.

The following table represents the investment contract with insurance company, the valuation techniques used to measure the fair value of the financial instrument, and the significant unobservable inputs and ranges for values of those inputs.

| | Fair Value | Principal Valuation Technique | Unobservable Inputs | Values |
|---|---|---|---|---|
| Investment contract with insurance company | $ 98,043 | Discounted Cash Flow | Interest rates | 1.70% - 2.00% |
| | | | New money rate | 0.25% |

## NOTE 6. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan's investments are held in a benefit-responsive group annuity investment contract with Transamerica. The contract includes the Stable Value Advantage Option, which is a general account product. The account is credited with deposits made to the contract, plus interest credited, less any withdrawals and charges or expenses. The issuer is contractually obligated to repay the principal and a specified interest rate established monthly by the issuer.

As described in Note 2, because the Stable Value Advantage Option is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Stable Value Advantage Option. Contract value, as reported to the Plan by Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals and charges or expenses. Participants may ordinarily direct the withdrawal or transfer to other investments, except for any competing fixed funds, of all or a portion of their investments at contract value, without incurring any charges or penalties.

## NOTE 6. INVESTMENT CONTRACT WITH INSURANCE COMPANY – CONTINUED

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Interest is credited, based upon the daily balance, at a rate that is the daily equivalent of the effective annual rate of interest applicable for each month. There is no stated minimum or maximum interest rate for the Stable Value Advantage Option.

Since contract value approximates fair value, the average yield earned by the Plan is equal to the average yield earned by the Plan adjusted to reflect the actual interest rate credited to Plan participants. The average yield for the Stable Value Advantage Option for 2013 and 2012 was 1.70% and 2.00%, respectively.

Certain events allow the issuer to terminate the contract and could limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) the Plan is changed so as to significantly affect the issuer's obligations under the contract, (2) the contract can no longer be treated as a Pension Plan Contract, as that term is defined under the IRC, and the issuer determines that it is not practical to continue the provision of benefits under the contract, (3) the Plan is terminated, (4) the Plan fails to comply with the requirements under the contract, (5) the Plan, except by unintentional omission, fails to provide information needed under the contract or to furnish a copy of any amendments to the Plan or annual report records, or (6) the sum of contract account values equals $20,000 or less. The Plan administrator does not believe any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

## NOTE 7. INCOME TAX STATUS

The Employer has adopted and followed the terms of a volume submitter plan, as submitted to the Internal Revenue Service (IRS). The Employer has relied on the favorable opinion letter issued by the IRS on March 31, 2008 regarding the acceptability of the volume submitter plan under section 401 of the IRC as not subject to tax under present income tax laws. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

## NOTE 8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their Company contributions.

## NOTE 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. 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 financial statements and accompanying supplemental schedule.

## NOTE 10. PARTY-IN-INTEREST

Certain Plan investments are units of pooled separate accounts and a stable value investment managed by Transamerica. Transamerica is the custodian of the Plan and performs recordkeeping services for the Plan and, therefore, these transactions qualify as party-in-interest transactions.

## NOTE 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Under accounting principles generally accepted in the United States of America, excess contributions refunded within 2 ½ months subsequent to the Plan's year-end are required to be netted against contributions and recorded as a liability on the financial statements of the Plan in the year contributions were originally made. However, Form 5500 requires that all excess contribution refunds be recorded as a distribution in the year they are paid. Excess contribution refunds pertaining to Plan years 2013 and 2012 totaled $10,121 and $3,197, respectively.

## NOTE 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 – CONTINUED

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per financial statements | $ 1,872,953 | $ 1,521,619 |
| Add: Excess contributions refundable to participants | 10,121 | 3,197 |
| Net assets available for benefits per Form 5500 | $ 1,883,074 | $ 1,524,816 |

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

| | |
|---|---|
| Participant contributions per financial statements | $ 106,871 |
| Add: Excess contributions refundable to participants | 10,121 |
| Participant contributions per Form 5500 | $ 116,992 |

## NOTE 12. SUBSEQUENT EVENTS

Management evaluated all events or transactions that occurred after December 31, 2013 through October 10, 2014, the date the financial statements were available to be issued, and determined that no events have occurred subsequent to December 31, 2013 that warrant additional disclosure.

# SUPPLEMENTAL SCHEDULE

**THOMPSON/HANSON, INC. 401(k) PLAN**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EMPLOYER IDENTIFICATION NUMBER: 76-0280457 – PLAN NUMBER: 001**
**DECEMBER 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | American Funds | Europacific Growth | $ - | $ 39,940 |
| * | American Funds | Growth Fund of America | - | 291,284 |
| * | American Funds | New Perspective | - | 54,513 |
| * | American Funds | Fundmental Investors | - | 2,013 |
| * | American Funds | Century Heritage | - | 10,135 |
| * | Thornburg | International Value | - | 20,748 |
| * | Columbia | Mid-Cap Value | - | 14,769 |
| * | Columbia | U.S. Treasury Index | - | 1,795 |
| * | Fidelity Advisor | Emerging Markets | - | 9,668 |
| * | Fidelity Advisor | Small Cap | - | 15,701 |
| * | JPMorgan | US Equity | - | 8,953 |
| * | JPMorgan | Core Bond | - | 11,760 |
| * | Vanguard | Target Retirement 2010 | - | 94,560 |
| * | Vanguard | Target Retirement 2040 | - | 31,007 |
| * | Vanguard | Target Retirement 2020 | - | 188,585 |
| * | Vanguard | Target Retirement 2035 | - | 27,798 |
| * | Vanguard | Target Retirement 2045 | - | 49,340 |
| * | Vanguard | Target Retirement 2005 | - | 16,659 |
| * | Vanguard | Target Retirement 2025 | - | 55,419 |
| * | Vanguard | Target Retirement 2030 | - | 110,192 |
| * | Vanguard | Target Retirement 2055 | - | 7,002 |
| * | Vanguard | Total Stock Market Index | - | 109,275 |
| * | Vanguard | Small Cap Value Index | - | 688 |
| * | SSgA | Mid Cap Index | - | 67,612 |
| * | SSgA | Bond Index | - | 19,416 |
| * | SSgA | Small Cap Index | - | 23,234 |
| * | Pimco | Total Return | - | 24,291 |
| * | Janus | Capital Appreciation | - | 108,888 |
| * | Alger | Small Cap Growth | - | 5,975 |
| * | Invesco | Mid Cap Core Equity | - | 2,263 |
| * | BlackRock | Equity Dividend | - | 43,872 |
| * | Pioneer | Cullen Value | - | 8,426 |
| * | Nuveen | Mid Cap Value | - | 14,134 |
| * | Nuveen | Real Estate Sec | - | 501 |
| * | Franklin | Small Cap Value | - | 29,606 |
| * | Neuberger Berman | Genesis | - | 18,524 |
| * | Transamerica | Stable Value Advantage Option | - | 98,043 |
| * | Transamerica | Asset Allocation - Conservative | - | 21,195 |
| * | Transamerica | Asset Allocation - Moderate | - | 78,230 |
| * | Transamerica | Asset Allocation - Moderate Growth | - | 59,925 |
| * | Transamerica | Asset Allocation - Growth | - | 41,918 |
| * | Transamerica Partners | Mid Growth | - | 688 |
| * | Transamerica Partners | Small Core | - | 1,391 |
| * | Participant loans | Maturing 2013 through 2017, interest rates from 3.25% to 6% | - | 37,035 |
| | * Party-in-interest | | $ - | $ 1,876,971 |

See Independent Auditor's Report.

# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____

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

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

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

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

**1a** Name of plan
THOMPSON/HANSON, INC. 401K PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1997

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

1400 ANDERSON STREET

BELLAIRE TX 77401-6098

**2b** Employer Identification Number (EIN) 76-0280457

**2c** Sponsor's telephone number 713-349-5223

**2d** Business code (see instructions) 541320

**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 | Signature of plan administrator | Date 8/26/14 | Enter name of individual signing as plan administrator: Gregg Thompson |
| SIGN HERE | Signature of employer/plan sponsor | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | Signature of DFE | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

1400 ANDERSON STREET

BELLAIRE TX 77401-6098

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 188 |
| **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** | 161 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 14 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 175 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 175 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 50 |
| **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:

2A 2E 2F 2G 2J 2K 2T 3D

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

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

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

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

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

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

**a Pension Schedules**

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

**b General Schedules**

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

**THOMPSON/HANSON, INC. 401(k) PLAN**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EMPLOYER IDENTIFICATION NUMBER: 76-0280457 – PLAN NUMBER: 001**
**DECEMBER 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | American Funds | Europacific Growth | $ - | $ 39,940 |
| * | American Funds | Growth Fund of America | - | 291,284 |
| * | American Funds | New Perspective | - | 54,513 |
| * | American Funds | Fundmental Investors | - | 2,013 |
| * | American Funds | Century Heritage | - | 10,135 |
| * | Thornburg | International Value | - | 20,748 |
| * | Columbia | Mid-Cap Value | - | 14,769 |
| * | Columbia | U.S. Treasury Index | - | 1,795 |
| * | Fidelity Advisor | Emerging Markets | - | 9,668 |
| * | Fidelity Advisor | Small Cap | - | 15,701 |
| * | JPMorgan | US Equity | - | 8,953 |
| * | JPMorgan | Core Bond | - | 11,760 |
| * | Vanguard | Target Retirement 2010 | - | 94,560 |
| * | Vanguard | Target Retirement 2040 | - | 31,007 |
| * | Vanguard | Target Retirement 2020 | - | 188,585 |
| * | Vanguard | Target Retirement 2035 | - | 27,798 |
| * | Vanguard | Target Retirement 2045 | - | 49,340 |
| * | Vanguard | Target Retirement 2005 | - | 16,659 |
| * | Vanguard | Target Retirement 2025 | - | 55,419 |
| * | Vanguard | Target Retirement 2030 | - | 110,192 |
| * | Vanguard | Target Retirement 2055 | - | 7,002 |
| * | Vanguard | Total Stock Market Index | - | 109,275 |
| * | Vanguard | Small Cap Value Index | - | 688 |
| * | SSgA | Mid Cap Index | - | 67,612 |
| * | SSgA | Bond Index | - | 19,416 |
| * | SSgA | Small Cap Index | - | 23,234 |
| * | Pimco | Total Return | - | 24,291 |
| * | Janus | Capital Appreciation | - | 108,888 |
| * | Alger | Small Cap Growth | - | 5,975 |
| * | Invesco | Mid Cap Core Equity | - | 2,263 |
| * | BlackRock | Equity Dividend | - | 43,872 |
| * | Pioneer | Cullen Value | - | 8,426 |
| * | Nuveen | Mid Cap Value | - | 14,134 |
| * | Nuveen | Real Estate Sec | - | 501 |
| * | Franklin | Small Cap Value | - | 29,606 |
| * | Neuberger Berman | Genesis | - | 18,524 |
| * | Transamerica | Stable Value Advantage Option | - | 98,043 |
| * | Transamerica | Asset Allocation - Conservative | - | 21,195 |
| * | Transamerica | Asset Allocation - Moderate | - | 78,230 |
| * | Transamerica | Asset Allocation - Moderate Growth | - | 59,925 |
| * | Transamerica | Asset Allocation - Growth | - | 41,918 |
| * | Transamerica Partners | Mid Growth | - | 688 |
| * | Transamerica Partners | Small Core | - | 1,391 |
| * | Participant loans | Maturing 2013 through 2017, interest rates from 3.25% to 6% | - | 37,035 |
| | * Party-in-interest | | $ - | $ 1,876,971 |

See Independent Auditor's Report.