

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>T-REX ENGINEERING 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>T-REX ENGINEERING & CONSTRUCTION, LC</u> <u>8100 WASHINGTON, STE 200</u> <u>HOUSTON, TX 77007</u>	1c Effective date of plan <u>01/01/2012</u>	2b Employer Identification Number (EIN) <u>26-3770101</u>
	2c Sponsor's telephone number <u>281-833-9200</u>	2d Business code (see instructions) <u>331200</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/11/2014</u>	<u>ANNA MARTINEZ</u>
	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)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	264
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	178
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	7
d Subtotal. Add lines 6a , 6b , and 6c		6d	185
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	185
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	43
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: 2E 2J 2F 2G 2T 3H 3D 2A 2K			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 T-REX ENGINEERING 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 T-REX ENGINEERING & CONSTRUCTION, LC	D Employer Identification Number (EIN) 26-3770101

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	2654	20737
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	120288	226661
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	122942	247398

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	122942	247398
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	133512	
(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)		133512

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)	177	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		177

(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)	5599	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5599

(3) Rents	2b(3)		
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(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)		29368
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		168656

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	43555	
(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)		43555
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	645	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		645
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		44200

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		124456
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: BRIGGS & VESELKA CO.

(2) EIN: 74-1769118

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>T-REX ENGINEERING 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>T-REX ENGINEERING & CONSTRUCTION, LC</u>	D Employer Identification Number (EIN) <u>26-3770101</u>

Part I	Distributions
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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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>95-6817943</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____

T-REX Engineering 401(k) Plan
Financial Statements and Supplemental Schedule
As of December 31, 2013 and 2012, and
for the Year Ended December 31, 2013

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Schedules other than those listed above are omitted because of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
T-REX Engineering 401(k) Plan
Houston, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in *Note 4*, which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

To the Plan Administrator of
T-REX Engineering 401(k) Plan
Re: Independent Auditors' Report

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 – Supplemental Schedule

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

Other Matter – 2012 Financial Statements

We have compiled the accompanying statement of net assets available for benefits of T-REX Engineering 401(k) Plan as of December 31, 2012. We have not audited or reviewed the accompanying 2012 financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Report Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the 2013 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.


Briggs & Veselka Co.
Houston, Texas

July 31, 2014

T-REX ENGINEERING 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>Compiled 2012</u>
ASSETS		
Investments at fair value	\$ 226,661	\$ 120,288
Notes receivable from participants	<u>20,737</u>	<u>2,654</u>
TOTAL ASSETS	247,398	122,942
LIABILITIES		
Excess participant contributions payable	<u>16,239</u>	<u>-</u>
TOTAL LIABILITIES	<u>16,239</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 231,159</u>	<u>\$ 122,942</u>

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

T-REX ENGINEERING 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS

Investment income:	
Net appreciation in fair value of investments	\$ 29,368
Dividends and other income	<u>5,599</u>
Total investment income	34,967
 Interest income on notes receivable from participants	 177
 Contributions:	
Participant	93,691
Rollover	<u>23,582</u>
Total contributions	<u>117,273</u>
 Total additions	 152,417

DEDUCTIONS

Benefits paid to participants or beneficiaries	43,555
Administrative expenses	<u>645</u>
Total deductions	<u>44,200</u>
 Net increase	 108,217
 Net assets available for benefits, beginning of year	 <u>122,942</u>
 NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	 <u>\$ 231,159</u>

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

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 – DESCRIPTION OF PLAN

T-REX Engineering 401(k) Plan (the Plan) is a defined contribution profit sharing plan originally effective by T-REX Engineering & Construction LC (the Company) on January 1, 2012, and has been amended and restated effective January 1, 2013, to conform to new tax laws and regulations. It is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Company to allow employees to save for retirement on a tax advantaged basis. Other employers who have adopted the provisions of the Plan are Texas ReExcavation LC and Texas ReExploration Operating LC.

ERISA contains a requirement for annual audits of plan financial statements by an independent qualified public accountant. Generally, plans with 100 or more participants are subject to the audit requirement. Based on ERISA audit requirements, 2013 represented the first plan year subject to an audit. ERISA further requires that for the first year a plan is required to be audited, the plan financial statements present comparative statements of net assets available for benefits. As such, the Company had 2012 financial statements compiled.

The summary of significant provisions of the Plan presented below only provides general information. Participants should refer to the legal plan document for a more complete description of the Plan's provisions.

Eligibility – The Plan covers all employees of the Company. Eligible employees may participate in the Plan after they attain the age of 21 and upon the completion of six months of service. Entry date into the Plan will be the first day of the Plan year quarter coinciding with or next following the date the employee satisfies eligibility requirements.

Contributions – Participants may elect to reduce their compensation by a specific percentage or dollar amount and have the amount contributed to the Plan as a salary deferral not to exceed a dollar limit which is set by law. Participants may increase, decrease, or revoke their salary deferral election. Participants who are age 50 or older may defer additional catch-up contributions to the Plan.

The Company may make a discretionary matching contribution or profit sharing contribution to the Plan. There were no employer contributions for the year ended December 31, 2013.

Participants may deposit into the Plan distributions received from other retirement plans and certain IRAs as rollover contributions.

Participant Accounts – Each participant's account is credited with their contributions, employer contributions, rollovers, and an allocation of Plan earnings or losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options – Participants direct the investment of their entire interest in the Plan into various investment securities offered by the Plan. The Plan currently offers mutual funds and a money market fund as investment choices for participants. Participants may change their investment choices at any time.

Vesting – Participants are immediately 100% vested in their contributions and rollover contributions, plus actual earnings or losses thereon. Vesting in employer contributions is based on years of service with the Company. Participants become 100% vested after four years of credited service in the employer matching profit sharing contributions.

Payment of Benefits – Participants may receive a distribution from the Plan from certain accounts prior to their termination of employment provided they have attained age 59½ or need to satisfy certain immediate and heavy financial needs.

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

On termination of service, a participant may elect to receive a lump-sum payment in cash equal to the value of the participant's vested account balance. Upon termination after normal retirement, disability, or death, the participant is entitled to receive the full amount credited to their account. Benefits may be paid directly to another plan which qualifies under section 401 of the Internal Revenue Code (IRC) or paid to the participant in a single lump-sum payment in cash. If the participant or their beneficiary is required to take minimum distributions, benefits may be paid in a series of payments as required by the IRC.

Notes Receivable From Participants – Loans are available to participants on a reasonably equivalent basis. Participants may borrow the lesser of \$50,000 reduced by the excess of their highest outstanding loan balance during the prior one-year period or one-half of their vested account balance, with the minimum loan amount of \$1,000. The loans are adequately secured by the balance in the participant's account and charged a reasonable rate of interest. Principal and interest is paid ratably through payroll deductions, over a term not to exceed five years, unless the loan was obtained to acquire a principal residence. Participants may have one loan outstanding at a time.

Administrative Expenses – The Plan permits the payment of Plan expenses to be made from the Plan's assets. If expenses are paid using the Plan's assets, then the expenses will generally be allocated amount the accounts of all participants in the Plan. These expenses will be allocated either proportionately based on the value of the account balances or as an equal dollar amount based on the number of participants in the Plan. Certain expenses that are specifically incurred by, or attributable to a participant will be paid from their account.

Forfeited Accounts – The non-vested portion of a terminated participant's account remains in the Plan and is called a forfeiture. Forfeitures may be used to pay plan administrative expenses. Forfeitures totaled \$-0- at December 31, 2013 and 2012.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be required to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at year-end. Dividends are recorded on the ex-dividend date.

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

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Excess Participant Contributions Payable – Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the excess contributions to the applicable participants prior to March 15, 2014.

Benefits Paid – Benefits are recorded when paid. There are no amounts requested and due to terminated participants at December 31, 2013.

Administrative Expenses – The Plan permits the payment of Plan expenses to be made from the Plan's assets. If expenses are paid using the Plan's assets, then the expenses will generally be allocated among the accounts of all participants in the Plan. These expenses will be allocated either proportionally based on the value of the account balances or as an equal dollar amount based on the number of participants in the Plan. The method of allocating the expenses depends on the nature of the expense itself.

Subsequent Events – The Plan has evaluated subsequent events through July 31, 2014, the date the financial statements were available to be issued.

Recent Accounting Pronouncements – The Company has evaluated recent accounting pronouncements and their adoption has had or is not expected to have a material impact on the financial statements of the Plan.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

- **Level 1** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- **Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- **Level 3** – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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.

Money Market Fund – Valued using pricing models maximizing the use of observable inputs for similar securities.

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Mutual Funds – Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 1,302	\$ -	\$ -	\$ 1,302
Mutual funds:				
Diversified emerging markets	10,520	-	-	10,520
Foreign large blend	3,458	-	-	3,458
High yield bond	3,696	-	-	3,696
Intermediate government	2,582	-	-	2,582
Intermediate-term bond	1,715	-	-	1,715
Large blend	4,523	-	-	4,523
Large growth	23,939	-	-	23,939
Large value	5,617	-	-	5,617
Moderate allocation	24,663	-	-	24,663
Target date	135,809	-	-	135,809
World allocation	1,298	-	-	1,298
World bond	662	-	-	662
World stock	6,877	-	-	6,877
Total assets at fair value	<u>\$ 226,661</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 226,661</u>
	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Diversified emerging markets	\$ 6,668	\$ -	\$ -	\$ 6,668
Foreign large blend	1,680	-	-	1,680
High yield bond	2,337	-	-	2,337
Intermediate government	45	-	-	45
Intermediate-term bond	40	-	-	40
Large blend	1,834	-	-	1,834
Large growth	13,856	-	-	13,856
Large value	7,090	-	-	7,090
Moderate allocation	1,649	-	-	1,649
Target date	78,308	-	-	78,308
World allocation	1,804	-	-	1,804
World bond	609	-	-	609
World stock	4,368	-	-	4,368
Total assets at fair value	<u>\$ 120,288</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 120,288</u>

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

Investments and investment activities included in the accompanying 2013 statements of net assets available for benefits, *Note 5*, the statement of changes in net assets available for benefits, and supplemental schedule have been certified as accurate and complete by Capital Bank and Trust Company, the custodian, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the custodian except for comparing such information certified by the custodian with the information included in the Plan's financial statements and supplemental schedule.

NOTE 5 – INVESTMENTS (UNAUDITED)

At December 31, 2013 and 2012, all investments of the Plan were participant-directed. The following presents investments that represent 5% or more of the Plan's net assets at year-end:

	<u>2013</u>	<u>2012</u>
Washington Mutual Investors Fund	\$ **	\$ 7,090
The Growth Fund of America	12,417	7,900
The Income Fund of America	24,663	**
American Funds 2015 Target Date	17,642	7,739
American Funds 2020 Target Date	15,534	10,137
American Funds 2030 Target Date	25,613	9,920
American Funds 2035 Target Date	27,126	10,438
American Funds 2040 Target Date	**	7,817
American Funds 2045 Target Date	**	7,242
American Funds 2055 Target Date	19,120	**
New Perspective Fund	**	6,668

** Represents less than 5% of the Plan's net assets as of December 31.

During 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value by \$29,368.

NOTE 6 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of funds managed by the custodian or related affiliates. As defined by the Plan, these transactions qualify as party-in-interest transactions. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibited transactions rules under ERISA. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. The Company pays directly any other fees related to the Plan's operations.

T-REX ENGINEERING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 7 – PLAN TERMINATION

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time. Upon termination, no further contributions will be made to the Plan and all amounts credited to participants' accounts will become 100% vested. The Company will direct the distribution of the participants' in a manner permitted by the Plan as soon as practicable.

NOTE 8 – TAX STATUS

The Company adopted a Volume Submitter Profit Sharing Plan with CODA which received a favorable opinion letter from the Internal Revenue Service (IRS) on July 1, 2009, that stated the Plan was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended and merged since receiving the opinion letter. The Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan continues to qualify under section 401(a) and continues to be tax exempt as of December 31, 2013. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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 value of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

Net assets available for benefits per the financial statements	\$ 231,159
Excess participant contributions payable	<u>16,239</u>
Net assets available for benefits per the Form 5500	<u>\$ 247,398</u>

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

Participants' contributions per the financial statements	\$ 117,273
Add: excess participant contributions payable at December 31, 2013	<u>16,239</u>
Participants' contributions per Form 5500	<u>\$ 133,512</u>

T-REX ENGINEERING 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

EIN: 29-3770101

Plan No. 001

(a) Party-in- Interest	(b) Identity of Issue, or Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	Washington Mutual Investors Fund	Mutual fund	**	\$ 5,617
*	The Investment Company of America	Mutual fund	**	63
*	The Growth Fund of America	Mutual fund	**	12,417
*	The Income Fund of America	Mutual fund	**	24,663
*	New Perspective Fund	Mutual fund	**	2,649
*	The Bond Fund of America	Mutual fund	**	1,715
*	Fundamental Investors	Mutual fund	**	4,460
*	Capital Income Builder	Mutual fund	**	1,298
*	The New Economy Fund	Mutual fund	**	11,522
*	Europacific Growth Fund	Mutual fund	**	1,669
*	American High-Income Trust Fund	Mutual fund	**	3,696
*	U.S. Government Securities Fund	Mutual fund	**	2,582
*	Capital World Bond Fund	Mutual fund	**	662
*	Capital World Growth and Income	Mutual fund	**	3,574
*	Smallcap World Fund	Mutual fund	**	654
*	New World Fund	Mutual fund	**	10,520
*	American Funds 2010 Target Date	Mutual fund	**	77
*	American Funds 2015 Target Date	Mutual fund	**	17,642
*	American Funds 2020 Target Date	Mutual fund	**	15,534
*	American Funds 2025 Target Date	Mutual fund	**	6,767
*	American Funds 2030 Target Date	Mutual fund	**	25,613
*	American Funds 2035 Target Date	Mutual fund	**	27,126
*	American Funds 2040 Target Date	Mutual fund	**	10,754
*	American Funds 2045 Target Date	Mutual fund	**	10,463
*	American Funds 2050 Target Date	Mutual fund	**	2,713
*	American Funds 2055 Target Date	Mutual fund	**	19,120
*	International Growth and Income	Mutual fund	**	1,789
*	American Funds Money Market Fund	Money market fund	**	1,302
		Interest rate range:		
*	Participant loans	3.00%	-	<u>20,737</u>
	Total assets held for investment purposes			<u>\$ 247,398</u>

* Represents party-in-interest transaction as defined by ERISA.

** Historical cost information is not required for participant-directed investments.

See independent auditors' report.

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

Name of Plan:

► T-REX ENGINEERING 401(K) PLAN

Employer Identification Number:► 26-3770101

For plan year (beginning/ending):► 1/1/2013 - 12/31/2013

Plan number:1001

(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	WASHINGTON MUTUAL INVESTORS FUND-R2		5,617.48
*	AMERICAN FUNDS	THE INVESTMENT COMPANY OF AMERICA-R2		62.83
*	AMERICAN FUNDS	THE GROWTH FUND OF AMERICA-R2		12,417.24
*	AMERICAN FUNDS	THE INCOME FUND OF AMERICA-R2		24,662.53
*	AMERICAN FUNDS	NEW PERSPECTIVE FUND-R2		2,649.24
*	AMERICAN FUNDS	THE BOND FUND OF AMERICA-R2		1,714.81
*	AMERICAN FUNDS	FUNDAMENTAL INVESTORS-R2		4,460.16
*	AMERICAN FUNDS	CAPITAL INCOME BUILDER-R2		1,297.80
*	AMERICAN FUNDS	THE NEW ECONOMY FUND-R2		11,521.97
*	AMERICAN FUNDS	EUROPACIFIC GROWTH FUND-R2		1,668.72
*	AMERICAN FUNDS	AMERICAN HIGH-INCOME TRUST-R2		3,696.30
*	AMERICAN FUNDS	U.S. GOVERNMENT SECURITIES FUND-R2		2,582.44
*	AMERICAN FUNDS	CAPITAL WORLD BOND FUND-R2		661.69
*	AMERICAN FUNDS	CAPITAL WORLD GROWTH AND INCOME-R2		3,574.14
*	AMERICAN FUNDS	SMALLCAP WORLD FUND-R2		653.98
*	AMERICAN FUNDS	NEW WORLD FUND-R2		10,519.71
*	AMERICAN FUNDS	AMERICAN FUNDS 2010 TARGET DATE-R2		76.88
*	AMERICAN FUNDS	AMERICAN FUNDS 2015 TARGET DATE-R2		17,641.82
*	AMERICAN FUNDS	AMERICAN FUNDS 2020 TARGET DATE-R3		15,533.83
*	AMERICAN FUNDS	AMERICAN FUNDS 2025 TARGET DATE-R4		6,766.81
*	AMERICAN FUNDS	AMERICAN FUNDS 2030 TARGET DATE-R5		25,613.32
*	AMERICAN FUNDS	AMERICAN FUNDS 2035 TARGET DATE-R6		27,126.25
*	AMERICAN FUNDS	AMERICAN FUNDS 2040 TARGET DATE-R7		10,753.83
*	AMERICAN FUNDS	AMERICAN FUNDS 2045 TARGET DATE-R8		10,463.34
*	AMERICAN FUNDS	AMERICAN FUNDS 2050 TARGET DATE-R9		2,713.29
*	AMERICAN FUNDS	INTERNATIONAL GROWTH AND INCOME-R2		1,788.61
*	AMERICAN FUNDS	AMERICAN FUNDS MONEY MARKET FUND-R2		1,301.71
*	AMERICAN FUNDS	AMERICAN FUNDS 2055 TARGET DATE-R2		19,120.22
*	AMERICAN FUNDS	LOAN		20,737.48
				247,398.43