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
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1991

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

CTL/THOMPSON, INC.

7306 S. ALTON WAY
CENTENNIAL, CO 80112

2b Employer Identification Number (EIN)
84-0609804

2c Sponsor's telephone number
303-454-3533

2d Business code (see instructions)
541330

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.	10/13/2014	PENNY L. LESLEY
	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**	165
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**	159
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	178
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	178
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	74
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 2F 2G 2J 3H 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
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-0609804

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

JOHN HANCOCK LIFE INSURANCE COMPANY (JOHN HANCOCK USA)

(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
01-0233346	65838	56016	75	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
13047	3827

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

MORGAN STANLEY INSURANCE SERVICES
370 17TH ST., STE 2800
DENVER, CO 80202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13047			3

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

UNITED RETIREMENT PLAN CONSULTANTS
4600 S. ULSTER ST., STE 680
DENVER, CO 80237

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	3717	ADMINISTRATION FEES	5

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

MORGAN STANLEY SMITH BARNEY
2000 WESTCHESTER AVE.
PURCHASE, NY 10577

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	110	OTHER ALLOWANCES	7

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	4252283

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CTL/THOMPSON, INC.	**D** Employer Identification Number (EIN) 84-0609804

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

JOHN HANCOCK LIFE INS CO USA

01-0233346

(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 28 59 60 62 63 68	RECORDKEEPER	280	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 [ ]

(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
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-0609804

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: LIFESTYLE AGGRESSIVE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	690999

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	470482

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	440231

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	169367

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	56414

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	34352

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	48704

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32994

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16871

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82393

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128784

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 191018

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1084

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1079

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28890

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 151559

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 180364

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40629

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23508

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93104

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 420900

a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. HIGH YIELD BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90750

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61653

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 796153

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
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-0609804

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	21726
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	200000
(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)	0	58411
(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)	0	2475403
(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)	81709	62369
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1745737	1628636
(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)	1547216	1827494
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	625686	796153

			(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	4000348	7070192
	Liabilities			
g	Benefit claims payable	1g	0	9
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	9
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4000348	7070183

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)		
	(B) Participants	2a(1)(B)	180750	
	(C) Others (including rollovers)	2a(1)(C)	864	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		181614
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)	3658	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3658
	(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)		654438
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		839710
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	523506	
(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)		523506
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)	1620	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	280	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1900
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		525406
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		314304
l Transfers of assets:			
(1) To this plan	2l(1)		2755531
(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: EKS&H LLLP (2) EIN: 46-1497033

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		500000
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
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-0609804

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): 01-0233346 _____

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):

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2013 and 2012

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CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
CTL|Thompson, Inc. Savings and Retirement Plan
Denver, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of CTL|Thompson, Inc. Savings and Retirement Plan (the "Plan"), which are comprised of 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

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by John Hancock Life Insurance Company USA, the custodian of the Plan, except for comparing such 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 custodian is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTER

The supplemental schedule 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.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S 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.

EKS&H LLLP

EKS&H LLLP

October 6, 2014
Denver, Colorado

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Cash, non-interest-bearing	$ 21,726	$ -
Investments, at fair value		
Common stocks	2,475,403	-
Mutual funds	1,827,493	1,547,216
Pooled separate accounts	1,628,636	1,745,736
Stable value fund	796,153	625,686
Money market funds	58,411	-
Total investments, at fair value	6,786,096	3,918,638
Receivables		
Employer contributions	200,000	-
Participant notes	62,369	81,709
Total receivables	262,369	81,709
Total assets	7,070,191	4,000,347
Liabilities and Net Assets Available for Benefits		
Accrued expenses	9	-
Net assets available for benefits	$ 7,070,182	$ 4,000,347

See notes to financial statements.

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Investment income	
Net appreciation in fair value of assets	$ 654,438
Interest and dividend income	3,658
Total investment income	658,096
Contributions	
Employee	180,750
Rollover	864
Total contributions	181,614
Deductions from net assets	
Benefits paid to participants	(523,506)
Administrative fees	(1,900)
Total deductions	(525,406)
Net increase before transfer of plan assets from other plan	314,304
Assets transferred in	2,755,531
Net increase	3,069,835
Net assets available for benefits	
Beginning of year	4,000,347
End of year	$ 7,070,182

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of the CTL|Thompson, Inc. Savings and Retirement Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

Merger

Effective December 31, 2013, all assets of the CTL|Thompson, Inc. Employee Profit Sharing Plan were transferred to the Plan. On January 1, 2014, the combined Plan changed its EIN number.

General

The Plan is a defined contribution plan established July 1, 1991 and most recently amended effective December 31, 2013. The Plan is available to employees age 21 years or older. Plan entry dates are monthly. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Company periodically makes discretionary profit sharing contributions on behalf of eligible participants who have completed one year of service with at least 1,000 hours of service during that one-year period.

The Board of Directors of CTL|Thompson, Inc. (the "Company") has appointed a Board of Trustees to administer the Plan. The Board of Trustees acts as the named fiduciary and the trustee to the Plan. John Hancock Life Insurance Company USA ("John Hancock") serves as custodian, manages Plan assets, and offers Plan participants a variety of investment options through various funds. Morgan Stanley Smith Barney ("Morgan Stanley") served as custodian and managed assets for the profit sharing portion of the Plan. United Retirement Plan Consultants maintains the Plan's records. Participant contributions, including allocated earnings and losses thereon, are invested in the various investment options at the direction of the participants. Participant accounts resulting from Company profit sharing contributions, including allocated earnings and losses thereon, are invested in the various investment options at the direction of the administrator of the Plan.

As of April 2008, the participants of the Plan were co-employed by the Company and TriNet Group Inc., a Professional Employer Organization ("PEO"). A PEO is an organization that provides outsourcing of payroll, workers' compensation, human resources, and employee benefits administration.

Contributions

Participants may elect pre-tax salary deferral contributions up to 100% of their annual compensation, not to exceed limits set by the IRS, which are adjusted annually by the Secretary of the Treasury for inflation. Participants who are age 50 years or older during the Plan year are eligible to make a catch-up contribution based on IRS limitations. Roth contributions are also allowed under the Plan. The Plan permits rollover contributions from other qualified retirement plans. Participant contributions to the Plan are made through regular payroll deductions.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions (continued)

The Plan provides for contributions from the Company ("Profit Sharing"). Profit Sharing contributions are determined at the discretion of the Board of Directors based on the Company's annual profitability. The Company declared a contribution of $200,000 for the year ended December 31, 2013, which is recorded as a contribution receivable on the statement of net assets available for benefits.

Participants' Accounts

Each participant's account is credited or charged with the participant's contribution, an allocation of Profit Sharing contributions, an allocation of Plan earnings or losses, and administrative expenses. Allocations are based upon Plan earnings or losses, account balances or compensation, as defined. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions and rollover contributions and allocated earnings or losses thereon.

Profit Sharing contributions (including forfeitures) and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of Service	Vested Interest
Less than 1 year	0%
1 year	10%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

A participant's account becomes 100% vested upon death, attaining retirement age (the age of 65 or, if later, the fifth anniversary date of the first day of the Plan year during which the participant entered the Plan), or retirement due to disability.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account and will be reallocated on the earlier of the fifth consecutive one-year break in service or the end of the Plan year following the payment of the vested account balance. Forfeitures shall be allocated to participants in the same manner as Profit Sharing contributions. During the year ended December 31, 2013, no forfeitures were allocated to participants. There was no balance in this account at December 31, 2013 or 2012.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Notes Receivable

Participants may borrow from their voluntary contributions and rollover contributions a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balances. The maximum loan term is 60 months unless the loan is used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at 5.25%, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator at inception of the loan, and mature at various dates through July 2018. Principal and interest is paid ratably through payroll deductions. Participant loans are recorded at amortized cost plus accrued interest.

Payments of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance or monthly, semi-annual, or annual installments equal to or exceeding the annual required minimum distribution amount. Participants may elect in-service distributions after age 59 1/2. Benefits are recorded when paid. Hardship distributions of voluntary participant contributions or rollover contributions are allowed upon proof of an immediate and heavy financial need, as defined. Employee contributions must be suspended for a period of six months after this type of distribution has been made. If a participant is terminated and the participant's vested balance is less than $1,000, the account will be distributed as soon as administratively possible, without consent of the terminated participant. If a terminated participant's vested account is at least $1,000, but less than $5,000, it will be rolled into an individual retirement account established for the participant, unless an alternative election is made by the participant.

Valuation of Investments and Income Recognition

The Plan investments are stated at fair value as reported to the Plan by the custodian. 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 3 for discussion of fair value measurements.

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits and is determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value.

Purchase and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

In accordance with generally accepted accounting principles relating to fully benefit-responsive investment contracts, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is a 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. As required by generally accepted accounting principles, the statements of net assets available for benefits present the fair value of the investment as of December 31, 2013. No adjustment was required as of December 31, 2013 or 2012, as contract value approximated the fair value.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Note 2 - Assets Certified by John Hancock

John Hancock has certified in writing to the Plan administrator that the stated amounts for investments at fair value and participant notes receivable at amortized cost as of December 31, 2013 and 2012 and the income earned or losses incurred thereon for the year ended December 31, 2013, as reflected in the accompanying financial statements and the supplemental schedule of assets (held at end of year), are complete and accurate.

The Plan administrator has elected the method of compliance 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 Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the information certified by the Plan custodian, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule of assets (held at end of year).

The fair values of investments greater than 5% of net assets available for benefits was the following:

	December 31,			
	2013		2012	
John Hancock Stable Value Fund	$ 796,153		$	625,686
John Hancock Lifestyle Fund - Aggressive Portfolio	$ 690,999		$	554,413
John Hancock Lifestyle Fund - Growth Portfolio	$ 470,482		$	461,391
John Hancock Lifestyle Fund - Balanced Portfolio	$ 440,231		$	283,534
John Hancock American Funds AM Balance	$ 420,900		$	405,658
John Hancock Small Company Value Fund	$ 191,018	*	$	203,675

* Indicates investments less than 5% of net assets available for benefits at respective date.

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

Mutual funds	$ 301,644
Pooled separate accounts	343,270
Stable value fund	9,524
	$ 654,438

Note 3 - Fair Value Accounting

Generally accepted accounting principles require disclosure about how fair value is determined and establish 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 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Note 3 - Fair Value Accounting (continued)

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, 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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables present the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2013 and 2012 for each of the fair value hierarchy levels.

As of December 31, 2013:

Description	Level 1	Level 2	Level 3	Total
Common stocks				
Consumer goods	$ 589,655	$ -	$ -	$ 589,655
Financial	507,507	-	-	507,507
Information technology	499,293	-	-	499,293
Healthcare	273,771	-	-	273,771
Energy	201,484	-	-	201,484
Industrial	188,800	-	-	188,800
Telecommunications	98,288	-	-	98,288
Materials	91,989	-	-	91,989
Utilities	24,616	-	-	24,616
Total common stocks	2,475,403	-	-	2,475,403
Mutual funds				
Large blend	1,161,481	-	-	1,161,481
Moderate allocation	440,231	-	-	440,231
Conservative allocation	225,781	-	-	225,781
Total mutual funds	1,827,493	-	-	1,827,493
Pooled separate accounts				
Growth and income	-	578,141	-	578,141
Growth	-	553,994	-	553,994
Aggressive growth	-	344,098	-	344,098
Income	-	152,403	-	152,403
Total pooled separate accounts	-	1,628,636	-	1,628,636
Stable value fund	-	796,153	-	796,153
Money market funds	58,411	-	-	58,411
Total	$ 4,361,307	$ 2,424,789	$ -	$ 6,786,096

Note 3 - Fair Value Accounting (continued)

As of December 31, 2012:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large blend	$ 1,015,804	$ -	$ -	$ 1,015,804
Moderate allocation	283,534	-	-	283,534
Conservative allocation	247,878	-	-	247,878
Total mutual funds	1,547,216	-	-	1,547,216
Pooled separate accounts				
Aggressive growth	-	395,571	-	395,571
Growth	-	536,232	-	536,232
Growth and income	-	588,474	-	588,474
Income	-	225,459	-	225,459
Total pooled separate accounts	-	1,745,736	-	1,745,736
Stable value fund	-	625,686	-	625,686
Total	$ 1,547,216	$ 2,371,422	$ -	$ 3,918,638

The valuation technique used to measure the fair value of the mutual funds was based upon quoted prices in active markets for identical assets.

The valuation technique used to measure fair value of the pooled separate accounts and stable value fund was based on the value of the underlying assets and securities, the majority of which have observable Level 1 pricing inputs, including publicly quoted prices and quoted prices for similar assets in active or non-active markets (market approach). Pooled separate accounts and stable value funds do not have publicly quoted prices.

The valuation technique used to measure the fair value of the common stocks was based upon quoted prices in active markets for identical assets.

Money market funds are stated at cost, which approximates fair value due to their short-term nature.

There were no changes to the valuation techniques used during the year ended December 31, 2013.

Note 3 - Fair Value Accounting (continued)

Reported Net Asset Values

The following table for December 31, 2013 sets forth a summary of the Plan's Level 2 investments with a reported net asset value.

	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Stable value fund					
Stable value fund (a)	$ 796,153	$ -	Immediate	N/A	One day
Pooled separate accounts					
Growth and income (b)	578,141	-	Immediate	N/A	One day
Growth (c)	553,994	-	Immediate	N/A	One day
Aggressive growth (d)	344,098	-	Immediate	N/A	One day
Income (e)	152,403	-	Immediate	N/A	One day
Total	$ 2,424,789	$ -			

The following table for December 31, 2012 sets forth a summary of the Plan's Level 2 investments with a reported net asset value.

	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Stable value fund					
Stable value fund (a)	$ 625,686	$ -	Immediate	N/A	One day
Pooled separate accounts					
Growth and income (b)	588,474	-	Immediate	N/A	One day
Growth (c)	536,232	-	Immediate	N/A	One day
Aggressive growth (d)	395,571	-	Immediate	N/A	One day
Income (e)	225,459	-	Immediate	N/A	One day
Total	$ 2,371,422	$ -			

(a) The stable value fund seeks to preserve principal and provide book value liquidity on a daily basis for Plan-permitted, participant-directed withdrawals while maintaining a competitive rate of interest. The fund will invest primarily in diversified fixed income mutual funds, separately managed bond accounts, and book value stabilizing agreements to provide high current income and to offset price fluctuations associated with fixed income investments.
(b) The investment objective of the funds is to achieve long-term growth of capital and income.
(c) The investment objective of the funds is to provide long-term growth of capital.
(d) The investments seek high total return by investing in equity securities.
(e) The investments seek to maximize real return, consistent with preservation of real capital and prudent investment management.

Note 4 - Income Taxes

The IRS has determined and informed the Company by letter dated July 1, 2005 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The determination letter does not cover subsequent amendments; however, the Plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 5 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative, accounting, and legal services to the Plan and also pays the cost of certain outside services for the Plan.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested and the Plan administrator is to distribute each participant's interest to the participant or his or her beneficiaries.

Note 7 - Party-In Interest Transactions

Certain Plan investments are mutual funds, pooled separate accounts, and a stable value fund managed by John Hancock and Morgan Stanley. John Hancock is the Plan custodian, as defined by the Plan. In addition, participant notes qualify as parties-in-interest for the years ended December 31, 2013 and 2012. These transactions qualify as party-in-interest, which are exempt from the prohibited transaction rule.

Note 8 - Subsequent Events

The Plan administrator has evaluated subsequent events related to the Plan through the auditors' report date, which is the date the financial statements were available for issuance, and has determined there are no events requiring disclosure based upon this evaluation.

SUPPLEMENTAL SCHEDULE

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2013

Employer Identification Number - 84-0609804
Plan Number - 002

(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
	Mutual funds			
*	John Hancock Life Insurance Company USA	Lifestyle Fund - Aggressive Portfolio	**	$ 690,999
*	John Hancock Life Insurance Company USA	Lifestyle Fund - Growth Portfolio	**	470,482
*	John Hancock Life Insurance Company USA	Lifestyle Fund - Balanced Portfolio	**	440,231
*	John Hancock Life Insurance Company USA	Lifestyle Fund - Moderate Portfolio	**	169,367
*	John Hancock Life Insurance Company USA	Lifestyle Fund - Conservative Portfolio	**	56,414
		Total mutual funds		1,827,493
	Pooled separate accounts			
*	John Hancock Life Insurance Company USA	American Funds AM Balance	**	420,900
*	John Hancock Life Insurance Company USA	Small Company Value Fund	**	191,018
*	John Hancock Life Insurance Company USA	American Funds Growth Fund of America	**	180,364
*	John Hancock Life Insurance Company USA	American Funds Europacific Growth Fund	**	128,784
*	John Hancock Life Insurance Company USA	Total Return Fund	**	61,653
*	John Hancock Life Insurance Company USA	American Funds Investment Company of America	**	93,104
*	John Hancock Life Insurance Company USA	American Funds Index International	**	82,393
*	John Hancock Life Insurance Company USA	Capital Appreciation Fund	**	151,559
*	John Hancock Life Insurance Company USA	U.S. High Yield Bond Fund	**	90,750
*	John Hancock Life Insurance Company USA	VS Eqinc	**	40,629
*	John Hancock Life Insurance Company USA	DFA Emerging Markets Value Fund	**	34,352
*	John Hancock Life Insurance Company USA	Royce Opportunity Fund	**	48,704

(Continued on the following page)

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2013

(Continued from the previous page)

(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
*	John Hancock Life Insurance Company USA	Small Cap Growth Index Fund	**	16,871
*	John Hancock Life Insurance Company USA	Mid Cap Stock Fund	**	32,994
*	John Hancock Life Insurance Company USA	Mid Cap Index Fund	**	1,079
*	John Hancock Life Insurance Company USA	Davis New York Venture Fund	**	23,508
*	John Hancock Life Insurance Company USA	Global Fund	**	28,890
*	John Hancock Life Insurance Company USA	VS Equity Income Fund	**	1,084
		Total pooled separate accounts		1,628,636
*	John Hancock Life Insurance Company USA	Stable Value Fund	-	796,153
	Money Market Funds	Money market	-	58,411
	Common Stocks			
*	ACE Ltd	Common Stock	5,651	6,315
	Actavis PLC	Common Stock	9,936	11,592
	Activision Blizzard Inc	Common Stock	5,639	5,938
	Adobe Systems	Common Stock	12,555	14,012
	Alleghany CP Delaware	Common Stock	11,197	12,799
	Alliance Data Systems Corp	Common Stock	14,649	20,771
	Aon PLC Shs CL-A	Common Stock	12,829	13,590
	ASML Holding NV NY Reg New	Common Stock	12,013	12,087
	Axiall Corp Com	Common Stock	10,601	11,765
	Aegon NV-ADR Amer Reg-ADR	Common Stock	8,079	6,769
	Affiliated Managers Group	Common Stock	9,336	11,495
	Agilent Technologies Inc.	Common Stock	1,629	4,690
	Air Products & Chemicals Inc	Common Stock	11,896	15,091
	Alexion Pharmaceuticals Inc	Common Stock	13,659	14,351
	Amazon Com Inc	Common Stock	16,987	26,719
	America Movil	Common Stock	8,634	9,114
	American Express Co	Common Stock	16,609	40,829
	Ameriprise Financial Inc	Common Stock	2,097	6,558
	Apple Computer Inc	Common Stock	15,385	26,368
	Arm Holdings PLC	Common Stock	11,561	13,683

(Continued on the following page)

CTL|THOMPSON, INC. SAVINGS AND RETIREMENT PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
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(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
	Astellas Pharma Inc-JPY	Common Stock	3,953	5,712
	Astrazeneca PLC Spon ADR	Common Stock	12,466	14,545
	Baidu Inc Spon ADR Rptng Ord Shs CL A	Common Stock	7,427	8,182
	Banco Santander Brasil SA ADS	Common Stock	6,249	5,704
	Beacon Roofing Supply Inc	Common Stock	6,394	7,734
	Berkshire Hathaway CL-B New	Common Stock	17,031	32,367
	Biogen Idec Inc	Common Stock	11,730	14,817
	BP PLC	Common Stock	14,246	16,236
	British Sky Brdcstg Grp PLC	Common Stock	8,399	8,996
	Brookfield Asset Mgnt CL A Ltd	Common Stock	7,524	7,766
	Burlington Stores Inc	Common Stock	4,737	6,400
	Bank New York Mellon Corp	Common Stock	37,010	47,309
	Bank of America Corp	Common Stock	7,018	8,626
	Bed Bath and Beyond	Common Stock	14,670	25,053
	Best Buy Inc	Common Stock	10,007	11,525
	Boston Scientific Corp	Common Stock	11,636	11,876
	Cambrex Corp	Common Stock	8,841	8,612
	Capital Bank Finl Corp CL A	Common Stock	7,442	9,259
	Carmax Inc	Common Stock	5,835	5,595
	Carrefour SA Sponsored ADR	Common Stock	3,271	6,178
	Celgene Corp	Common Stock	13,261	15,883
	Centene Corporation	Common Stock	8,125	10,787
	China Mobile Ltd	Common Stock	11,391	11,504
	Coca-Cola Co	Common Stock	5,420	8,428
	Cogent Comm Group	Common Stock	5,535	8,284
	Constellation Brands Inc CL A	Common Stock	16,135	23,014
	CRH PLC ADR	Common Stock	9,606	13,542
	Cumulus Media	Common Stock	7,776	10,598
	CVS Corp	Common Stock	17,462	40,723
	Canadian Natural Res Ltd	Common Stock	16,098	17,766
	Canon Inc. ADR	Common Stock	6,259	6,560
	Cavium Inc	Common Stock	7,443	7,834
	Chart Industries Inc	Common Stock	7,575	9,086
	Chesapeake Energy Corp	Common Stock	7,651	11,128
	CitiGroup Inc	Common Stock	8,407	13,600
	Corning Inc	Common Stock	12,640	14,613
	Costco Wholesale Corp New	Common Stock	12,810	28,088
	Dealertrack Technologies Inc	Common Stock	8,924	11,395
	Delphi Automotive PLC	Common Stock	10,534	11,425

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(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
	Discovery Communications Ser A	Common Stock	13,359	15,371
	Daiichi Sankyo Co	Common Stock	8,800	8,553
	Dana Holding Corp	Common Stock	3,430	3,551
	Delta Air Lines Inc	Common Stock	11,267	14,257
	Deutsche Telekom AG Sp ADR	Common Stock	7,009	8,026
	Diageo PLC Spon ADR- New	Common Stock	9,254	14,169
	Eagle Matls Inc	Common Stock	4,992	8,440
	Ecolab Inc	Common Stock	6,568	8,237
	Eni Spa Sponsored ADR	Common Stock	12,921	13,577
	EOG Resources Inc	Common Stock	6,081	22,323
	Everbank Financial	Common Stock	8,848	10,124
	Evercore Partners Inc Class A	Common Stock	6,068	9,685
	Evertec Inc	Common Stock	8,130	8,755
	Exelis Inc Com	Common Stock	6,641	11,074
	Exelon Corp	Common Stock	8,577	8,217
	Eaton Corp	Common Stock	9,709	12,331
	Eli Lilly & Co	Common Stock	7,432	8,925
	Ericsson L M Tel Co CL B ADR New	Common Stock	8,403	8,813
	Express Scripts Inc Common	Common Stock	9,955	13,767
	Facebook Inc CL-A	Common Stock	12,885	18,854
	Firstmerit Corporation	Common Stock	7,132	10,159
	Fleetmatics Group PLC	Common Stock	4,959	6,833
	Foster Wheeler Ag Com	Common Stock	3,891	6,105
	FXCM Inc-A	Common Stock	8,657	9,633
	Felcor Lodging Tr Inc	Common Stock	5,788	11,416
	Finisar Corp	Common Stock	6,794	10,693
	GDF SUEZ-Spon ADR	Common Stock	14,265	15,622
	Generac Hldgs Inc Com	Common Stock	7,297	10,138
	Gilead Science	Common Stock	6,378	16,672
	Glaxosmithkline PLC Sp ADR	Common Stock	8,539	10,144
	Google Inc CL A	Common Stock	38,682	71,725
	Helix Energy Solutions Grp Inc	Common Stock	10,111	9,875
	HFF, Inc. Class A	Common Stock	6,885	9,666
	Hain Celestial Group Inc	Common Stock	2,333	3,722
	Harley-Davidson Inc	Common Stock	5,336	6,924
	Hercules Offshore Inc	Common Stock	8,329	11,731
	Hewlett Packard Co	Common Stock	3,255	2,826
	Home Depot Inc	Common Stock	9,063	11,857
	Honda Motor Company	Common Stock	6,400	7,443
	Icon PLC Sponsored ADR	Common Stock	3,532	6,426

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(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
	IMAX Corporation CAD	Common Stock	5,520	7,459
	Impax Laboratories Inc	Common Stock	6,862	7,165
	Imperial Tobacco Gp PLC Sp ADR	Common Stock	10,725	12,445
	Intelsat S.A.	Common Stock	5,832	7,100
	Intercontinentalexchange Group	Common Stock	15,074	22,492
	Intel Corp	Common Stock	6,507	9,499
	Intesa Sanpaolo S P A Sponsored ADR	Common Stock	7,663	7,924
	Iron Mtn Inc (Del)	Common Stock	5,306	6,920
	J Sainsbury PLC-GBP Spon ADR	Common Stock	4,041	4,915
	JDS Uniphase Corp	Common Stock	9,797	9,856
	JPMorgan Chase & Co	Common Stock	4,677	5,790
	KCG Hldgs Inc CL A	Common Stock	7,930	8,205
	Kodiak Oil & Gas Corp	Common Stock	6,707	8,183
	Krispy Kreme Doughnuts Corp	Common Stock	11,258	10,802
	Kaiser Aluminum Corp	Common Stock	5,028	6,813
	Kansas City Southern Inds New	Common Stock	13,911	13,993
	Key Energy Svcs Inc	Common Stock	8,700	8,626
	Koninklijke Ahold NV Spon ADR New	Common Stock	4,155	12,049
	Laboratory Cp Amer Hldgs New	Common Stock	16,730	15,899
	Liberty Global PLC CL C New	Common Stock	14,483	17,960
	Linkedin Corp-A	Common Stock	6,914	11,058
	Lithia Motors Inc A	Common Stock	5,847	10,066
	Lifetime Fitness	Common Stock	10,964	9,776
	Loews Corp	Common Stock	8,326	16,306
	Manitowoc Co	Common Stock	7,371	10,704
	Michael Kors Holdings Ltd	Common Stock	11,139	11,448
	MS&AD Insurance Unspon ADR	Common Stock	11,191	9,648
	MSGDT385 GOGO INC	Common Stock	5,412	4,220
	Magnum Hunter Resources Corp	Common Stock	5,066	9,517
	Marks & Spencer Group PLC Spon	Common Stock	5,776	7,883
	Masco Corp DE	Common Stock	4,404	5,693
	Mastec Inc	Common Stock	10,441	11,845
	Merck & Co Inc New	Common Stock	6,790	8,658
	Microsoft Corp	Common Stock	16,546	23,606
	Mitsubishi UFJ Financial Group Inc	Common Stock	13,522	8,149
	Monsanto Co New	Common Stock	12,501	17,250
	Navistar Intl Corp	Common Stock	6,963	7,791
	Netflix Inc	Common Stock	11,373	12,150

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(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
	Nexstar Broadcasting Grp CL A	Common Stock	5,480	18,224
	NPS Pharmaceuticals Inc	Common Stock	9,753	10,352
	Nippon Tel & Tel Spon ADR	Common Stock	10,300	12,303
	Nissan Mtr Ltd Spons ADR	Common Stock	14,205	12,012
	Oil Co Lukoil Spn ADR	Common Stock	6,203	7,259
	Orange New	Common Stock	8,050	7,632
	Occidental Petroleum Corp Del	Common Stock	6,088	9,890
	Oracle Corp	Common Stock	4,150	5,204
	Orient Express Hotels Ltd - Class A	Common Stock	8,307	11,408
	Paccar Inc	Common Stock	6,138	6,864
	PDC Energy Inc Com	Common Stock	11,165	9,632
	Pebblebrook Hotel Tr Com	Common Stock	6,687	8,705
	Petroleo Brasileiro SA ADR	Common Stock	8,077	8,226
	Pioneer Natural Resources Co	Common Stock	7,174	13,069
	PNC Financial Services	Common Stock	10,240	4,499
	Private Bancorp Inc Del	Common Stock	5,075	5,179
	Pepsico Inc	Common Stock	9,146	12,026
	Pfizer Inc	Common Stock	5,936	11,241
	Philip Morris Intl Inc.	Common Stock	3,719	6,796
	Pier 1 Imports Inc-DEL	Common Stock	9,660	10,294
	Pinnacle Entmt Inc	Common Stock	5,294	11,956
	Polyone Corp	Common Stock	7,472	10,852
	Precision Castparts Corp	Common Stock	9,744	16,966
	Progressive Corp Ohio	Common Stock	11,567	15,081
	Qlik Technologies	Common Stock	5,946	6,737
	Radware Ltd	Common Stock	12,081	13,197
	Rally Software Development Co	Common Stock	9,047	6,263
	RF Micro Devices Inc	Common Stock	4,710	5,717
	Ryland Group Inc	Common Stock	9,040	9,290
	Sagent Pharmaceuticals Inc	Common Stock	6,944	7,563
	SBA Communications Corp	Common Stock	7,565	7,816
	Scientific Games CP CL A	Common Stock	9,260	8,956
	Scorpio Tankers Inc	Common Stock	8,152	9,738
	Scripps E.W. Company CL A New	Common Stock	8,283	11,056
	Servicenow Inc	Common Stock	8,542	10,305
	Servicesource Intl	Common Stock	7,261	5,305
	Spirit Airlines Inc	Common Stock	6,656	11,217
	State Street Corp	Common Stock	5,682	9,540
	Stifel Financial Corporation	Common Stock	6,311	8,530
	Swiss Re Ltd Sponsored ADR	Common Stock	1,145	1,848

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(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
	Salesforce.com Inc	Common Stock	8,277	11,535
	Sanofi-Aventis Spons ADR	Common Stock	5,579	7,508
	Sinclair Broadcast Group Inc CL A	Common Stock	6,152	19,115
	Starbucks Corp	Common Stock	9,639	14,738
	Synovus Financial Corp	Common Stock	7,874	10,357
	TE Connectivity Ltd	Common Stock	3,533	8,542
	Team Health Hldgs	Common Stock	3,209	4,282
	TJX Companies New	Common Stock	8,535	14,849
	Total Sa Spons ADR	Common Stock	12,782	14,705
	Tutor Perini Corp Com	Common Stock	7,530	10,678
	Tyler Technologies Inc	Common Stock	1,847	4,391
	Takeda Pharmaceutical Co	Common Stock	5,699	5,525
	Telecom Italia SPA-ADR New	Common Stock	17,367	5,856
	Telefonica SA Spon ADR	Common Stock	5,189	6,209
	Teradyne Inc	Common Stock	10,381	12,933
	Texas Instruments	Common Stock	8,847	14,842
	Tim Participacoes SA-BRL ADR	Common Stock	10,620	15,219
	Tokio Marine Hldgs	Common Stock	8,871	9,098
	Toyota Motor Company	Common Stock	4,973	7,925
	Triumph Group Inc	Common Stock	3,408	4,793
	USG Corporation New 5/93	Common Stock	8,156	10,614
	Unilever NV NY Shs-New	Common Stock	4,957	7,443
	Unitedhealth Group Inc	Common Stock	16,502	18,222
	Vantiv Inc CL-A	Common Stock	10,483	12,326
	Verifone Systems Inc	Common Stock	8,442	10,433
	Visa Inc	Common Stock	24,212	28,281
	Wisdomtree Invests Inc	Common Stock	7,830	11,919
	WM Morrison Supermarkets PLC	Common Stock	10,853	11,592
	Walt Disney Corp	Common Stock	6,343	9,245
	Wells Fargo & Co New	Common Stock	33,501	50,621
	Western Alliance Bancorporation	Common Stock	2,717	9,949
	Western Digital Corp	Common Stock	5,789	15,102
		Total common stocks	1,875,639	2,475,403
*	Participant loans	Loans bearing interest at 5.25%, maturities at various dates through July 2018, collateralized by participant accounts	**	62,369
			$ 1,875,639	$ 6,848,465

* Party-in-interest
** Cost data not required for participant-directed assets with individual accounts.