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
GDF SUEZ ENERGY NORTH AMERICA, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/01/1984

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

GDF SUEZ ENERGY NORTH AMERICA, INC.

1990 POST OAK BOULEVARD SUITE 1900
HOUSTON, TX 77056

2b Employer Identification Number (EIN)
13-3092178

2c Sponsor's telephone number
713-636-1155

2d Business code (see instructions)
221100

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	MARY MORRISON
	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
IPR-GDF SUEZ ENERGY NORTH AMERICA, INC.

4b EIN
13-3092178

4c PN
002

5	Total number of participants at the beginning of the plan year	**5**	2174
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**	1359
b	Retired or separated participants receiving benefits	**6b**	26
c	Other retired or separated participants entitled to future benefits	**6c**	634
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2019
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	2019
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2003
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 2K 2S 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)	[ ]	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)	[ ]	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)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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	**B** Three-digit plan number (PN) ▶
GDF SUEZ ENERGY NORTH AMERICA, INC. 401(K) PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
GDF SUEZ ENERGY NORTH AMERICA, INC.	13-3092178

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
AMERICAN FUNDS	333 S. HOPE STREET, 50TH FLOOR LOS ANGELES, CA 90071

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
ARTISAN	875 E. WISCONSIN AVE. STE 800 MILWAUKEE, WI 53202

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
INVESCO	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046-1173

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
NEUBERGER BERMAN	600 MONTGOMERY STREET, 19TH FLOOR SAN FRANCISCO, CA 94111

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

OPPENHEIMER FUNDS

225 LIBERTY ST. 14TH FLOOR
NEW YORK, NY 10281

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

PIMCO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105-4800

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

PUTNAM FIDUCIARY TRUST COMPANY

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

PUTNAM INVESTMENTS

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

T. ROWE PRICE ASSOCIATES

100 E. PRATT ST
BALTIMORE, MD 21212

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

VANGUARD FUNDS

100 VANGUARD BLVD MAIL STOP #242
MALVERN, PA 19355

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

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

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)

BUCK CONSULTANTS

1201 LOUISIANA STREET, SUITE 750
HOUSTON, TX 77002

(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?
17	PENSION CONSULTANT	0	Yes [X] No [ ]	Yes [X] No [ ]	98184	Yes [ ] No [X]

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

DELOITTE & TOUCHE

1111 BAGBY STREET
HOUSTON, TX 77002

(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?
10	AUDITOR	0	Yes [X] No [ ]	Yes [X] No [ ]	35984	Yes [ ] No [X]

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

THOMPSON & KNIGHT

333 CLAY STREET
HOUSTON, TX 77002

(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?
29	LEGAL SERVICES	0	Yes [X] No [ ]	Yes [X] No [ ]	24610	Yes [ ] No [X]

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)

ADP

2550 GRAY FALLS DRIVE
HOUSTON, TX 77077

(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?
99	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	3645	Yes [ ] No [X]

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

PUTNAM INVESTOR SERVICES, INC.

ONE POST OFFICE SQUARE
BOSTON, MA 02109

(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?
64 15	RECORDKEEPER	618	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
DELOITTE & TOUCHE	10	35984

(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.
PUTNAM INVESTOR SERVICES, INC. ONE POST OFFICE SQUARE BOSTON, MA 02109	AUDIT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BUCK CONSULTANTS	27	98184

(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.
PUTNAM INVESTOR SERVICES, INC. ONE POST OFFICE SQUARE BOSTON, MA 02109	CONSULTING

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THOMPSON & KNIGHT	29	24610

(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.
PUTNAM INVESTOR SERVICES, INC. ONE POST OFFICE SQUARE BOSTON, MA 02109	LEGAL FEES

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
ADP	99	3645

(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.
PUTNAM INVESTOR SERVICES, INC. ONE POST OFFICE SQUARE BOSTON, MA 02109	OTHER

(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
GDF SUEZ ENERGY NORTH AMERICA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GDF SUEZ ENERGY NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-3092178

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: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3159710-202	C	45117359

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM S&P 500 INDEX

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2884233-201	C	16336077

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
GDF SUEZ ENERGY NORTH AMERICA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GDF SUEZ ENERGY NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-3092178

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1143818	1044590
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	4559754	4402730
(9) Value of interest in common/collective trusts	1c(9)	56860247	62044473
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	185018018	225212620
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	247581837	292704413
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	247581837	292704413

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)	9103409	
(B) Participants	2a(1)(B)	14848203	
(C) Others (including rollovers)	2a(1)(C)	1519901	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		25471513
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	189712	
(F) Other	2b(1)(F)	533	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		190245
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12103566	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		12103566
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3857989
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		27257054
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		68880367
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	23320652	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		23320652
f Corrective distributions (see instructions)	2f		142
g Certain deemed distributions of participant loans (see instructions)	2g		435440
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	618	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	939	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1557
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		23757791
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		45122576
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DELOITTE & TOUCHE **(2)** EIN: 13-3891517

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		5000000
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
GDF SUEZ ENERGY NORTH AMERICA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GDF SUEZ ENERGY NORTH AMERICA, INC.

D Employer Identification Number (EIN)
13-3092178

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): 84-1455663

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):

GDF SUEZ Energy North America, Inc. 401(k) Plan (Formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan)

EIN 13-3092178/Plan Number 002

Financial Statements as of December 31, 2013 and 2012, and for the Year Ended December 31, 2013, Supplemental Schedule as of December 31, 2013, and Independent Auditors' Report

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN
(FORMERLY IPR-GDF SUEZ NORTH AMERICA, INC. 401(k) PLAN)

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1–2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements as of December 31, 2013 and 2012, and for the Year Ended December 31, 2013	5–13
SUPPLEMENTAL SCHEDULE —	14
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2013	15

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

Deloitte & Touche LLP
1111 Bagby Street
Suite 4500
Houston, TX 77002-2591
USA

Tel: +1 713 982 2000
Fax: +1 713 982 2001
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
GDF SUEZ Energy North America, Inc. 401(k) Plan (formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan):

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the GDF SUEZ Energy North America, Inc. 401(k) Plan (formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Putnam Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

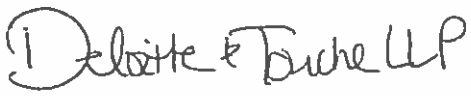
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule listed in the table of contents 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 Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.



October 9, 2014

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN
(Formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Participant-directed investments — at fair value	$287,257,094	$241,878,265
Receivables — employer contributions	1,044,589	1,143,818
Notes receivables from participants	4,422,147	4,585,634
NET ASSETS AVAILABLE FOR BENEFITS — At fair value	292,723,830	247,607,717
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	(591,037)	(1,358,819)
NET ASSETS AVAILABLE FOR BENEFITS	$292,132,793	$246,248,898

See notes to financial statements.

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN
(Formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS:	
Contributions:	
Participant contributions	$ 14,848,203
Employer contributions	9,103,409
Rollover contributions	1,519,901
Total contributions	25,471,513
Investment income:	
Interest and dividends	12,847,829
Net appreciation in fair value of investments	31,139,094
Total investment income	43,986,923
Interest income on notes receivable from participants	189,712
Total additions	69,648,148
DEDUCTIONS:	
Benefits paid to participants	(23,762,696)
Administrative expenses	(1,557)
Total deductions	(23,764,253)
INCREASE IN NET ASSETS	45,883,895
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	246,248,898
End of year	$292,132,793

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the GDF SUEZ Energy North America, Inc. 401(k) Plan (formerly IPR-GDF SUEZ North America, Inc. 401(k) Plan) (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is sponsored by GDF SUEZ Energy North America, Inc. (the "Company"). With the exception of certain union employees, nonresident aliens, and leased employees, the Plan covers substantially all employees of the Company. There are no age or service requirements.

The Company acts as the Plan administrator and is responsible for the Plan. Putnam Fiduciary Trust Company (the "Trustee" or "Putnam") serves as the recordkeeper and trustee and manages the assets of the Plan and maintains individual accounts for each participant.

Effective January 1, 2013, the Plan name changed from the IPR-GDF SUEZ North America, Inc. 401(k) Plan to the GDF SUEZ Energy North America, Inc. 401(k) Plan.

The International Power America Inc. Savings Plan (the "IPA Plan") was merged with the Plan on January 1, 2012. IPA Plan's net assets available for benefits totaling $50,035,771, of which $1,068,901 represent participants loans, were transferred into the Plan on January 3, 2012. Upon the merger, all active employees of the IPA Plan became 100% vested.

Contributions — Participants may contribute up to 100% of their eligible compensation, as defined in the Plan. The Company contributes 50% of each participant's elective deferrals made on the first 6% of eligible compensation.

Effective January 1, 2012, the Plan also requires the Company to contribute an amount equal to 3% (2% in 2011) of each participant's eligible quarterly compensation as a profit-sharing contribution on a quarterly basis, provided the participant is an active employee of the Company at the end of the quarter.

Effective January 1, 2011, the Company makes a non-elective contribution on behalf of each 401(k) Plus participant of the FirstLight Bargaining Associates Plan.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, Company profit-sharing contributions and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

All new employees are automatically enrolled into the Plan sixty days after the employee's initial hire date. Absent an election by the employee to the contrary, 3% is automatically withheld from his/her compensation and deposited in the Plan as an employee contribution. This amount will increase by 1% each year until it reaches 6% of participants before-tax pay. If the employee does not select an investment option, as of July 1, 2013 the contributions will be invested in the Vanguard Target Retirement Fund that most closely matches the employees target retirement year, but may be subsequently redirected by the employee at any time. Prior to July 1, 2013 these contributions would have been initially invested in the Retirement Choice Moderate Portfolio. Each employee is responsible for directing his/her account.

Investments — Upon enrollment in the Plan, a participant may direct employee contributions into various investment options. Company contributions are contributed according to the same allocation.

Vesting — All participant and employer contributions and earnings thereon vest immediately. Upon termination of service, retirement, death, disability, or termination of the Plan, the participant receives a lump-sum amount equal to his/her account balance.

Notes Receivable from Participants — Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer between the investment fund and the loan fund. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% of interest on the date of the loan. Principal and interest are paid ratably through payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, a common collective trust fund and a common collective trust fund that is considered to be a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The common collective trust fund is stated at fair value as determined by the issuer of the common collective trust (Putnam S&P 500 Index Fund) based on the fair market value of the underlying investments. The stable value fund (Putnam Stable Value Fund) is stated at fair value and then adjusted to contract value as described below. Fair value of the stable value fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest.

The stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis. The Putnam Stable Value Fund (the "Fund") is a commingled pool of the Putnam Fiduciary Trust Company Investment Funds for Pension and Profit-Sharing Trusts and is subject to the FASB Staff Position. The Fund primarily invests in stable value instruments and certain other fixed income or money market obligations or in a variety of collective investment vehicles that invest in such obligations. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The adjustment from fair value to contract value for the Fund is $(591,037) and $(1,358,819) at December 31, 2013 and 2012, respectively (see Note 5).

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds, common collective trust fund and stable value fund are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses of the Plan may be paid by the Company or the Plan, as provided in the Plan document.

Benefit Payments — Benefits are recorded upon distribution. At December 31, 2013 and 2012, there were no benefits payable to retired or terminated participants who had elected to withdraw from the Plan, but have not yet been paid.

3. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2013 and 2012.

	Fair Value Measurements at December 31, 2013, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Domestic stock funds	$110,810,000	$ -	$ -	$110,810,000
International stock fund	68,355,099			68,355,099
Income funds	39,613,525			39,613,525
Target Date Funds	6,433,997			6,433,997
Total mutual funds	225,212,621	-	-	225,212,621
Common collective trust fund:				
Putnam S&P 500 Index Fund		16,336,077		16,336,077
Putnam Stable Value Fund		45,708,396		45,708,396
Total	$225,212,621	$62,044,473	$ -	$287,257,094

	Fair Value Measurements at December 31, 2012, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Domestic stock funds	$ 84,663,181	$ -	$ -	$ 84,663,181
International stock fund	57,326,869			57,326,869
Income funds	43,027,968			43,027,968
Total mutual funds	185,018,018	-	-	185,018,018
Common collective trust fund:				
Putnam S&P 500 Index Fund		11,526,716		11,526,716
Putnam Stable Value Fund		45,333,531		45,333,531
Total	$185,018,018	$56,860,247	$ -	$241,878,265

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of the transfer between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 31, 2013 and 2012, there were no transfers between levels.

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012, are as follows:

	2013			2012	
	Shares/Units	Market Value		Shares/Units	Market Value
Putnam Stable Value Fund	45,402,013	45,708,396		43,862,509	$45,333,531
Putnam S & P 500 Index Fund Y	292,814	16,336,077	*		
American Funds Europacific Growth Fund R5	425,941	20,862,596		447,721	18,414,748
Neuberger Berman Genesis Fund Institutional Class	357,220	22,111,887		357,638	17,424,114
American Funds Fundamental Investors Fund Class R5	391,019	20,329,089		380,914	15,537,484
Putman Equity Income Fund Class Y	786,995	16,109,792	*		
Artisan Mid-Cap Fund	420,968	20,046,490		414,038	15,542,971
PIMCO Total Return Fund	2,246,638	24,016,555		2,424,103	27,246,918
T. Rowe Price New America Growth Fund	625,527	27,629,549		609,050	21,877,069

* Investments were not at the 5% of net assets as of December 31, 2012

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

American Funds Europacific Growth Fund R5	$ 3,340,273
American Funds Fundamental Investors Fund Class R5	4,299,408
Artisian Mid-Cap Fund	4,069,855
INVESCO REAL Estate Fund Inst	(752,456)
Neuberger & Berman Genesis Fund Institutional Class	4,577,348
Oppenheimer Developing Markets Fund Y Class	618,036
Perkins Mid Cap Value Fund I Class	804,521
PIMCO All Asset Fund Institutional	37
PIMCO Global Advantage Strategy BD INSTL	(560,850)
PIMCO Real Return Bond Fund Institutional Class	(650,976)
PIMCO Total Return Fund	(1,312,614)
Putnam Equity Income Fund Class Y	2,415,584
Putnam International Capital Opportunities Fund Y	2,492,267
Putnam S&P 500 Index Fund	3,879,851
Putnam Stable Value Fund	2,188
T. Rowe Price New America Growth Fund	4,905,387
Vanguard Small Cap Index Fund Investor Shares	1,918,377
Vanguard Target Retirement 2020 Inv	151,768
Vanguard Target Retirement 2030 Inv	264,840
Vanguard Target Retirement 2040 Inv	265,701
Vanguard Target Retirement 2050 Inv	102,863
Vanguard Target Retirement 2060 Inv	744
Vanguard Target Retirement Income Inv	14,731
Vanguard Total Bond Market Index Signal	(82,431)
Vanguard Total International Stock Index Signal	374,642
Net appreciation in fair value of investments	$31,139,094

5. STABLE VALUE FUND

The stable value fund (the "Fund") is a common collective trust fund sponsored by Putman Fiduciary Trust Company. The investment objective of the Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of guaranteed investment contracts (GICs), security-backed investment contracts (SBICs), and money market instruments.

The Fund is valued on a daily basis by Putnam Fiduciary Trust Company. All income and expenses shall be deemed to be accrued, received or paid at an equal rate from day to day. Daily unit values are determined by dividing the Fund's net assets by the number of participating units outstanding on the valuation date. Contributions and redemptions to the Fund may be made daily at the current net asset value and are considered as made immediately after the daily valuation. The Fund declares and records dividends daily and pays them monthly. Dividends are reinvested in the Fund and the units issued are adjusted accordingly.

Subject to certain restrictions, withdrawals from the Fund are generally permitted daily at contract value. The Fund invests at least 5% of its assets in high-quality money market instruments, cash, cash equivalents and pursuant to liquidity and deposit agreements, stable value funds with investments policies and other provisions similar to those of the Fund.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the

Fund itself may be subject to circumstances that impact its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Events that Limit the Ability of the Fund to Transact at Contract Value — All of the contracts that the Fund purchases are benefit responsive at contract value for all plan permitted, participant directed transactions. There are no exceptions to this stipulation. Additionally, the Fund negotiates contracts with certain employer-initiated transaction provisions including percentage allowances for targeted layoffs, bankruptcy resulting in employee job loss, reorganizations, spin-offs, and Plan terminations. Due to the size of the Fund and specific percentage allowances negotiated by the Fund, it is highly unlikely (not probable) that any event would occur that would limit the Fund's ability to transact at contract value with each issuer under these events.

The only event or circumstance that would allow issuers to immediately terminate a fully benefit-responsive wrap contract with the Fund at an amount different from contract value would be if they were provided with willingly fraudulent information about the Fund by Putnam Fiduciary Trust Company. This would constitute a breach of contract and would allow for termination at a value that could be different from contract value. Additionally, most wrap contracts have provisions that allow the issuer to terminate at book value over a specified period of time, normally the duration of the portfolio being wrapped. At no point may an issuer of a wrap contract immediately terminate at market value (other than as specified above) if the market value of the underlying portfolio is less than the book value.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and units of common collective trust funds that are managed by the Trustee and therefore, these transactions qualify as exempt party-in-interest transactions. Additionally, in 2013 and 2012, participant loans qualified as exempt party-in-interest transactions.

7. PLAN TERMINATION

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

8. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated April 16, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax position by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, respectively, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdictions. There are currently no audits for any tax periods in progress and the plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

9. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule of assets (held at end of year), that was prepared by or derived from information prepared by the Trustee of the Plan and furnished to the plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits — investments*	$286,666,057	$240,519,446
Notes receivable from participants	4,422,147	4,585,634
Statement of changes in net assets available for benefits — investment income:		
Interest and dividends	12,847,829	
Net appreciation in value of investments	31,139,094	
Interest income on notes receivable from participants	189,712	

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year), except for the fair value of the Putnam Stable Value Fund.

Note 3: All investment balances and activity in the note, except for the fair value of the Putnam Stable Value Fund and excluding the classification and level of investments.

Note 4: All investment balances and investment information in the note, except for the fair value of the Putnam Stable Value Fund.

* The Trustee has certified only the contract value of the fully benefit-responsive stable value fund (Putnam Stable Value Fund), and therefore, the stable value fund is reported within this note at contract value. All other investments are reported within this note at fair value.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation to Form 5500 of net assets available for benefits per the financial statements at December 31, 2013 and 2012, is as follows:

	2013	2012
Net assets available for benefits	$292,132,793	$246,248,898
Deemed distribution of participant loans	(19,417)	(25,880)
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	591,037	1,358,819
Net assets available for benefits per the Form 5500	$292,704,413	$247,581,837

The reconciliation to total gain per the Form 5500 to total increase per the financial statements for the year ended December 31, 2013, is as follows:

Total increase per financial statements	$45,883,895
Change in deemed distribution of participant loans	6,463
Change in adjustment from contract value to fair value for fully benefit-responsive stable value fund	(767,782)
Total gain per the Form 5500	$45,122,576

11. NET ASSET VALUE (NAV) PER SHARE

The following table for December 31, 2013 and 2012, sets forth a summary of the Plan's investments with a reported NAV:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2013				
Investment	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund (a)	$45,708,396	$ -	Daily	None	None
Putnam S&P 500 Index Fund (b)	16,336,077		Monthly	None Noted	None
Total	$62,044,473	$ -			

	Fair Value Estimated Using Net Asset Value per Share December 31, 2012				
Investment	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund (a)	$45,333,531	$ -	Daily	None	None
Putnam S&P 500 Index Fund (b)	11,526,716		Monthly	None Noted	None
Total	$56,860,247	$ -			

* The fair values of the investments have been estimated using the NAV of the investment.

(a) The investment objective of the Stable Value Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of GIC's, SBIC, and money market instruments (see Note 5).

(b) The investment objective of the Putnam S&P 500 Index Fund is to achieve a return, before the assessment of fees, that closely approximates the return of the Standard and Poor's 500 Composite Stock Price Index. A redemption fee of 1% is charged if exchange is for funds that are held for 7 days or less.

12. SUBSEQUENT EVENTS

For the year ended December 31, 2013, subsequent events were evaluated through October 9, 2014, the date the financial statements were available to be issued.

* * * * * *

SUPPLEMENTAL SCHEDULE

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN
(FORMERLY IPR-GDF SUEZ NORTH AMERICA, INC. 401(k) PLAN)
PLAN 002
(EIN) 13-3092178

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	Value
	American funds	American Funds Europacific Growth Fund R5	**	$ 20,862,596
	American funds	American Funds Fundamental Investors R5	**	20,329,089
	Artisian Funds	Artisian Mid-Cap Fund	**	20,046,490
	INVESCO	INVESCO REAL Estate Fund Inst	**	6,540,470
	Neuberger Berman	Neuberger Berman Genesis Fund Institutional	**	22,111,887
	Oppenheimer Funds	Oppenheimer Developing Markets Fund Y Class	**	9,980,523
	Perkins Funds	Perkins Mid Cap Value Fund I Class	**	9,955,876
	PIMCO	PIMCO All Asset Fund Institutional	**	31,060
	PIMCO	PIMCO Global Advantage Strategy BD INSTL	**	8,951,679
	PIMCO	PIMCO Real Return Bond Fund Institutional Class	**	4,965,018
	PIMCO	PIMCO Total Return Fund	**	24,016,555
	Putnam Fiduciary Trust Company	Putnam Equity Income Fund Class Y	**	16,109,792
	Putnam Fiduciary Trust Company	Putnam International Capital Opportunities Fund Y	**	13,261,451
	T. Rowe Price Funds	T. Rowe Price New America Growth Fund	**	27,629,549
	Vanguard	Vanguard Small Cap Index Fund Investor Shares	**	8,415,936
	Vanguard	Vanguard Target Retirement 2020 Inv	**	1,675,812
	Vanguard	Vanguard Target Retirement 2030 Inv	**	2,512,612
	Vanguard	Vanguard Target Retirement 2040 Inv	**	1,368,998
	Vanguard	Vanguard Target Retirement 2050 Inv	**	515,254
	Vanguard	Vanguard Target Retirement 2060 Inv	**	5,135
	Vanguard	Vanguard Target Retirement Income Inv	**	356,186
	Vanguard	Vanguard Total Bond Market Index Signal	**	1,649,213
	Vanguard	Vanguard Total International Stock Index Signal	**	3,921,440
	Total mutual funds			225,212,621
	Putnam Fiduciary Trust Company	Putnam S&P 500 Index Fund	**	16,336,077
	Putnam Fiduciary Trust Company	Putnam Stable Value Fund	**	45,708,396
	Total common collective trust funds			62,044,473
	TOTAL ASSETS			$ 287,257,094
*	Participant notes receivable	Loans to participants, interest rates ranging from 4.25% to 9.25%, maturing through 2026 net of deemed loan distributions $19,417		4,402,730
	TOTAL INVESTMENTS available for benefits			$ 291,659,824

* Party-in-interest
** Cost information is not required for participant-directed investments and therefore is not included

See accompanying independent auditors' report

ASSETS HELD FOR INVESTMENT PURPOSES

GDF SUEZ Energy North America, Inc. 401(k) Plan
01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1VTINX			357,630.99	356,185.89
1VTWNX			1,622,464.45	1,675,811.61
1VTHRX			2,380,817.34	2,512,612.41
1VFORX			1,286,158.46	1,368,998.02
1VFIFX			488,802.52	515,254.33
1VTTSX			4,876.55	5,134.32
1PIVYX			11,761,434.89	13,261,451.36
1RERFX			17,763,159.02	20,862,595.73
1ODVYX			9,209,079.05	9,980,522.60
1VTSGX			3,578,703.85	3,921,439.95
1IARIX			7,348,577.58	6,540,470.03
1VSISX			6,516,207.46	8,415,935.92
1ARTMX			16,158,201.06	20,046,489.73
1NBGIX			18,516,772.45	22,111,887.47
1JMVAX1			9,776,857.44	9,955,875.60
1PEIYX			13,830,949.71	16,109,791.88
1PTYSP5			12,086,992.94	16,336,076.60
1RFNFX			15,557,463.43	20,329,089.30
1PRWAX			21,232,416.20	27,629,549.30
1PAAIX			31,023.39	31,060.03
1PSAIX			9,271,588.35	8,951,679.21
1PRRIX			5,394,143.33	4,965,017.54
1PTTRX			24,846,376.20	24,016,555.40
1VBTSX			1,703,679.56	1,649,212.65
1PCSV25			45,042,013.15	45,042,013.07
			255,766,389.37	**286,590,709.95**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	4,411,803.38	4,422,147.48
FORFEITURES			75,346.04	75,346.04

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 13-3092178 Plan 002

ASSETS HELD FOR INVESTMENT PURPOSES

GDF SUEZ Energy North America, Inc. 401(k) Plan
01-JAN-13 to 31-DEC-13

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1VTINX	Vanguard Target Retirement Income Inv
1VTHRX	Vanguard Target Retirement 2030 Inv
1VFIFX	Vanguard Target Retirement 2050 Inv
1PIVYX	Putnam International Capital Opp Y
1ODVYX	Oppenheimer Developing Markets Y
1IARIX	Invesco Real Estate R5
1ARTMX	Artisan Mid Cap Inv
1JMVAX1	Perkins Mid Cap Value Fund I
1PTYSP5	Putnam S & P 500 Index Fund Y
1PRWAX	T. Rowe Price New America Growth
1PSAIX	PIMCO Global Advantage Strategy Bd Inst
1PTTRX	PIMCO Total Return Instl
1PCSV25	Putnam Stable Value Fund
1VTWNX	Vanguard Target Retirement 2020 Inv
1VFORX	Vanguard Target Retirement 2040 Inv
1VTTSX	Vanguard Target Retirement 2060 Investor
1RERFX	American Funds EuroPacific Gr R5
1VTSGX	Vanguard Total Intl Stock Index Signal
1VSISX	Vanguard Small Cap Index Signal
1NBGIX	Neuberger Berman Genesis Instl
1PEIYX	Putnam Equity Income Y
1RFNFX	American Funds Fundamental Investors R5
1PAAIX	PIMCO All Asset Instl
1PRRIX	PIMCO Real Return Instl
1VBTSX	Vanguard Total Bond Market Index Signal

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year