

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE INDIVIDUAL RETIREMENT PLAN FOR RIVERSTONE RESOURCES LLC</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/15/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/15/1997</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/15/1997</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RIVERSTONE RESOURCES LLC</u> <u>250 COMMERCIAL STREET, SUITE 5000</u> <u>MANCHESTER, NH 03101</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>02-0511580</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>603-656-2200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524150</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>02-0511580</u>	2c Sponsor's telephone number <u>603-656-2200</u>	2d Business code (see instructions) <u>524150</u>	
2b Employer Identification Number (EIN) <u>02-0511580</u>					
2c Sponsor's telephone number <u>603-656-2200</u>					
2d Business code (see instructions) <u>524150</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	SHANNA BARNES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	JAMES KELLY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	584
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	239
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	359
d Subtotal. Add lines 6a , 6b , and 6c		6d	598
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	598
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	551
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	11
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 2T 3H 2K 2R			

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 THE INDIVIDUAL RETIREMENT PLAN FOR RIVERSTONE RESOURCES LLC	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RIVERSTONE RESOURCES LLC	D Employer Identification Number (EIN) 02-0511580

Part I	Service Provider Information (see instructions)
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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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 59 60 62 63 71 72	RECORDKEEPER	664	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan THE INDIVIDUAL RETIREMENT PLAN FOR RIVERSTONE RESOURCES LLC	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 RIVERSTONE RESOURCES LLC	D Employer Identification Number (EIN) 02-0511580	

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)	632891	656545
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	50853	139
	(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)	424956	350999
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(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)	63124587	71957634
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	131899	148351

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	64365186	73113668

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	64365186	73113668
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1328747	
(B) Participants	2a(1)(B)	1722292	
(C) Others (including rollovers)	2a(1)(C)	269708	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3320747
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)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	17078	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17078
(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)	1674424	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1674424
(3) Rents	2b(3)		
(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)		
(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)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(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)		11234422
c Other income.....	2c		-4747
d Total income. Add all income amounts in column (b) and enter total.....	2d		16241924

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	7408569	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		7408569
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		56577
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	28296	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		28296
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7493442

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8748482
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>THE INDIVIDUAL RETIREMENT PLAN FOR RIVERSTONE RESOURCES LLC</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RIVERSTONE RESOURCES LLC</u>	D Employer Identification Number (EIN) <u>02-0511580</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**The Individual Retirement Plan of
RiverStone Resources LLC
Financial Statements and Supplemental Schedule
December 31, 2013 and 2012**

**The Individual Retirement Plan of
RiverStone Resources LLC
Index**

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*Other supplemental schedules required by 29 CFA 2502.103-10 of the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.



Independent Auditor's Report

To the Participants and Administrator of
The Individual Retirement Plan of RiverStone Resources LLC

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Individual Retirement Plan of RiverStone Resources LLC (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 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 the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America Merrill Lynch Trust Services, 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 a certification from the trustee as of December 31, 2013 and December 31, 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 the financial statements.



Other Matter

The supplemental schedule of Form 5500 - Schedule H (Line 4i) Schedule of Net Assets (held at end of year) 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 DOL 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, 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.

Priscilla Hane Coupers LLP

Boston, MA
October 13, 2014

**The Individual Retirement Plan of
RiverStone Resources LLC**
Statement of Net Assets Available for Benefits

	<i>December 31,</i>	
	<i>2013</i>	<i>2012</i>
<i>Assets:</i>		
Investments at fair value	\$ 71,957,634	\$ 63,124,587
Cash	-	50,714
Self-directed Account	148,351	131,899
	<u>72,105,985</u>	<u>63,307,200</u>
<i>Receivables:</i>		
Employer contributions	656,545	633,030
Notes receivable from participants	350,999	424,956
	<u>1,007,544</u>	<u>1,057,986</u>
Net assets available for benefits	<u>\$ 73,113,529</u>	<u>\$ 64,365,186</u>

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

**The Individual Retirement Plan of
RiverStone Resources LLC**
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2013
Additions to net assets attributed to:	
Dividends and other	\$ 1,647,114
Interest income on notes receivable from participants	17,078
Net unrealized appreciation in fair value of investments	8,337,096
Net realized gains	2,897,326
Other receipts	22,564
	<u>12,921,178</u>
Contributions	
Contributions - employee	1,992,000
Contributions - employer	1,328,608
	<u>3,320,608</u>
Total additions	<u>16,241,786</u>
 Deductions from assets attributed to:	
Benefits paid to participants	(7,465,324)
Administrative expenses	(125)
Other	(27,994)
Total deductions	<u>(7,493,443)</u>
 Net change in net assets available for benefits	 8,748,343
Net assets available for benefits:	
Beginning of year	<u>64,365,186</u>
End of year	<u><u>\$73,113,529</u></u>

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

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

1. Description of Plan

The following description of the Individual Retirement Plan (the “Plan”) of RiverStone Resources LLC (“RiverStone Resources”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan was originally established by Crum & Forster, Inc. effective January 1, 1971 as the Crum & Forster Employees Savings Plan for the benefit of eligible employees. The Crum & Forster Employees Savings Plan was subsequently amended several times and was renamed The Individual Retirement Plan of Talegen Holdings, Inc. (the “Talegen Plan”) to reflect the name of the successor to Crum & Forster, Inc.

On October 15, 1997, The Resolution Group, Inc. (“The Resolution Group”), a participating employer under the Talegen Plan, was acquired by TRG Holding Corporation (“TRG Holding”). Effective October 15, 1997, International Insurance Company (“International Insurance”), along with The Resolution Group, the parent company of International Insurance, adopted the Talegen Plan and became a participant in the Talegen Plan. Effective October 15, 1997, the Talegen Plan was renamed The Individual Retirement Plan of International Insurance Company (the “International Plan”). All assets, liabilities and account balances maintained under the Talegen Plan for the benefit of individuals participating in the Talegen Plan were merged into the International Plan. Participant rollover accounts were 100% vested.

On August 11, 1999, all of the outstanding voting stock of TRG Holding was acquired by Fairfax Financial Holdings Limited (“Fairfax”), a Canadian based financial services holding company. The Fairfax acquisition of the voting stock of TRG Holding did not result in any adjustments to the Plan.

Effective January 3, 2000, all employees of International Insurance were transferred to RiverStone Resources, an affiliate of International Insurance. Pursuant to a service contract between International Insurance and RiverStone Resources effective January 1, 2000 and approved by the Illinois Department of Insurance, RiverStone Resources provides the administrative, financial, and technical employees necessary for the operations of International Insurance. International Insurance reimbursed RiverStone Resources on a cost basis for these services. Effective January 1, 2000, all employees of RiverStone Resources were eligible to participate in the International Plan.

Effective December 16, 2002, TIG Insurance Group, an affiliate of TRG Holding, acquired 100% of the outstanding shares of International Insurance and merged International Insurance into TIG Insurance Company (“TIG Insurance”), with TIG Insurance as the surviving entity. Effective January 1, 2003, the Plan sponsor was transferred to RiverStone Resources and the International Plan was renamed The Individual Retirement Plan of RiverStone Resources LLC.

Effective January 1, 2004, the Plan was amended to reflect the merger of the TIG Insurance Company Diversified Savings and Retirement Plan into the Plan. The provisions of the amended and restated Plan apply only to employees who terminate employment after January 1, 2004 and do not apply retroactively. Employee benefit rights for such prior years remain governed by the provisions of the applicable plan document for such years

Description of Plan (continued)

Eligible employees, which include employees of RiverStone Resources and TIG Insurance, may participate in the Plan on the first day of any calendar month following the date such eligible employees begin employment service. The Plan is a defined contribution plan and is funded by employee and employer contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and is intended to qualify as a profit sharing plan, which includes a qualified cash or deferred arrangement, within the meaning of the Internal Revenue Code (“Code”).

The Plan is administered by an Administration and Finance Committee (collectively, the “Committee”) appointed by RiverStone Resources.

Contributions

Participants may elect to contribute, on a pre-tax basis, between 1% through 50% of their eligible base salary for the contribution period subject to the maximum allowable level of pre-tax contributions under the Code. Pre-tax contributions were limited to \$17,500 in 2013 in accordance with Code limitations. Employer regular matching contributions shall be made in an amount equal to 66-2/3% of salary deferral contributions for each pay period up to a total of 6% of compensation for the pay period. The maximum employer regular matching contribution is 4% of compensation for a pay period.

In addition, on an annual basis, RiverStone Resources contributes an additional 3% of base salary for all eligible employees whether or not such employees are participants in the Plan. The 3% additional employer contribution of \$656,545 and \$633,030 at December 31, 2013 and 2012, respectively, was accrued at December 31, 2013 and 2012.

It is RiverStone Resource’s policy to fund the Plan for additional profit sharing contributions as practical but typically by the end of the first month following the Plan year-end. In addition, RiverStone Resources may make additional performance-related basic and performance-related matching contributions to the Plan. Performance-related contributions at December 31, 2013 and 2012 were \$0 and \$0, respectively.

In accordance with rules and procedures established by the Committee and without regard to any limitations on contributions set forth in this Article 3, the Plan may receive or refuse to receive from a Participant, or an Employee who has not yet met the eligibility requirements to become a Participant, in cash, any amount of \$100 or more previously received (or deemed to be received) by him or her from (i) another qualified plan described in Sections 401(a) or 403(b) of the Code, excluding after-tax employee contributions, (ii) an annuity contract described in Section 403(b) of the Code, excluding after-tax employee contributions, (iii) an eligible plan under Section 457(b) of the Code which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state, or (iv) from an individual retirement account or annuity described in Section 408(a) of the Code that is eligible to be rolled over and would otherwise be included in gross income. The Plan may receive such amount either directly from the Participant or Employee or from the other plan in the form of a direct rollover. Notwithstanding the foregoing, the Plan shall not accept any amount unless such amount is eligible to be rolled over in accordance with applicable law and the Participant or Employee provides satisfactory evidence under rules and procedures as established

1. Description of Plan (continued)

by the Committee that such amount qualifies for rollover treatment. Unless received by the Plan in the form of a direct rollover from another plan, the Rollover Contribution must be paid to the Trustee on or before the 60th day after the day it was received by the Participant.

Participants Accounts

Each participant's account is credited with his or her contributions and an allocation of employer contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Employees who were participants in the Talegen Plan are 100% vested in employer contributions made on their behalf plus actual earnings thereon. Employer contributions to the Plan on behalf of existing employees on October 15, 1997 who became participants subsequent to that date are vested pursuant to the terms of the Talegen Plan. Employer contributions to the Plan on behalf of employees who become both employees and participants subsequent to October 15, 1997 are vested pursuant to the following: a participant becomes 25% vested after 1 year of service, 50% vested after 2 years of service and 100% vested after 3 years of service. In addition, participants are 100% vested if age 65 is attained, or if participants die or become totally disabled while employed by RiverStone Resources or TIG Insurance.

Forfeitures

When participants terminate employment or service before fully vesting, the unvested portion of their account is forfeited. The forfeited amounts may be used to reduce employer contributions. Forfeitures used to reduce employer contributions for the year ended December 31, 2013 and 2012 were \$24,891 and \$28,171 respectively. Forfeitures of \$28,171 and \$64,371 were held in unallocated accounts at December 31, 2013 and 2012, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions among any of the authorized investment options, which from time to time may include money market, fixed income, equity, and insurance contract funds.

1. Description of Plan (continued)

Payment of Benefits

On termination of service, a participant may elect to directly roll over the vested value of his or her account in an Individual Retirement Account, or to receive a lump-sum payment, a distribution in the form of an annuity, or a combination of the two. All distributions are subject to the applicable provisions of the Plan agreement.

Notes Receivable from Participants

Participants may borrow, pursuant to Code rules governing the Plan, up to the lesser of \$50,000 or 50% of the vested portion of their account balance. The term of any loan may not exceed a period of five years unless such proceeds are used by the participant to acquire a principal residence, in which case the repayment period shall not exceed ten years. Interest on the loan will be charged based on a rate determined at the time of the loan application and shall be a reasonable rate as determined within the rules and procedures established by the Committee of the Plan. Principal loans outstanding at December 31, 2013 and 2012 were \$350,999 and \$424,956, respectively, with loan rates between 4.25% through 8.25%.

2. Summary of Accounting Policies

Method of Accounting

The Plan's financial statements are prepared under accounting principles generally accepted in the United States of America (GAAP) on the accrual basis of accounting and reflect management's estimates and assumptions, such as those regarding fair value, that affect the recorded amounts.

Investments

The Plan's investments are stated at fair value based on quoted or estimated market prices available. Shares of registered investment companies are valued at the net asset value of shares held by the Plan using the end of the day net asset value of the underlying funds. Common stocks are valued based on quoted market prices. Purchases and sales of investments are recorded on a trade-date basis. Investment income is recorded when earned. Dividends are recorded on the ex-dividend date. Realized gains and losses are reported on the average cost method.

Contributions

Employee contributions are recorded in the period during which RiverStone Resources makes payroll deductions from the Plan participants' earnings. Matching employer contributions, if any, are recorded in the same period. The additional contribution of 3% of base salary is recorded as of the end of the year. Upon a participant's termination from the Plan, unvested employer contributions are available to reduce subsequent employer contributions.

2. Summary of Accounting Policies (continued)

Benefits

Benefit claims are recorded as distributions when they have been approved for payment and paid by the Plan.

Administrative Expenses

Administrative and trustee expenses of \$125 for the year ended December 31, 2013 were deducted from Plan assets.

Notes Receivable from Participants

Participant loans are reported as loans receivable to participants on the Statement of Net Assets Available for Benefits at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through direct payments or payroll deductions. The loans are collateralized by participants' account balances.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets and liabilities during the reporting period. Actual results could differ from these estimates, but management does not believe such differences will materially affect the Plan's net assets available for benefits or changes in net assets available for benefits.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

3. Fair Value Measurement

Accounting guidance defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. Fair value is defined as 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. This guidance establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels, from highest to lowest, are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- 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 financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurements at December 31, 2013 and 2012 and their related inputs are as follows:

December 31, 2013				
Registered Investment Companies	Total	Level 1	Level 2	Level 3
Self-Directed Accounts	\$ 148,351	\$ 148,351	\$ -	\$ -
Bond Funds	6,558,866	6,558,866	-	-
Domestic Stock Funds	39,819,792	39,819,792	-	-
International Stock Funds	5,135,371	5,135,371	-	-
Lifecycle Funds	9,454,207	9,454,207	-	-
Money market Funds	10,989,399	10,989,399	-	-
Total	\$ 72,105,985	\$ 72,105,985	\$ -	\$ -

December 31, 2012				
Registered Investment Companies	Total	Level 1	Level 2	Level 3
Self-Directed Accounts	\$ 131,899	\$ 131,899	\$ -	\$ -
Bond Funds	7,581,063	7,581,063	-	-
Domestic Stock Funds	30,965,368	30,965,368	-	-
International Stock Funds	4,058,329	4,058,329	-	-
Lifecycle Funds	8,281,187	8,281,187	-	-
Money market Funds	12,238,640	12,238,640	-	-
Total	\$ 63,256,486	\$ 63,256,486	\$ -	\$ -

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

There were no transfers between Level 1 and Level 2 for the year ended December 31, 2013. There were no securities measured at fair market value based upon unobservable inputs and accordingly, none were classified within Level 3 at December 31, 2013 or 2012.

4. Certified Financial Information

The following is a summary of the Plan's financial information and data as of December 31, 2013 and 2012, and for the year ended December 31, 2013. This information has been certified as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations under ERISA by Bank of America Merrill Lynch Trust Services as of December 31, 2013 and 2012, and for the year ended December 31, 2013.

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

December 31, 2013		
	Units / Shares	Fair Value
Registered Investment Companies:		
FFI Treasury Fund (*)	10,989,399	10,989,399
PIMCO Total Return Port. Instl	613,552	6,558,866
T. Rowe Price 2010 Retirement	280,816	5,004,142
Templeton Foreign Fund (Adv)	272,850	2,237,369
Managers Cadence Mid Cap FD CL	90,892	3,209,390
T. Rowe Price 2025 Retirement	85,010	1,307,447
American Fundamental	80,560	4,187,525
JPMorgan Market Exp Enh Ind Selc	76,306	1,001,897
Dodge & Cox Stock FD	75,139	12,688,797
Neuberg & Bermn Genesis	64,536	3,994,809
T. Rowe Price Income Fund	54,893	811,311
T. Rowe Price 2020 Retirement	53,761	1,096,183
DWS Equity 500 Index Fund-Inst	44,258	9,248,052
American Europacific	40,131	1,967,619
Vanguard Grwth and Income FD	36,631	1,448,402
American Growth Fund	31,885	1,371,356
Janus Growth & Income Fund CL	29,750	1,323,584
T. Rowe Price 2030 Retirement	21,968	496,473
Dodge & Cox International ST	21,617	930,383
Franklin Small Cap Gth Fd	18,738	365,762
Lord Abbett Mid Cap Stock CL A	18,710	435,745
T. Rowe Price 2015 Retirement	13,554	194,095
T. Rowe Price 2040 Retirement	10,640	249,073
Royce Special Equity fd	9,950	248,951
T. Rowe Price 2035 Retirement	9,306	151,501
Invesco Small Cap Grth Instl	6,963	295,520
T. Rowe Price 2050 Retirement	6,310	82,415
T. Rowe Price 2045 Retirement	3,944	61,567
Subtotal investments		71,957,634
Participant Loans Receivable*		\$350,999
Self-directed account		\$148,351

* Represents party-in-interest

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

4. Certified Financial Information (continued)

The following is a summary of the Plan's net investment income for the year ended December 31, 2013:

	<u>December 31, 2013</u>
Interest and dividends:	
Registered investment companies	\$ 1,647,114
Notes receivable from participants	17,078
	<u>\$ 1,664,192</u>
Net realized gain:	
Registered investment companies	<u>\$ 2,897,326</u>
	<u>\$ 2,897,326</u>
Net unrealized appreciation in fair value of investments:	
Registered investment companies	<u>\$ 8,337,096</u>
	<u>\$ 8,337,096</u>

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

4. Certified Financial Information (continued)

	December 31, 2012	
	Units / Shares	Fair Value
Registered Investment Companies:		
FFI Treasury Fund*	12,238,639	12,238,639
PIMCO Total Return Fund	674,472	7,581,064
T. Rowe Price 2010 Retirement	300,071	4,942,172
Templeton Foreign Fund (Adv)	278,415	1,890,435
Managers Cadence Mid Cap FD Instl	93,458	2,514,966
American Fundamental INV R5	86,144	3,513,819
Dodge & Cox Stock FD	82,267	10,028,392
Neuberg & Berman Genesis Trust	62,147	3,149,598
JPMorgan Market Exp Indx FD A	52,410	552,930
DWS Equity 500 Index Fund-Inst	44,795	7,232,624
T. Rowe Price 2020 Retirement	49,119	878,245
Janus Growth & Income Fund	38,454	1,313,206
American Europacific GR FD R5	35,334	1,453,295
T. Rowe Price Income Fund	54,289	757,330
Lord Abbett Mid-Cap Val FD A	16,884	302,896
T. Rowe Price 2025 Retirement	66,729	875,485
American Growth Fund of Amer R	26,501	908,968
Vanguard Grwth and Income FD	28,517	864,357
Dodge & Cox International ST	20,629	714,599
Franklin Small Cap Gth FD	14,517	189,158
T. Rowe Price 2030 Retirement	28,041	530,527
Invesco Small Cap Growth Fund Inst	5,296	169,047
Royce Specialty Equity FD	7,854	165,952
Dreyfus Small CAP VAL CL A	3,529	59,455
T. Rowe Price 2045 Retirement	3,570	45,379
T. Rowe Price 2015 Retirement	5,533	71,260
T. Rowe Price 2040 Retirement	5,678	108,395
T. Rowe Price 2050 Retirement	2,569	27,386
T. Rowe Price 2035 Retirement	3,364	45,008
Subtotal investments		<u>\$63,124,587</u>
Participant Loans Receivable*		<u>\$424,956</u>
Cash Fund		<u>\$50,714</u>
Self-directed account		<u>\$131,899</u>
* Represents party-in-interest		

**The Individual Retirement Plan of
RiverStone Resources LLC**
Notes to Financial Statements

4. Certified Financial Information (continued)

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are separately identified below:

Investments, at fair value:

	<u>2013</u>		<u>2012</u>
DWS Equity 500 Index Fund-Inst	\$9,248,052	DWS Equity 500 Index Fund-Inst	\$7,232,624
American Fundamental INV RS	4,187,525	American Fundamental INV RS	3,513,819
T. Rowe Price 2010 Retirement	5,004,142	T. Rowe Price 2010 Retirement	4,942,172
FFI Treasury Fund*	10,989,399	FFI Treasury Fund*	12,238,639
PIMCO Ttoal Retun Fund	6,558,866	PIMCO Ttoal Retun Fund	7,581,064
Dodge & Cox Stock FD	12,688,797	Dodge & Cox Stock FD	10,028,392
Neuberg & Bermn Genesis	3,994,809		

* Represents party-in-interest

5. Plan Termination

Although it has not expressed any intent to do so, RiverStone Resources has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the total amount in each participant's account shall be distributed to the participant or continued in trust, in accordance with the applicable provisions of ERISA.

6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service dated June 20, 2012 indicating that it is qualified under Section 401(a) of the Code and therefore the related Trust is exempt from Federal income taxes under the provisions of Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe the Plan is designed and is correctly being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements.

The Plan is no longer subject to examination by federal or state tax authorities for years before 2009.

7. Related Party Transactions

Bank of America Merrill Lynch Trust Services is the trustee and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. In addition, loan transactions to participants are deemed to be party-in-interest.

8. Subsequent Events

The Plan sponsor has evaluated events subsequent to December 31, 2013 and through the financial statement issuance date of October 13, 2014. RiverStone has not evaluated subsequent events after the issuance date for presentation in these financial statements.

The Individual Retirement Plan of RiverStone Resources LLC
Schedule H, Line 4i - Schedule of Assets Held (at end of year)
December 31, 2013

Schedule 1

**Description of investment including
maturity date, rate or interest
collateral, and par or maturity value**

Registered Investment Companies:	Cost (2)	Shares/ Units	Current Value
FFI Treasury Fund (1)		10,989,399	10,989,399
PIMCO Total Return Port. Instl		613,552	6,558,866
T. Rowe Price 2010 Retirement		280,816	5,004,142
Templeton Foreign Fund (Adv)		272,850	2,237,369
Managers Cadence Mid Cap FD CL		90,892	3,209,390
T. Rowe Price 2025 Retirement		85,010	1,307,447
American Fundamental		80,560	4,187,525
JPMorgan Market Exp Enh Ind Selc		76,306	1,001,897
Dodge & Cox Stock FD		75,139	12,688,797
Neuberg & Bermn Genesis		64,536	3,994,809
T. Rowe Price Income Fund		54,893	811,311
T. Rowe Price 2020 Retirement		53,761	1,096,183
DWS Equity 500 Index Fund-Inst		44,258	9,248,052
American Europacific		40,131	1,967,619
Vanguard Grwth and Income FD		36,631	1,448,402
American Growth Fund		31,885	1,371,356
Janus Growth & Income Fund CL		29,750	1,323,584
T. Rowe Price 2030 Retirement		21,968	496,473
Dodge & Cox International ST		21,617	930,383
Franklin Small Cap Gth Fd		18,738	365,762
Lord Abbett Mid Cap Stock CL A		18,710	435,745
T. Rowe Price 2015 Retirement		13,554	194,095
T. Rowe Price 2040 Retirement		10,640	249,073
Royce Special Equity fd		9,950	248,951
T. Rowe Price 2035 Retirement		9,306	151,501
Invesco Small Cap Grth Instl		6,963	295,520
T. Rowe Price 2050 Retirement		6,310	82,415
T. Rowe Price 2045 Retirement		3,944	61,567
Total Investments			71,957,634

Participant Loans (1)
Self-directed account

Loans, 4.25% - 8.75%,
maturing through May 4, 350,999
148,351

(1) A party-in interest as defined by ERISA.

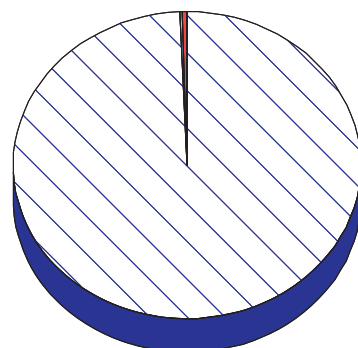
(2) Cost information not required for participant-directed investments.

The information in this schedule has been certified as complete and accurate by Bank of America Merrill Lynch Trust Services. This supplemental schedule should be read together with the Independent Auditor's Report.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

THE INDIVIDUAL RETIREMENT PLAN
OF RIVERSTONE RESOURCES
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



99.31% MUTUAL FUNDS

0.48% LOANS

0.20% OTHER ASSETS

0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MUTUAL FUNDS</u>					
DWS EQUITY 500 INDEX FUND-INST	44,257.5234	208.960	6,901,469.16	9,248,052.09	12.76%
PIMCO TOTAL RETURN PORT. INSTL	613,551.5162	10.690	6,633,211.57	6,558,865.71	9.05%
AMERICAN EURO PACIFIC	40,130.9242	49.030	1,884,248.38	1,967,619.21	2.72%
AMERICAN FUNDAMENTAL	80,560.3195	51.980	3,929,619.22	4,187,525.41	5.78%
AMERICAN GROWTH FUND OF	31,884.5745	43.010	1,353,399.09	1,371,355.55	1.89%
JANUS GROWTH & INCOME FD CL I	29,750.1507	44.490	1,233,716.79	1,323,584.20	1.83%
ROYCE SPECIAL EQUITY FD	9,950.0740	25.020	209,223.58	248,950.85	0.34%
DODGE & COX INTERNATIONAL ST	21,616.7021	43.040	764,934.29	930,382.86	1.28%
NEUBERGER BERMAN GENESIS	64,536.4986	61.900	3,973,241.85	3,994,809.26	5.51%
T. ROWE PRICE 2040 RETIREMENT	10,639.5905	23.410	212,282.35	249,072.81	0.34%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

THE INDIVIDUAL RETIREMENT PLAN
OF RIVERSTONE RESOURCES
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
MANAGERS CADENCE MID CAP FD CL	90,891.8278	35.310	1,596,109.93	3,209,390.44	4.43%
T. ROWE PRICE 2010 RETIREMENT	280,816.0537	17.820	4,361,990.24	5,004,142.08	6.91%
T. ROWE PRICE 2020 RETIREMENT	53,760.8352	20.390	872,469.86	1,096,183.43	1.51%
T. ROWE PRICE 2030 RETIREMENT	21,967.8100	22.600	407,347.78	496,472.51	0.69%
T ROWE PRICE INCOME FUND	54,892.5147	14.780	732,386.56	811,311.37	1.12%
T. ROWE PRICE 2015 RETIREMENT	13,554.0999	14.320	179,663.13	194,094.71	0.27%
T. ROWE PRICE 2025 RETIREMENT	85,009.5546	15.380	1,126,349.62	1,307,446.95	1.80%
T. ROWE PRICE 2035 RETIREMENT	9,305.9855	16.280	133,872.64	151,501.44	0.21%
FRANKLIN SMALL CAP GTH FD	18,737.8301	19.520	222,278.20	365,762.44	0.50%
INVESCO SMALL CAP GRTH CL R5	6,963.2494	42.440	184,976.21	295,520.30	0.41%
JPMORGAN MRKT EXP ENH IND SELC	76,305.9240	13.130	1,014,030.48	1,001,896.78	1.38%
T. ROWE PRICE 2045 RETIREMENT	3,944.0627	15.610	56,112.81	61,566.82	0.08%
T. ROWE PRICE 2050 RETIREMENT	6,310.4950	13.060	69,341.05	82,415.06	0.11%
FFI TREASURY FUND	10,989,398.8741	1.000	10,989,398.90	10,989,398.87	15.17%
TEMPLETON FOREIGN FUND (ADV)	272,849.8263	8.200	1,337,936.51	2,237,368.58	3.09%
VANGUARD GRWTH AND INCOME FD	36,631.3175	39.540	1,133,353.35	1,448,402.29	2.00%
LORD ABBETT MID CAP STOCK CL A	18,709.5205	23.290	335,456.74	435,744.73	0.60%
DODGE & COX STOCK FUND	75,139.4398	168.870	8,981,136.17	12,688,797.20	17.51%
TOTAL MUTUAL FUNDS			60,829,556.46	71,957,633.95	99.31%
<u>OTHER ASSETS</u>					
SELF-DIRECT ACCT	148,350.9900	1.000	148,350.99	148,350.99	0.20%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

THE INDIVIDUAL RETIREMENT PLAN
OF RIVERSTONE RESOURCES
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>LOANS</u>					
LOAN FUND	350,999.1900	1.000	350,999.19	350,999.19	0.48%
INVESTMENT TOTAL			61,328,906.64	72,456,984.13	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			139.32	139.32	0.00%
TOTAL ASSETS			61,329,045.96	72,457,123.45	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity