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
NOCO RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1994

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

NOCO ENERGY CORP

2440 SHERIDAN DRIVE
TONAWANDA, NY 14150

2b Employer Identification Number (EIN)
16-0727383

2c Sponsor's telephone number
716-614-1273

2d Business code (see instructions)
424700

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	BETH MERRITT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	891
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**	693
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	127
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	820
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	820
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	741
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	35
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:
2F 2G 2J 2K 2R 2E 2S 2T 3D 3H

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)** [ ] ___ **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
NOCO RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
NOCO ENERGY CORP

D Employer Identification Number (EIN)
16-0727383

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65 71	RECORDKEEPER	1186	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(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	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	325	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PFG CORE EQUITY 777 108TH AVE NE, STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PFG EXPLORER FUND 777 108TH AVE NE, STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PFG STRATEGIC 777 108TH AVE NE, STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO ALL ASSET ALL 1633 BROADWAY NEW YORK, NY 10019	0.03%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALL/B DISC VAL A - ALLIANCEBERNSTE 13-3211780	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS REAL ESTATE A - INVESCO CANAD P.O. BOX 4739 HOUSTON, TX 77210	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS S&P 500 INDEX A - INVESCO INV 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS SM CAP VAL A - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPENHEIMER GLOBAL A - OFI GLOBAL TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPHMR RISING DIVD A - OFI GLOBAL	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPHMR VALUE A - OFI GLOBAL ASSET	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM TOTAL RETURN A - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIONEER DSCPLD VAL A - PIONEER INV 04-2890696	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
THORNBURG INT VAL R4 - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
THORNBURG VALUE R4 - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TMPL GLOBAL BOND A - FRANKLIN TEMP 94-3167260	0.25%

(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
NOCO RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NOCO ENERGY CORP

D Employer Identification Number (EIN)
16-0727383

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: FA STABLE VALUE

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT 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)
04-3022712-026	C	2385612

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
NOCO RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
NOCO ENERGY CORP

D Employer Identification Number (EIN)
16-0727383

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)	0	0
(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)	306055	218211
(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)	146431	186598
(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)	0	43834
(9) Value of interest in common/collective trusts	1c(9)	2482282	2385612
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	15721629	19390290
(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	18656397	22224545
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
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	18656397	22224545

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)	514909	
(B) Participants	2a(1)(B)	1717060	
(C) Others (including rollovers)	2a(1)(C)	73148	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2305117
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)	1135	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1135
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	5021	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1148359	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1153380
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	175204	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	164935	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		10269
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	23285	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		23285

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-16162
(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)		1657991
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		5135015
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1577248	
(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)		1577248
f Corrective distributions (see instructions)	2f		48102
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	653	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		653
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1626003
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3509012
l Transfers of assets:			
(1) To this plan	2l(1)		59136
(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) [X] 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 [X] No

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

(1) Name: SCHUNK, WILSON & COMPANY, CPA'S , P **(2)** EIN: 16-1187337

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	0
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		X	

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
NOCO RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
NOCO ENERGY CORP

D Employer Identification Number (EIN)
16-0727383

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**

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): 04-6568107

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):

NOCO RETIREMENT PLAN

FORM 5500, SCHEDULE H - PART IV (4) (i)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES (MODIFIED CASH BASIS)

DECEMBER 31, 2013

(a) P-I-I	(b) IDENTITY OF ISSUE, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT - MATURITY DATE, RATE OF INTEREST COLLATERAL, PAR OR MATURITY VALUE	(d) COST	(e) CURRENT VALUE
	Fidelity Cash Reserves	INTEREST-BEARING CASH	(A)	38,332
	Fidelity Daily Money Fund	INTEREST-BEARING CASH	(A)	179,879
	Abbott Laboratories	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	3,833
	Abbvie Inc Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	10,562
	Cisco System Inc	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,215
	Contango Oil & Gas Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	12,399
	Devon Energy Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	4,657
	Dow Chemical Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	23,272
	First Niagara Financial Group Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,088
	Intel Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,191
	Kraft Foods Group, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,661
	Microsoft Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	17,715
	Mondelez International, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	10,948
	Newmont Manufacturing Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,758
	Seadrill Limited	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	14,378
	Synacor, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	7,840
	Waste Management, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,217
	SPDR S&P Dividend	EXCHANGE-TRADED FUND	(A)	30,864
	Participant Loans	INTEREST RATE IS 4.25%	(A)	43,834
	Fidelity Advisor Stable Value	COLLECTIVE TRUST FUND	(A)	2,385,612
	AllianceBernstein Small-Mid Cap Value A	REGISTERED INVESTMENT COMPANY	(A)	62,329
	American Realty	REGISTERED INVESTMENT COMPANY	(A)	9,133
	Cole Real Estate Investments Inc Company	REGISTERED INVESTMENT COMPANY	(A)	11,932
	Columbia Property Trust Inc	REGISTERED INVESTMENT COMPANY	(A)	12,689
	Fidelity Advisor Freedom 2005 - A	REGISTERED INVESTMENT COMPANY	(A)	95,736
	Fidelity Advisor Freedom 2010 - A	REGISTERED INVESTMENT COMPANY	(A)	228,287
	Fidelity Advisor Freedom 2015 - A	REGISTERED INVESTMENT COMPANY	(A)	1,704,944
	Fidelity Advisor Freedom 2020 - A	REGISTERED INVESTMENT COMPANY	(A)	3,082,360
	Fidelity Advisor Freedom 2025 - A	REGISTERED INVESTMENT COMPANY	(A)	2,777,673
	Fidelity Advisor Freedom 2030 - A	REGISTERED INVESTMENT COMPANY	(A)	3,393,669
	Fidelity Advisor Freedom 2035 - A	REGISTERED INVESTMENT COMPANY	(A)	2,352,298
	Fidelity Advisor Freedom 2040 - A	REGISTERED INVESTMENT COMPANY	(A)	1,072,287
	Fidelity Advisor Freedom 2045 - A	REGISTERED INVESTMENT COMPANY	(A)	522,151
	Fidelity Advisor Freedom 2050 - A	REGISTERED INVESTMENT COMPANY	(A)	530,328
	Fidelity Advisor Freedom 2055 - A	REGISTERED INVESTMENT COMPANY	(A)	111,008
	Fidelity Advisor Freedom Income - A	REGISTERED INVESTMENT COMPANY	(A)	119
	Fidelity Advisor Government Income - A	REGISTERED INVESTMENT COMPANY	(A)	22,764
	Fidelity Advisor High Income - A	REGISTERED INVESTMENT COMPANY	(A)	26,494
	Fidelity Advisor Leveraged Company Stock - A	REGISTERED INVESTMENT COMPANY	(A)	301,985
	Fidelity Advisor Mid Cap II - A	REGISTERED INVESTMENT COMPANY	(A)	253,461
	Fidelity Advisor New Insights - A	REGISTERED INVESTMENT COMPANY	(A)	542,983
	Fidelity Advisor Small Cap - A	REGISTERED INVESTMENT COMPANY	(A)	130,763
	Fidelity Advisor Small Cap Value - A	REGISTERED INVESTMENT COMPANY	(A)	67,800
	Fidelity Advisor Strategic Income - A	REGISTERED INVESTMENT COMPANY	(A)	54,708
	Invesco Real Estate Fund - A	REGISTERED INVESTMENT COMPANY	(A)	74,311
	Invesco S&P 500 Index Fund - A	REGISTERED INVESTMENT COMPANY	(A)	458,531
	Invesco Van Kampen Small Cap Value - A	REGISTERED INVESTMENT COMPANY	(A)	187,057
	Oppenheimer Global Fund - A	REGISTERED INVESTMENT COMPANY	(A)	238,024
	Oppenheimer Rising Dividends Fund - A	REGISTERED INVESTMENT COMPANY	(A)	480,161
	Oppenheimer Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	36,438
	PFG Core Equity Fund	REGISTERED INVESTMENT COMPANY	(A)	28,895
	PFG Explorer Fund	REGISTERED INVESTMENT COMPANY	(A)	20,684
	PFG Strategic Conservative Investment	REGISTERED INVESTMENT COMPANY	(A)	3,890
	PIMCO All Asset All Authority	REGISTERED INVESTMENT COMPANY	(A)	18,820
	PIMCO Total Return Fund - A	REGISTERED INVESTMENT COMPANY	(A)	107,608
	Pioneer Cullen Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	60,002
	Templeton Global Bond Fund - A	REGISTERED INVESTMENT COMPANY	(A)	181,883
	Thornburg International Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	77,871
	Thornbug Value Fund - R4	REGISTERED INVESTMENT COMPANY	(A)	48,213
				$ 22,224,544

(A) Investment is fully participant directed, cost information not required.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
NOCO Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of NOCO Retirement Plan, which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits (modified cash basis) 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of NOCO Retirement Plan (modified cash basis) as of December 31, 2013 and 2012, and the changes in its net assets available for benefits (modified cash basis) for the year ended December 31, 2013, in accordance with the modified cash basis of accounting described in Note 2.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule (modified cash basis) of assets held for investment purposes, referred to as "supplemental information", is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Schunk, Wilson & Co.

SCHUNK, WILSON & COMPANY,
Certified Public Accountants, PC

Buffalo, New York

October 9, 2014

NOCO RETIREMENT PLAN

Financial Statements and
Supplementary Information

December 31, 2013

NOCO RETIREMENT PLAN

TABLE OF CONTENTS

Page

INDEPENDENT AUDITORS' REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits (Modified Cash Basis) 3

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) 4

Notes to Financial Statements 5

SUPPLEMENTARY INFORMATION

Schedule of Assets Held for Investment Purposes (Modified Cash Basis) 13

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of NOCO Retirement Plan (modified cash basis) as of December 31, 2013 and 2012, and the changes in its net assets available for benefits (modified cash basis) for the year ended December 31, 2013, in accordance with the modified cash basis of accounting described in Note 2.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule (modified cash basis) of assets held for investment purposes, referred to as "supplemental information", is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Schunk, Wilson & Co.

SCHUNK, WILSON & COMPANY,
Certified Public Accountants, PC

Buffalo, New York

October 9, 2014

NOCO RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)

DECEMBER 31,	2013	2012
ASSETS		
CASH - MONEY MARKET FUNDS	$ **218,211**	306,055
INVESTMENTS, AT FAIR VALUE		
Shares of registered investment companies:		
Fidelity Advisor Freedom 2015 - A	**1,704,944**	1,543,304
Fidelity Advisor Freedom 2020 - A	**3,082,360**	2,565,693
Fidelity Advisor Freedom 2025 - A	**2,777,673**	2,406,544
Fidelity Advisor Freedom 2030 - A	**3,393,669**	2,927,895
Fidelity Advisor Freedom 2035 - A	**2,352,298**	1,877,998
Fidelity Advisor Freedom 2040 - A	**1,072,287**	650,622
Other - funds less than 5% of net assets	**5,007,058**	3,749,573
Common stocks and equity securities	**186,598**	146,431
Common/collective investment trusts:		
Fidelity Advisor Stable Value	**2,385,612**	2,482,282
RECEIVABLES		
Notes receivable from participants	**43,834**	-
TOTAL ASSETS	**22,224,544**	18,656,397
LIABILITIES	**-**	-
NET ASSETS AT FAIR VALUE	**22,224,544**	18,656,397
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(45,408)**	(83,135)
NET ASSETS AVAILABLE FOR BENEFITS	$ **22,179,136**	18,573,262

The accompanying notes are an integral part of these financial statements

NOCO RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)
YEAR ENDED DECEMBER 31,

	2013
ADDITIONS TO NET ASSETS:	
CONTRIBUTIONS	
Participants	$ 1,717,060
Employers' match	514,909
Participant rollover	73,148
	2,305,117
INVESTMENT INCOME	
Net appreciation in fair value of investments	1,693,074
Interest and dividends	1,173,416
	2,866,490
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	1,135
TOTAL ADDITIONS	5,172,742
DEDUCTIONS FROM NET ASSETS:	
BENEFITS PAID TO PARTICIPANTS	1,625,351
MISCELLANEOUS EXPENSES	653
TOTAL DEDUCTIONS	1,626,004
NET INCREASE	3,546,738
TRANSFER OF PLAN ASSETS FROM ANOTHER TRUST	59,136
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	18,573,262
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 22,179,136

The accompanying notes are an integral part of these financial statements

NOCO RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013

1. DESCRIPTION OF PLAN

The following description of the NOCO Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan that includes a qualified cash-or-deferred arrangement under Section 401(k) of the Internal Revenue Code.

The Plan covers employees of NOCO Energy Corp. and related employers.

Employees who complete six months of service are eligible to enter the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Each participant may elect to contribute an amount of the participant's compensation to the Plan. The contribution rate specified by the participant must be equal to or greater than 1% of compensation but cannot exceed 50%. For participants who complete one year of service, employers are required to make a matching contribution equal to 50% of the first 6% of compensation that a participant contributes to the plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans.

In addition, NOCO Energy Corp. may, at its discretion, determine that an additional profit sharing contribution be made to the Plan. Contributions are subject to certain statutory limitations.

Participant Accounts – Separate accounts are maintained for each participant for the participant's salary deferral contribution, the related employer's matching contribution, the employer's discretionary contributions, and rollover contributions. The participant accounts are credited with the participant's contributions and allocations of employer contributions and net plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting – Participants are immediately vested in their salary deferral and rollover accounts plus actual earnings thereon. Vesting in the participant's employer contribution accounts is based on years of service. A participant is fully vested in his employer contribution accounts after five years of credited service.

Investment Options – Participants direct the investment of their contributions into various investment options offered by the Plan. As of December 31, 2013, the Plan offered 33 registered investment company options and a stable value investment fund maintained in a common/collective trust. The Plan also offers a self-directed brokerage account as an investment option. This option allows participants to direct their account balances in any available investment desired, within certain limitations.

Notes Receivable from Participants – The Plan agreement does not allow participants to borrow from their own fund accounts. As more fully described in Note 6, during the year ended December 31, 2013, the Plan sponsor acquired the assets of a company which sponsored a qualified plan that allowed for loans to participants. The loans are secured by the balance in the participant's account and bear interest at 4.25%. Principal and interest is paid ratably through weekly payroll deductions with a maximum payback period of five years. No new loans will be granted and loan refinancing is not permitted.

1. DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits – On termination of service due to death, disability or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or, if elected, annual or quarterly installments over a period of years. For termination due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts – At December 31, 2013, available forfeited non-vested balances totaled $612. This amount is available to be used to reduce future employer contributions or pay Plan administration expenses as defined by the Plan. During 2013, $90,825 from forfeited non-vested balances was used to reduce employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the modified cash basis of accounting. Investments are recorded at fair value as under generally accepted accounting principles. However, the modified cash basis differs from generally accepted accounting principles primarily in that contributions and earnings are recognized when received rather than when the right to receive the related asset accrues, and disbursements are recognized when made rather than when the obligation is incurred.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits (modified cash basis) present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits (modified cash basis) is prepared using contract value for the fully benefit-responsive investment contract.

Estimates – The preparation of financial statements requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when paid. As of December 31, 2013 and 2012, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the plan document.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits – Benefits are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses – Plan administration expenses are paid by the Plan sponsor, NOCO Energy Corp.

3. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan sponsor by a letter dated June 19, 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 requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2010.

4. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits (modified cash basis). The methods used to measure fair value may produce an amount 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.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available to the Plan. The Plan did not measure the fair value of any of its investments using Level 3 inputs.

Level 1 Fair Value Measurements - The fair value of registered investment companies is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks and exchange-traded funds are based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements – The fair value of the stable value investment contract is based on the market values of the underlying investments held by the collective trust, which included debt securities, corporate bonds, U.S. government and government agency obligations, asset-backed securities, collateralized mortgage obligations, commercial mortgage securities, U.S government agency mortgage securities, foreign government and government agency obligations, and wrap contracts at December 31, 2013. Underlying assets except for wrap contracts are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. Wrap contracts are valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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

	Fair Value	Fair Value Measurements at the Reporting Date Using: Quoted Prices in Active Markets for Idenitical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2013			
Registered investment companies			
Mid/Large cap stock	$ 18,063,875	18,063,875	-
Fixed income	528,816	528,816	-
Small cap stock	447,949	447,949	-
International	315,895	315,895	-
Money market	218,211	218,211	-
Real estate investment trusts	33,754	33,754	-
Total registered investment companies	19,608,500	19,608,500	-
Common stocks			
Basic materials	60,463	60,463	-
Consumer goods	16,609	16,609	-
Financial	11,088	11,088	-
Healthcare	14,395	14,395	-
Industrial goods	11,218	11,218	-
Technology	41,961	41,961	-
Total common stocks	155,734	155,734	-
Exchange-traded funds			
Large value	30,864	30,864	-
Common/collective trusts			
Stable value investment contract	2,385,612	-	2,385,612
Total assets at fair value	$ 22,180,710	19,795,098	2,385,612

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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

		Fair Value Measurements at the Reporting Date Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Registered investment companies			
Mid/Large cap stock	$ 14,442,811	14,442,811	-
Fixed income	919,304	919,304	-
Small cap stock	194,832	194,832	-
International	164,682	164,682	-
Money market	306,055	306,055	-
Total registered investment companies	16,027,684	16,027,684	-
Common stocks			
Basic materials	53,109	53,109	-
Consumer goods	20,429	20,429	-
Financial	8,014	8,014	-
Healthcare	14,074	14,074	-
Industrial goods	8,435	8,435	-
Technology	29,284	29,284	-
Total common stocks	133,345	133,345	-
Exchange-traded funds			
Large value	13,086	13,086	-
Common/collective trusts			
Stable value investment contract	2,482,282	-	2,482,282
Total assets at fair value	$ 18,656,397	16,174,115	2,482,282

5. STABLE VALUE INVESTMENT CONTRACT

One of the Plan's investment options, the Fidelity Advisor Stable Value Portfolio, is a fully benefit-responsive investment contract with Fidelity Management Trust Company (FMTC). FMTC maintains the contributions in a trust for the collective investment and reinvestment of assets contributed from multiple employee benefit plans. The trust invests in and retains ownership of a pool of fixed income securities. These securities are "wrapped" by synthetic investment contracts issued by banks or other financial institutions that insure that participant-initiated withdrawals from the stable value fund will be paid at book value. The collective trust is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The wrap contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the stable value investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the stable value investment contract. The stable value investment contract is presented on the face of the statement of net assets available for benefits (modified cash basis) at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by FMTC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012, was $2,385,612 and $2,482,282, respectively. The crediting interest rate is based on a formula agreed upon with the issuers of the wrap contracts, but may not be less than 0%. Such interest rates are reviewed on a monthly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with FMTC. Such events include the following: (a) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

		2013	2012
Average yields			
Based on actual earnings		1.70%	1.69%
Based on interest rate credited to participants		0.92%	1.11%
Reported values			
Fair value	$	2,385,612	2,482,282
Contract value	$	2,340,204	2,399,147

6. TRANSFER OF PLAN ASSETS FROM ANOTHER TRUST

During the year ended December 31, 2013, the Plan sponsor acquired the assets of a company which sponsored a qualified plan that allowed for loans to participants. The outstanding loans to employees of the acquired company were transferred into the Plan in 2013 and are reported as notes receivable from participants in the statements of net assets available for benefits (modified cash basis). The other assets of the acquired company's qualified plan were not transferred into the Plan.

7. EXCESS CONTRIBUTIONS

Included in benefits paid to participants is $48,102 representing amounts refunded by the Plan to highly compensated employees for 2012 contributions made in excess of amounts allowed by the Internal Revenue Service, including related earnings. Excess contributions and affiliated earnings for 2013 in the amount of $30,635 are due to be refunded in 2014.

8. PLAN TERMINATION

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

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

10. RELATED PARTY / PARTY-IN-INTEREST TRANSACTIONS

Fidelity Management Trust Company (FMTC) is the trustee as defined by the Plan. Certain Plan investments are managed by related Fidelity entities, and therefore, these transactions qualify as party-in-interest transactions. Expenses of the investment funds were paid directly by the funds.

Expenses of maintaining the Plan were paid by the Plan sponsor (see Note 2).

11. SUBSEQUENT EVENTS

Management has evaluated the events and transactions subsequent to year end for potential recognition or disclosure through October 9, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

NOCO RETIREMENT PLAN

FORM 5500, SCHEDULE H - PART IV (4) (i)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES (MODIFIED CASH BASIS)

DECEMBER 31, 2013

(a) P-I-I	(b) IDENTITY OF ISSUE, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT - MATURITY DATE, RATE OF INTEREST COLLATERAL, PAR OR MATURITY VALUE	(d) COST	(e) CURRENT VALUE
	Fidelity Cash Reserves	INTEREST-BEARING CASH	(A)	38,332
	Fidelity Daily Money Fund	INTEREST-BEARING CASH	(A)	179,879
	Abbott Laboratories	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	3,833
	Abbvie Inc Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	10,562
	Cisco System Inc	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,215
	Contango Oil & Gas Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	12,399
	Devon Energy Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	4,657
	Dow Chemical Company	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	23,272
	First Niagara Financial Group Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,088
	Intel Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,191
	Kraft Foods Group, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,661
	Microsoft Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	17,715
	Mondelez International, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	10,948
	Newmont Manufacturing Corporation	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	5,758
	Seadrill Limited	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	14,378
	Synacor, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	7,840
	Waste Management, Inc.	NON-EMPLOYER CORPORATE STOCK (COMMON)	(A)	11,217
	SPDR S&P Dividend	EXCHANGE-TRADED FUND	(A)	30,864
	Participant Loans	INTEREST RATE IS 4.25%	(A)	43,834
	Fidelity Advisor Stable Value	COLLECTIVE TRUST FUND	(A)	2,385,612
	AllianceBernstein Small-Mid Cap Value A	REGISTERED INVESTMENT COMPANY	(A)	62,329
	American Realty	REGISTERED INVESTMENT COMPANY	(A)	9,133
	Cole Real Estate Investments Inc Company	REGISTERED INVESTMENT COMPANY	(A)	11,932
	Columbia Property Trust Inc	REGISTERED INVESTMENT COMPANY	(A)	12,689
	Fidelity Advisor Freedom 2005 - A	REGISTERED INVESTMENT COMPANY	(A)	95,736
	Fidelity Advisor Freedom 2010 - A	REGISTERED INVESTMENT COMPANY	(A)	228,287
	Fidelity Advisor Freedom 2015 - A	REGISTERED INVESTMENT COMPANY	(A)	1,704,944
	Fidelity Advisor Freedom 2020 - A	REGISTERED INVESTMENT COMPANY	(A)	3,082,360
	Fidelity Advisor Freedom 2025 - A	REGISTERED INVESTMENT COMPANY	(A)	2,777,673
	Fidelity Advisor Freedom 2030 - A	REGISTERED INVESTMENT COMPANY	(A)	3,393,669
	Fidelity Advisor Freedom 2035 - A	REGISTERED INVESTMENT COMPANY	(A)	2,352,298
	Fidelity Advisor Freedom 2040 - A	REGISTERED INVESTMENT COMPANY	(A)	1,072,287
	Fidelity Advisor Freedom 2045 - A	REGISTERED INVESTMENT COMPANY	(A)	522,151
	Fidelity Advisor Freedom 2050 - A	REGISTERED INVESTMENT COMPANY	(A)	530,328
	Fidelity Advisor Freedom 2055 - A	REGISTERED INVESTMENT COMPANY	(A)	111,008
	Fidelity Advisor Freedom Income - A	REGISTERED INVESTMENT COMPANY	(A)	119
	Fidelity Advisor Government Income - A	REGISTERED INVESTMENT COMPANY	(A)	22,764
	Fidelity Advisor High Income - A	REGISTERED INVESTMENT COMPANY	(A)	26,494
	Fidelity Advisor Leveraged Company Stock - A	REGISTERED INVESTMENT COMPANY	(A)	301,985
	Fidelity Advisor Mid Cap II - A	REGISTERED INVESTMENT COMPANY	(A)	253,461
	Fidelity Advisor New Insights - A	REGISTERED INVESTMENT COMPANY	(A)	542,983
	Fidelity Advisor Small Cap - A	REGISTERED INVESTMENT COMPANY	(A)	130,763
	Fidelity Advisor Small Cap Value - A	REGISTERED INVESTMENT COMPANY	(A)	67,800
	Fidelity Advisor Strategic Income - A	REGISTERED INVESTMENT COMPANY	(A)	54,708
	Invesco Real Estate Fund - A	REGISTERED INVESTMENT COMPANY	(A)	74,311
	Invesco S&P 500 Index Fund - A	REGISTERED INVESTMENT COMPANY	(A)	458,531
	Invesco Van Kampen Small Cap Value - A	REGISTERED INVESTMENT COMPANY	(A)	187,057
	Oppenheimer Global Fund - A	REGISTERED INVESTMENT COMPANY	(A)	238,024
	Oppenheimer Rising Dividends Fund - A	REGISTERED INVESTMENT COMPANY	(A)	480,161
	Oppenheimer Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	36,438
	PFG Core Equity Fund	REGISTERED INVESTMENT COMPANY	(A)	28,895
	PFG Explorer Fund	REGISTERED INVESTMENT COMPANY	(A)	20,684
	PFG Strategic Conservative Investment	REGISTERED INVESTMENT COMPANY	(A)	3,890
	PIMCO All Asset All Authority	REGISTERED INVESTMENT COMPANY	(A)	18,820
	PIMCO Total Return Fund - A	REGISTERED INVESTMENT COMPANY	(A)	107,608
	Pioneer Cullen Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	60,002
	Templeton Global Bond Fund - A	REGISTERED INVESTMENT COMPANY	(A)	181,883
	Thornburg International Value Fund - A	REGISTERED INVESTMENT COMPANY	(A)	77,871
	Thornbug Value Fund - R4	REGISTERED INVESTMENT COMPANY	(A)	48,213
				$ 22,224,544

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NOCO RETIREMENT PLAN

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