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
AMEC AES INC 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

AUTOMATED ENGINEERING SERVICES

40 SHUMAN BLVD STE 340
NAPERVILLE, IL 60563-8651

2b Employer Identification Number (EIN)
36-3693288

2c Sponsor's telephone number
630-357-8880

2d Business code (see instructions)
541330

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	AUTOMATED ENGINEERING SERVICES
	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
AUTOMATED ENGINEERING SERVICES

4b EIN

4c PN

5 Total number of participants at the beginning of the plan year	**5**	145
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**	160
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	6
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	166
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	166
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	23
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2T 3D

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider 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
AMEC AES INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AUTOMATED ENGINEERING SERVICES

D Employer Identification Number (EIN)
36-3693288

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

MERRILL LYNCH, PIERCE, FENNER

WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

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

PAYCHEX SECURITIES CORPORATION

16-1486352

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

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

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

PAYCHEX, INC.

16-1124166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	8945	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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(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 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
AMEC AES INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AUTOMATED ENGINEERING SERVICES

D Employer Identification Number (EIN)
36-3693288

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	
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)	342656	1385
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	55065	7293
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5678392	287962
(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	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	6076113	296640
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	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	6076113	296640

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)	0	
	(B) Participants	2a(1)(B)	1172337	
	(C) Others (including rollovers)	2a(1)(C)	3362	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1175699
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1766	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1770
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	212151	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		212151
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		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)		1190112
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2579732
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8330204	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		8330204
f Corrective distributions (see instructions)	2f		20056
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	950	
(4) Other	2i(4)	7995	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8945
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8359205
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-5779473
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [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: GRANT THORNTON LLP **(2)** EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
AMEC AES INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AUTOMATED ENGINEERING SERVICES

D Employer Identification Number (EIN)
36-3693288

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): 16-1470238

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):

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust

As of December 31, 2013 and 2012, and for the Year Ended December 31, 2013

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

Audit • Tax • Advisory

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Report of Independent Certified Public Accountants

To the Plan Trustee and Administrator of the
AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust

Report on the financial statements

We have audited the accompanying financial statements of **AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 from 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 AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Supplementary information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary 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 supplementary 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 audits of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the 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 supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other matters

As further discussed in Note 1 to the financial statements, the Board of Directors of Automated Engineering Services Corporation, the Plan Sponsor, approved the termination of the Plan effective November 1, 2013. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2012 financial statements to the liquidation basis used in presenting the 2013 financial statements. Our opinion is not modified with respect to this matter.

Grant Thornton LLP

Atlanta, Georgia
October 13, 2014

Statements of net assets available for benefits

December 31	Liquidation basis 2013	Ongoing plan basis 2012
Assets:		
Investments, at fair value	**$ 289,347**	$ 6,021,048
Receivables:		
Notes receivable from participants	**7,293**	55,065
Total receivables	**7,293**	55,065
Total assets	**296,640**	6,076,113
Liabilities:		
Corrective distributions payable	**-**	20,056
Net assets available for benefits	**$ 296,640**	$ 6,056,057

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

Statement of changes in net assets available for benefits

For the year ended December 31	Liquidation basis 2013
Additions:	
Investment income:	
Net appreciation in fair value of investments	**$ 1,190,112**
Interest and dividends	**212,155**
Total investment income	**1,402,267**
Interest income on notes receivable from participants	**1,766**
Contributions:	
Participant	**1,172,337**
Rollover	**3,362**
Total contributions	**1,175,699**
Total additions	**2,579,732**
Deductions:	
Benefits paid to participants	**8,330,204**
Administrative expenses	**8,945**
Total deductions	**8,339,149**
Net decrease	**(5,759,417)**
Net assets available for benefits, beginning of year	**6,056,057**
Net assets available for benefits, end of year	**$ 296,640**

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of Plan

The following brief description of the AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust (the 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 and was adopted effective January 1, 1996 covering all eligible employees of Automated Engineering Services Corporation (AES or the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Paychex Retirement Services serves as the Plan's recordkeeper. Merrill Lynch Trust Company is the Plan's investment fund manager.

The Company was acquired on November 15, 2013 by AMEC at which point all employees of the Company became employees of AMEC. Effective November 1, 2013, the Plan was terminated and all former AES employees became eligible to participate in the AMEC 401(k) Plan. The Plan was fully liquidated in 2014.

Effective November 4, 2013, the Plan was amended to change its name from the Automated Engineering Services 401(k) Profit Sharing Plan and Trust to the AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust.

Eligibility

Employees who are at least 21 years of age are eligible to participate in the Plan's elective deferrals.

Contributions (prior to the aforementioned termination of the Plan)

Participants may make pre-tax elective deferrals or Roth elective deferrals to the Plan. Participants may contribute any combination of pre-tax elective deferrals and Roth elective deferrals from 1 % to 92 % (in whole percentages) of eligible earnings, as defined in the Plan Agreement, or the maximum amount allowable by law. Participants 50 years of age or older may also elect to make pre-tax catch-up contributions up to the maximum amount allowable by law.

The Plan also allows participants to "roll over" assets from other qualified savings plans into the Plan.

Company matching contributions are not provided under the Plan. The Plan does provide for a discretionary profit sharing contribution; however, no such contributions were made to the Plan during 2013.

Participant Accounts (prior to the aforementioned termination of the Plan)

Participant accounts may be invested in one or more of the investment funds available under the Plan at the direction of the participant. Each participant's account is credited with (a) participant's contributions, and (b) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) administrative expenses. 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 account.

Payment of Benefits (prior to the aforementioned termination of the Plan)

On termination of service, death, disability, retirement, or age 59½, a participant may elect to receive their benefits as a lump-sum amount equal to the value of the participant's interest in his or her account. In general, if a participant's account balance, as defined in the Plan Agreement, is greater than $5,000 and employment is terminated other than due to retirement or death, the account may not be distributed before normal retirement age without the participant's consent. Hardship withdrawals are not permitted under the Plan.

The Plan may be required by law to recognize obligations the participant incurs as a result of court-ordered support or alimony payments. The Plan must honor a qualified domestic relations order (QDRO). If a QDRO is received by the Plan, all or a portion of the participant's account balance may be used to satisfy the obligation.

Administrative Expenses (prior to the aforementioned termination of the Plan)

Administrative expenses relating to processing loans and distributions are paid by the participants. All other administrative expenses are paid by the Company.

Notes Receivable from Participants (prior to the aforementioned termination of the Plan)

Plan participants may borrow from a portion of his or her pre-tax vested account balance a maximum amount that cannot exceed the lesser of 50% of the participant's account balance or $50,000. Participants may have no more than one loan outstanding at a time. Loan terms generally range from one to five years; however, if the loan is used for the purchase of a principal residence, the Plan administrator may permit a longer repayment term. The loans are secured by no more than 50% of the balance and bear interest at rates that are equal to the prime rate plus 1% at the date of request, as determined by the Plan administrator. Principal and interest payments occur ratably through regular payroll deductions. Interest rates on notes receivable from participants are 4.25% at December 31, 2013 and 2012.

2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. As a result of the Plan's termination, as described in Note 1, the Plan used the ongoing plan basis accounting for purposes of presenting the 2012 statement of net assets available for benefits and used the liquidation basis in presenting the 2013 statement of net assets available for benefits and the statement of changes in net assets available for benefits for the year ended December 31, 2013. The liquidation basis of accounting presents assets at amounts expected to be realized in liquidation and liabilities at amounts expected to be paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are stated 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 3 for a description of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan Agreement.

Benefit Payments

Benefit payments are recorded when paid.

Investment Expenses

Investment expenses charged by mutual funds at the individual participant level are included in the net appreciation (depreciation) in fair value of investments.

Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate and market risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events

The Plan administrator has evaluated subsequent events through October 13, 2014, the date the financial statements were available to be issued.

3 Fair Value Measurements

The guidance for fair value measurements establishes the authoritative definition for fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Plan uses a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs developed using the Plan's estimates and assumptions which reflect those that market participants would use.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: valued at net asset value (NAV) of shares held by the Plan at year-end.

Money market fund: valued at cost, which approximates fair value.

The preceding methodologies described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methodologies 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012.

December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments, at fair value				
Mutual funds:				
Flexible portfolio funds	**$ 5,372**	**$ -**	**$ -**	**$ 5,372**
Bond funds	**33,859**	**-**	**-**	**33,859**
Growth funds	**78,451**	**-**	**-**	**78,451**
Income funds	**35,494**	**-**	**-**	**35,494**
Value funds	**28,335**	**-**	**-**	**28,335**
Core funds	**74,346**	**-**	**-**	**74,346**
Index funds	**32,105**	**-**	**-**	**32,105**
Total mutual funds	**287,962**	**-**	**-**	**287,962**
Interest bearing cash:				
Money market fund	**1,385**	**-**	**-**	**1,385**
Total interest bearing cash	**1,385**	**-**	**-**	**1,385**
Total investments, at fair value	**$ 289,347**	**$ -**	**$ -**	**$ 289,347**

December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments, at fair value				
Mutual funds:				
Mutual funds:				
Flexible portfolio funds	$ 522,708	$ -	$ -	$ 522,708
Bond funds	407,359	-	-	407,359
Growth funds	2,354,998	-	-	2,354,998
Income funds	831,742	-	-	831,742
Value funds	649,980	-	-	649,980
Core funds	611,885	-	-	611,885
Index funds	299,720	-	-	299,720
Total mutual funds	5,678,392	-	-	5,678,392
Interest bearing cash:				
Money market fund	342,656	-	-	342,656
Total interest bearing cash	342,656	-	-	342,656
Total investments, at fair value	$ 6,021,048	$ -	$ -	$ 6,021,048

Changes in Fair Value Levels

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

The significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits was evaluated by management. For the year ended December 31, 2013, there were no significant transfers in or out of Levels 1, 2, or 3.

4 Investments

The following presents investments which represent 5% or more of the Plan's net assets. All investments are participant-directed.

December 31	2013	2012
Investments, at fair value		
BlackRock Global Allocation A	$ *	$ 522,708
BlackRock Capital Appr Port A	**30,566**	872,909
BlackRock Basic Value A	*	359,910
BlackRock Ready Asset Prime Money Market	*	342,656
BlackRock Equity Dividend A	**33,859**	759,891
BlackRock S&P 500 Stock A	**32,105**	*
Franklin Growth A	**44,012**	*
JPMorgan Government Bond A	**29,408**	*
Lord Abbettt Developing Growth A	*	324,732
Dreyfus Opportunistic Mid Cap Value A	**16,365**	*
Individually less than 5% of Plan net assets	**103,032**	2,838,242
Total investments, at fair value	$ **289,347**	$ 6,021,048

* Less than 5% of total Plan net assets

During 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,190,112.

5 Plan Termination

As disclosed in Note 1, the Plan was terminated subject to the provisions of ERISA effective November 1, 2013. All participants were 100% vested in their accounts as of the Plan termination date. In conjunction with the termination of the Plan, beginning on and after November 1, 2013, no new participants were allowed to enter the Plan and contributions were no longer permitted.

6 Tax Status

The Plan is operating under the Paychex Flexible Standardized 401(k) Plan Document. Paychex Retirement Services received an opinion letter from the IRS on March 31, 2008, stating that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been adopted and amended since this opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore believes that the Plan is qualified and the related trust is tax-exempt.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 and 2012, and for the year ended December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

7 Party in Interest Transactions

The Plan's assets consist principally of investments in shares of mutual funds and a money market fund managed by Merrill Lynch Trust Company, or its affiliates. Such transactions, while considered party-in-interest transactions under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

8 Corrective Distributions Payable

The Plan is subject to certain compliance requirements of non-discrimination rules under ERISA and IRS guidelines. For the plan year ended December 31, 2012, the Plan failed certain of these non-discrimination tests. The Plan has recorded corrective distributions payable of $20,056 at December 31, 2012 in the statement of net assets available for benefits to reflect the appropriate refund of a portion of the contributions made by highly compensated participants in order to comply with the non-discrimination requirements. The Plan refunded these excess contributions to its participants subsequent to the 2012 plan year. The Plan administrator believes that these corrective measures have satisfied the non-discrimination requirements of the IRS.

9 Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

December 31	2012
Net assets available for benefits per the financial statements	$ 6,056,057
Plus: corrective distributions payable	20,056
Net assets available for benefits per the Form 5500	$ 6,076,113

The following is a reconciliation of corrective distributions per the financial statements to the Form 5500:

For the year ended December 31	2013
Corrective distributions per the financial statements	$ -
Plus: corrective distributions payable at December 31, 2012	20,056
Corrective distributions per the Form 5500	$ 20,056

Supplemental schedule – Schedule of assets (held at end of year)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	BlackRock Global Allocation A	Registered Investment Company	$ 5,372
*	BlackRock Capital Appr Port A	Registered Investment Company	30,566
*	BlackRock Basic Value A	Registered Investment Company	12,505
*	BlackRock Ready Asset t Prime Money Market	Registered Investment Company	1,385
*	BlackRock Equity Dividend A	Registered Investment Company	33,859
*	BlackRock S&P 500 Stock A	Registered Investment Company	32,105
	Franklin Growth A	Registered Investment Company	44,012
	Templeton Foreign A	Registered Investment Company	12,867
	Ivy Balanced Y	Registered Investment Company	14,454
	Ivy High Income Y	Registered Investment Company	1,635
	Ivy Mid Cap Growth	Registered Investment Company	3,784
	PIMCO Real Return A	Registered Investment Company	2,151
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	Oppenheimer Developing Market A	Registered Investment Company	2,667
	Dreyfus Opportunistic Mid Cap Value A	Registered Investment Company	16,365
	Thornburg International Value R4	Registered Investment Company	1,643
	Thornburg Value R4	Registered Investment Company	2,583
	Victory Established Value A	Registered Investment Company	2,963
	MainStay Large Cap Growth R2	Registered Investment Company	1,842
	Janus Overseas A	Registered Investment Company	10,634
*	Notes Receivable from Participants	Interest rates (4.25%)	7,293
	Total assets (held at end of year)		$ 296,640

* Represents a party-in-interest

Note: Cost information (column d) has been excluded because all investments are participant-directed

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust

As of December 31, 2013 and 2012, and for the Year Ended December 31, 2013

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

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Report of Independent Certified Public Accountants

To the Plan Trustee and Administrator of the
AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust

Report on the financial statements

We have audited the accompanying financial statements of **AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 from 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 AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Supplementary information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary 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 supplementary 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 audits of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the 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 supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other matters

As further discussed in Note 1 to the financial statements, the Board of Directors of Automated Engineering Services Corporation, the Plan Sponsor, approved the termination of the Plan effective November 1, 2013. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2012 financial statements to the liquidation basis used in presenting the 2013 financial statements. Our opinion is not modified with respect to this matter.

Grant Thornton LLP

Atlanta, Georgia
October 13, 2014

Statements of net assets available for benefits

December 31	Liquidation basis 2013	Ongoing plan basis 2012
Assets:		
Investments, at fair value	**$ 289,347**	$ 6,021,048
Receivables:		
Notes receivable from participants	**7,293**	55,065
Total receivables	**7,293**	55,065
Total assets	**296,640**	6,076,113
Liabilities:		
Corrective distributions payable	**-**	20,056
Net assets available for benefits	**$ 296,640**	$ 6,056,057

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

Statement of changes in net assets available for benefits

For the year ended December 31	Liquidation basis 2013
Additions:	
Investment income:	
Net appreciation in fair value of investments	**$ 1,190,112**
Interest and dividends	**212,155**
Total investment income	**1,402,267**
Interest income on notes receivable from participants	**1,766**
Contributions:	
Participant	**1,172,337**
Rollover	**3,362**
Total contributions	**1,175,699**
Total additions	**2,579,732**
Deductions:	
Benefits paid to participants	**8,330,204**
Administrative expenses	**8,945**
Total deductions	**8,339,149**
Net decrease	**(5,759,417)**
Net assets available for benefits, beginning of year	**6,056,057**
Net assets available for benefits, end of year	**$ 296,640**

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of Plan

The following brief description of the AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust (the 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 and was adopted effective January 1, 1996 covering all eligible employees of Automated Engineering Services Corporation (AES or the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Paychex Retirement Services serves as the Plan's recordkeeper. Merrill Lynch Trust Company is the Plan's investment fund manager.

The Company was acquired on November 15, 2013 by AMEC at which point all employees of the Company became employees of AMEC. Effective November 1, 2013, the Plan was terminated and all former AES employees became eligible to participate in the AMEC 401(k) Plan. The Plan was fully liquidated in 2014.

Effective November 4, 2013, the Plan was amended to change its name from the Automated Engineering Services 401(k) Profit Sharing Plan and Trust to the AMEC AES, Inc. 401(k) Profit Sharing Plan and Trust.

Eligibility

Employees who are at least 21 years of age are eligible to participate in the Plan's elective deferrals.

Contributions (prior to the aforementioned termination of the Plan)

Participants may make pre-tax elective deferrals or Roth elective deferrals to the Plan. Participants may contribute any combination of pre-tax elective deferrals and Roth elective deferrals from 1 % to 92 % (in whole percentages) of eligible earnings, as defined in the Plan Agreement, or the maximum amount allowable by law. Participants 50 years of age or older may also elect to make pre-tax catch-up contributions up to the maximum amount allowable by law.

The Plan also allows participants to "roll over" assets from other qualified savings plans into the Plan.

Company matching contributions are not provided under the Plan. The Plan does provide for a discretionary profit sharing contribution; however, no such contributions were made to the Plan during 2013.

Participant Accounts (prior to the aforementioned termination of the Plan)

Participant accounts may be invested in one or more of the investment funds available under the Plan at the direction of the participant. Each participant's account is credited with (a) participant's contributions, and (b) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) administrative expenses. 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 account.

Payment of Benefits (prior to the aforementioned termination of the Plan)

On termination of service, death, disability, retirement, or age 59½, a participant may elect to receive their benefits as a lump-sum amount equal to the value of the participant's interest in his or her account. In general, if a participant's account balance, as defined in the Plan Agreement, is greater than $5,000 and employment is terminated other than due to retirement or death, the account may not be distributed before normal retirement age without the participant's consent. Hardship withdrawals are not permitted under the Plan.

The Plan may be required by law to recognize obligations the participant incurs as a result of court-ordered support or alimony payments. The Plan must honor a qualified domestic relations order (QDRO). If a QDRO is received by the Plan, all or a portion of the participant's account balance may be used to satisfy the obligation.

Administrative Expenses (prior to the aforementioned termination of the Plan)

Administrative expenses relating to processing loans and distributions are paid by the participants. All other administrative expenses are paid by the Company.

Notes Receivable from Participants (prior to the aforementioned termination of the Plan)

Plan participants may borrow from a portion of his or her pre-tax vested account balance a maximum amount that cannot exceed the lesser of 50% of the participant's account balance or $50,000. Participants may have no more than one loan outstanding at a time. Loan terms generally range from one to five years; however, if the loan is used for the purchase of a principal residence, the Plan administrator may permit a longer repayment term. The loans are secured by no more than 50% of the balance and bear interest at rates that are equal to the prime rate plus 1% at the date of request, as determined by the Plan administrator. Principal and interest payments occur ratably through regular payroll deductions. Interest rates on notes receivable from participants are 4.25% at December 31, 2013 and 2012.

2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. As a result of the Plan's termination, as described in Note 1, the Plan used the ongoing plan basis accounting for purposes of presenting the 2012 statement of net assets available for benefits and used the liquidation basis in presenting the 2013 statement of net assets available for benefits and the statement of changes in net assets available for benefits for the year ended December 31, 2013. The liquidation basis of accounting presents assets at amounts expected to be realized in liquidation and liabilities at amounts expected to be paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are stated 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 3 for a description of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan Agreement.

Benefit Payments

Benefit payments are recorded when paid.

Investment Expenses

Investment expenses charged by mutual funds at the individual participant level are included in the net appreciation (depreciation) in fair value of investments.

Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate and market risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events

The Plan administrator has evaluated subsequent events through October 13, 2014, the date the financial statements were available to be issued.

3 Fair Value Measurements

The guidance for fair value measurements establishes the authoritative definition for fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Plan uses a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs developed using the Plan's estimates and assumptions which reflect those that market participants would use.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: valued at net asset value (NAV) of shares held by the Plan at year-end.

Money market fund: valued at cost, which approximates fair value.

The preceding methodologies described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methodologies 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012.

December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments, at fair value				
Mutual funds:				
Flexible portfolio funds	**$ 5,372**	**$ -**	**$ -**	**$ 5,372**
Bond funds	**33,859**	**-**	**-**	**33,859**
Growth funds	**78,451**	**-**	**-**	**78,451**
Income funds	**35,494**	**-**	**-**	**35,494**
Value funds	**28,335**	**-**	**-**	**28,335**
Core funds	**74,346**	**-**	**-**	**74,346**
Index funds	**32,105**	**-**	**-**	**32,105**
Total mutual funds	**287,962**	**-**	**-**	**287,962**
Interest bearing cash:				
Money market fund	**1,385**	**-**	**-**	**1,385**
Total interest bearing cash	**1,385**	**-**	**-**	**1,385**
Total investments, at fair value	**$ 289,347**	**$ -**	**$ -**	**$ 289,347**

December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments, at fair value				
Mutual funds:				
Mutual funds:				
Flexible portfolio funds	$ 522,708	$ -	$ -	$ 522,708
Bond funds	407,359	-	-	407,359
Growth funds	2,354,998	-	-	2,354,998
Income funds	831,742	-	-	831,742
Value funds	649,980	-	-	649,980
Core funds	611,885	-	-	611,885
Index funds	299,720	-	-	299,720
Total mutual funds	5,678,392	-	-	5,678,392
Interest bearing cash:				
Money market fund	342,656	-	-	342,656
Total interest bearing cash	342,656	-	-	342,656
Total investments, at fair value	$ 6,021,048	$ -	$ -	$ 6,021,048

Changes in Fair Value Levels

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

The significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits was evaluated by management. For the year ended December 31, 2013, there were no significant transfers in or out of Levels 1, 2, or 3.

4 Investments

The following presents investments which represent 5% or more of the Plan's net assets. All investments are participant-directed.

December 31	2013	2012
Investments, at fair value		
BlackRock Global Allocation A	$ *	$ 522,708
BlackRock Capital Appr Port A	**30,566**	872,909
BlackRock Basic Value A	*	359,910
BlackRock Ready Asset Prime Money Market	*	342,656
BlackRock Equity Dividend A	**33,859**	759,891
BlackRock S&P 500 Stock A	**32,105**	*
Franklin Growth A	**44,012**	*
JPMorgan Government Bond A	**29,408**	*
Lord Abbettt Developing Growth A	*	324,732
Dreyfus Opportunistic Mid Cap Value A	**16,365**	*
Individually less than 5% of Plan net assets	**103,032**	2,838,242
Total investments, at fair value	$ **289,347**	$ 6,021,048

* Less than 5% of total Plan net assets

During 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,190,112.

5 Plan Termination

As disclosed in Note 1, the Plan was terminated subject to the provisions of ERISA effective November 1, 2013. All participants were 100% vested in their accounts as of the Plan termination date. In conjunction with the termination of the Plan, beginning on and after November 1, 2013, no new participants were allowed to enter the Plan and contributions were no longer permitted.

6 Tax Status

The Plan is operating under the Paychex Flexible Standardized 401(k) Plan Document. Paychex Retirement Services received an opinion letter from the IRS on March 31, 2008, stating that the prototype plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been adopted and amended since this opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore believes that the Plan is qualified and the related trust is tax-exempt.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 and 2012, and for the year ended December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

7 Party in Interest Transactions

The Plan's assets consist principally of investments in shares of mutual funds and a money market fund managed by Merrill Lynch Trust Company, or its affiliates. Such transactions, while considered party-in-interest transactions under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

8 Corrective Distributions Payable

The Plan is subject to certain compliance requirements of non-discrimination rules under ERISA and IRS guidelines. For the plan year ended December 31, 2012, the Plan failed certain of these non-discrimination tests. The Plan has recorded corrective distributions payable of $20,056 at December 31, 2012 in the statement of net assets available for benefits to reflect the appropriate refund of a portion of the contributions made by highly compensated participants in order to comply with the non-discrimination requirements. The Plan refunded these excess contributions to its participants subsequent to the 2012 plan year. The Plan administrator believes that these corrective measures have satisfied the non-discrimination requirements of the IRS.

9 Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

December 31	2012
Net assets available for benefits per the financial statements	$ 6,056,057
Plus: corrective distributions payable	20,056
Net assets available for benefits per the Form 5500	$ 6,076,113

The following is a reconciliation of corrective distributions per the financial statements to the Form 5500:

For the year ended December 31	2013
Corrective distributions per the financial statements	$ -
Plus: corrective distributions payable at December 31, 2012	20,056
Corrective distributions per the Form 5500	$ 20,056

Supplemental schedule – Schedule of assets (held at end of year)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
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*	Notes Receivable from Participants	Interest rates (4.25%)	7,293
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Note: Cost information (column d) has been excluded because all investments are participant-directed