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;
- [X] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEM ENTERPRISES 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/2005

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

TEM ENTERPRISES DBA XTRA AIRWAYS

805 WEST IDAHO STREET
SUITE 400
BOISE, ID 83702

2b Employer Identification Number (EIN)
91-1387913

2c Sponsor's telephone number
208-333-9872

2d Business code (see instructions)
481000

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.	10/15/2014	TALITHA MCGINNIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	TALITHA MCGINNIS
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	175
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**	153
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	13
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**	42
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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	**B** Three-digit plan number (PN) ▶
TEM ENTERPRISES 401K PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
TEM ENTERPRISES DBA XTRA AIRWAYS	91-1387913

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

ALLIANCEBERNSTEIN L.P.

13-4064930

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

GUARDIAN INVESTOR SERVICES, LLC

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

NEUBERGER BERMAN

605 THIRD AVENUE
3RD FLOOR
NEW YORK, NY 10158

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(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)

ADP

22-1467904

(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?
37 50 15 64	RECORD KEEPER	1505	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
21 99	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	500	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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 59 63 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
ADP BROKER-DEALER	63 60 59	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.
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
GUARDIAN INVESTOR SERVICES, LLC 388 MARKET STREET SAN FRANCISCO, CA 94111	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
NEUBERGER BERMAN 605 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10158	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00630 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name: KAFOURY ARMSTRONG & CO.	**b** EIN:	88-0116396
c	Position: ACCOUNTANT		
d	Address: 975 5TH STREET ELKO, NV 89801	**e** Telephone:	775-738-5134

Explanation: FIRM IS IN A DIFFERENT CITY

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
TEM ENTERPRISES 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TEM ENTERPRISES DBA XTRA AIRWAYS

D Employer Identification Number (EIN)
91-1387913

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: INVESCO STABLE ASSET

b Name of sponsor of entity listed in (a): INVESCO NATIONAL 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)
27-3884161-001	C	40351

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MD CP IDX NL J

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
90-0337987-347	C	159885

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
TEM ENTERPRISES 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEM ENTERPRISES DBA XTRA AIRWAYS

D Employer Identification Number (EIN)
91-1387913

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	8544	10774
(9) Value of interest in common/collective trusts	1c(9)	210840	200236
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	606860	577473
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	826244	788483
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	826244	788483

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	95255	
(C) Others (including rollovers)	2a(1)(C)	59	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		95314
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	450	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		450
(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)	30848	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		30848
(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)		44031
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		90426
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		261069
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	290648	
(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)		290648
f Corrective distributions (see instructions)	2f		6676
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1506	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1506
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		298830
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-37761
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: COOPER NORMAN **(2)** EIN: 82-0343828

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		83000
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
TEM ENTERPRISES 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEM ENTERPRISES DBA XTRA AIRWAYS

D Employer Identification Number (EIN)
91-1387913

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 57-1198022

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 ☐

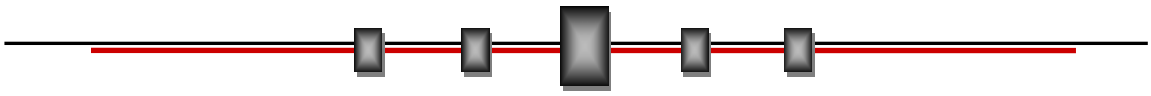
19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

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):

TEM ENTERPRISES 401(K) PLAN



FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 AND INDEPENDENT AUDITORS' REPORT

TEM ENTERPRISES 401(K) PLAN

Table of Contents

Independent Auditors' Report 1

Financial Statements:

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule:

Schedule of Assets Held at End of Year for Schedule H of Form 5500 15

Cooper Norman
CPAs & BUSINESS ADVISORS

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INDEPENDENT AUDITORS' REPORT

To the Trustees of the
TEM Enterprises 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TEM Enterprises 401(k) Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2013, and the related statements of changes in net assets available for benefits for the years then ended, 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

integrity experience & trust

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 11, on June 4, 2014, TEM Enterprises filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As of the date of this repot, TEM Enterprises had not yet emerged from the bankruptcy case. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter – Supplemental Schedules

The supplemental schedules of the Schedule of Assets Held at End of year (Schedule H) are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter—2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by State Street Bank & Trust, the trustee of the Plan. Their report, dated April 24, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Pocatello, Idaho
October 10, 2014

TEM ENTERPRISES 401(K) PLAN

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

ASSETS	2013	2012
INVESTMENTS AT FAIR MARKET VALUE (Notes 3 and 4):		
Mutual funds	$ 577,473	$ 606,860
Common collective trusts	200,236	213,153
Total Investments	777,709	820,013
RECEIVABLES:		
Notes receivable from participants (Note 1)	7,290	8,544
Participant contributions	5,675	7,096
Total receivables	12,965	15,640
TOTAL ASSETS	790,674	835,653
LIABILITIES-		
Excess contributions payable		(6,676)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	790,674	828,977
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	(396)	(2,313)
NET ASSETS AVAILABLE FOR BENEFITS	$ 790,278	$ 826,664

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

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

		2013
ADDITIONS TO NET ASSETS ATTRIBUTED TO (NOTES 3 & 4):		
Investment income:		
Net appreciation in fair value of investments	$	134,062
Participant loan Interest		450
Interest and dividend income		30,848
Total investment income		165,360
Contributions:		
Participant		93,834
Participant rollover		59
Total contributions		93,893
TOTAL ADDITIONS		259,253
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		(294,133)
Administrative expenses		(1,506)
TOTAL DEDUCTIONS		(295,639)
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		(36,386)
NET ASSETS AVAILABLE FOR BENEFITS-		
Beginning of year		826,664
END OF YEAR	$	790,278

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of TEM Enterprises 401(k) Plan (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 commonly called a 401(k) plan. Technically, the Plan is a defined contribution plan established October 1, 2005 by TEM Enterprises, DBA Xtra Airways (the Company). The Plan is a qualified plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

The Plan covers all employees of the Company who have completed one (1) year of service, have worked 1,000 hours, and are age twenty-one (21) or older.

Determination Letter and Plan Restatement

The Plan was formed October 1, 2005 to be in compliance with recent IRS and DOL requirements.

The Plan has adopted a regional prototype format and is relying on the prototype sponsor's determination letter for qualification.

Contributions

Employees are permitted to make salary deferral contributions to the Plan under a 401(k) arrangement. The Plan provides for discretionary matching contribution determined annually at the discretion of the Company's management. The discretionary contribution, if any, is allocated to the participants' accounts based upon the participants' elective deferral contributions. The Company has elected not to contribute for the year ended December 31, 2013.

The Plan accepts qualified rollover contributions. The Plan is currently funded.

Participant Accounts

The participant's accounts are set up in self-directed, individual accounts administered by State Street Bank and Trust Company (SSB&T). Participant individual accounts are valued on a daily basis. Contributions and plan earnings or losses are credited to the participants as soon as the amounts are received by the investment funds.

-Continued-

1. **DESCRIPTION OF PLAN, CONTINUED**

Participant Accounts, Continued

The benefit to which a participant is entitled is limited to the vested amount in the participant's account.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the investments offered by the Plan through SSB&T. At December 31, 2013 and 2012, the Plan had assets invested in multiple investment products with SSB&T including mutual funds and common collective trusts. These investment options include bond accounts, various income and growth accounts, stock accounts, and international accounts. Participants may change their investment options daily.

Notes Receivable from Participants

The Plan allows loans to participants that do not exceed 50% of a participant's vested benefit. The maximum dollar amount of loans outstanding to any participant may not exceed $50,000. A participant must secure each loan with an irrevocable pledge and assignment of 50% of the vested amount of the participants' accrued benefit under the Plan. A participant may not request a loan for less than $1,000.

Loan terms range from one to five years and bear interest at a rate comparable to local prevailing rates as determined by the Plan trustee. Interest rates on loans to participants are 5.25%. Principal and interest are paid ratably through monthly payroll deductions.

Loans are treated in default if any scheduled payment remains unpaid more than 90 days.

Vesting

Participants are immediately vested in their contributions. Participants are vested in Company contributions of their account plus earnings thereon based on years on continuous service. A summary of the vesting schedule is as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

1. **DESCRIPTION OF PLAN, CONTINUED**

Payment of Benefits

Upon termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum amount equal to the value of his or her vested benefit. The Plan also provides for hardship distributions to participants who have not separated from service. Payment of benefits is recorded when paid.

Forfeitures

Forfeitures of non-vested contributions reduce the Company's contributions and are reallocated to active participants. There were no forfeitures for the Plan for the year ended December 31, 2013.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The Plan's policy is to have its financial statements prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by defined contribution plans 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. At December 31, 2013 and 2012, the plan's investment portfolio includes a common collective trust (CCT) that holds fully benefit-responsive investment contracts. The Statements of Net Assets Available for Benefits presents the fair value of the CCT as well as an adjustment of the fully benefit-responsive investment contracts of the CCT from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

-Continued-

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The difference between cost and fair market value from one period to the next is recognized as net appreciation in fair value of investments in the accompanying Statement of Changes in Net Assets Available for Benefits.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Administration Costs

The Plan sponsor pays for substantially all costs incurred to administer the Plan, including legal and accounting fees. The Plan pays for investment fees and commissions.

Subsequent Events

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued (see Note 11).

3. INVESTMENTS

The Plan offers various investment options in securities and mutual funds consisting of stocks and bonds to plan participants through SSB&T. The stocks include U.S. companies, as well as companies in Europe and other developing foreign nations. These investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Each of the mutual funds has materially different potential rates of return which offers diversity to allow participants to minimize the risk of large losses. Participants are allowed to change the direction of their investments daily.

Plan investments are shown separately on the Statement of Net Assets Available for Benefits, including any investments that represent five percent or more of the net assets available for benefits.

3. **INVESTMENTS, CONTINUED**

Following is a description of each investment:

Mutual Funds

The Plan has invested in various investment products with SSB&T. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

Common Collective Trust

The plan has invested in common collective trusts which consist of various investment products held with a qualified trust. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

The following presents investments that represent 5% or more of the Plan's net assets:

Investment	**2013**	**2012**
SSGA S&P MD CP INX INL	$159,885	$ 140,750
RS Value Fund - A	119,659	81,609
T.Rowe Price Retirement 2030	75,686	55,718
Franklin Mut GLB Disc - R	51,014	**
Alger Capital APPR Institu - I	47,901	51,450
Janus Overseas Fund - S	47,164	47,968
T.Rowe Price Retirement 2020	40,936	76,309
Invesco Stable Asset	40,351	72,403
PIMCO Total Return Fund - A	*	102,342

* Investment not 5% or more of net assets available for benefits in 2013.
** Investment not 5% or more of net assets available for benefits in 2012.

The Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $134,062 for the year ended December 31, 2013. The net appreciation in value by investment type for the year is:

Appreciation in Value	**2013**
Mutual funds	$ 90,343
Common collective trusts	43,323
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	396
Total appreciation	$ 134,062

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs to quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs that are observable other than quoted prices; and inputs derived from observable market data by correlation or other means. If the asset or liability has a specified term, then the input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The 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.

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

-Continued-

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Common Collective Trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business.

There have been no changes in the methodologies used at December 31, 2013 and 2012.

The following table presents the Plan's assets measured at fair value:

Fair Value Measurements at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 64,784			$ 64,784
International	135,222			135,222
Small Value	23,996			23,996
Mid Growth	37,923			37,923
Large Blend	127,274			127,274
Large Value	23,437			23,437
Bond	24,570			24,570
Mid Blend	119,659			119,659
Mid Value	20,608			20,608
Common Collective Trusts		$ 200,236		200,236
Total investments	$ 577,473	$ 200,236		$ 777,709

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Fair Value Measurements at December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 62,378			$ 62,378
International	117,038			117,038
Small Value	33,059			33,059
Mid Growth	37,536			37,536
Large Blend	140,834			140,834
Large Value	13,152			13,152
Bond	102,342			102,342
Mid Blend	81,609			81,609
Mid Value	18,912			18,912
Common Collective Trusts		$ 213,153		213,153
Total investments	$ 606,860	$ 213,153		$ 820,013

5. **AMOUNTS ALLOCATED TO THE ACCOUNTS OF TERMINATED PARTICIPANTS**

Net assets available for benefits include $29,579 allocated to accounts of persons who as of or prior to that date had withdrawn from participating in the earnings and operations of the Plan for the year ended December 31, 2013. The amount is payable to the former participants in 2014.

6. **TAX STATUS**

The IRS has determined and informed the Company by letter dated March 31, 2008, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administer 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.

Accounting principles generally accepted in the United State of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administer believes that it is no longer subject to income tax examinations for the years prior to 2010.

7. 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 investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

8. CERTIFIED INFORMATION

State Street Bank and Trust Company, the trustee of the Plan's assets, has certified the following information as complete and accurate for the Plan years ended December 31, 2013 and 2012:

1. Investments
2. Receivables
3. Interest and dividend income
4. Unrealized gain on investments
5. Distributions

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan utilizes a third-party custodian, ADP, Inc. Administrative fees of $1,506 were paid by the Plan sponsor during 2013. The Plan's investments are held by ADP, Inc which is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

The Plan invests in common collective trusts which are managed by State Street Bank and Trust Company (SSB&T). SSB&T acts as the trustee for only those investments as defined by the Plan. Transactions in such investments qualify and party-in-interest transactions which are exempt from the prohibited transaction rules.

10. **RECONCILIATION OF FINANCIAL STATEMENT TO SCHEDULE H OF FORM 5500**

The following is a reconciliation of the Net Assets Available for Benefits, per the financial statements as of December 31, 2013 and 2012, to Schedule H of Form 5500:

		2013		2012
Per the financial statements	$	790,278	$	826,664
Less: Contributions receivable at December 31		(5,675)		(7,096)
Add: Excess contribution payable at December 31				6,676
Add: Participant loan balance deemed distributed at December 31		3,484		
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust		396		
Per Schedule H of Form 5500	$	$788,483	$	$826,244

11. **SUBSEQUENT EVENTS**

On June 4, 2014, TEM Enterprises, the Plan sponsor, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As of the October 10, 2014, TEM Enterprises had submitted a plan to the bankruptcy court but final approval had not been obtained. TEM Enterprises intends to continue sponsoring the Plan after it has emerged from bankruptcy proceedings.

SUPPLEMENTAL INFORMATION

TEM ENTERPRISES 401(K) PLAN

EIN # 91-1387913
PLAN # 001
FORM 5500
PLAN YEAR ENDED DECEMBER 31, 2013

Supplemental Schedule
Schedule H, Part IV, line 4i - Schedule of Assets Held at End of Year

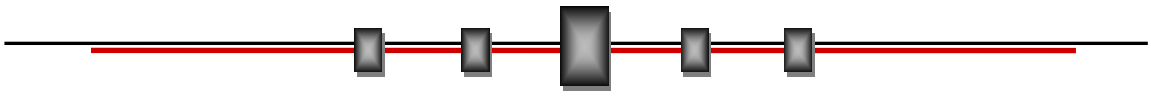
(a) * identifies party-in-interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment		(d) Current Value
*	State Street Global Advisors	SSGA S&P MD CP INX INL	$	159,885
	RS Investment Management Co.	RS Value Fund - A		119,659
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2030		75,686
	Franklin Templeton Investments	Franklin Mut GLB Disc - R		51,014
	Fred Alger Management, Inc.	Alger Capital APPR Institu - I		47,901
	Janus Capital Management LLC	Janus Overseas Fund - S		47,164
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2020		40,936
*	Invesco	Invesco Stable Asset		40,351
	American Century Inv Mgt, Inc.	Amercent Heritage Fund - A		37,923
	AllianceBernstein	Allianceberg Intl GR FD - A		37,044
	Pacific Investment Mgmt Co	PIMCO Total Return Fund - A		24,570
	Allianz Global Inv Fund Mgmt	Allianzgi NFJ SmallCap Value		23,996
	Victory Capital Management Inc.	Victory Established Value - A		20,608
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2040		15,817
	Deutsche Asset & Wealth Mngt	DWS Large CAP Value Fund-A		13,128
	Neuberger Berman Mgmt	Neuberger Berman LGCAP Val AD		10,309
	Blackrock Advisors	Blackrock Global Allocaton A		7,896
	T. Rowe Price Associates, Inc.	T.Row Price Retirement Inc		2,756
	T. Rowe Price Associates, Inc.	T. Rowe Price Retire 2050 - R		1,066
*	State Street Bank and Trust Co.	Participant Loans - Interest rate of 5.25%		7,290
		Total	**$**	784,999

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

TEM ENTERPRISES 401(K) PLAN



FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 AND INDEPENDENT AUDITORS' REPORT

TEM ENTERPRISES 401(K) PLAN

Table of Contents

Independent Auditors' Report 1

Financial Statements:

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule:

Schedule of Assets Held at End of Year for Schedule H of Form 5500 15

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INDEPENDENT AUDITORS' REPORT

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TEM Enterprises 401(k) Plan

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Pocatello, Idaho
October 10, 2014

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TEM ENTERPRISES 401(K) PLAN

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DECEMBER 31, 2013 AND 2012

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Participant contributions	5,675	7,096
Total receivables	12,965	15,640
TOTAL ASSETS	790,674	835,653
LIABILITIES-		
Excess contributions payable		(6,676)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	790,674	828,977
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	(396)	(2,313)
NET ASSETS AVAILABLE FOR BENEFITS	$ 790,278	$ 826,664

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

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

		2013
ADDITIONS TO NET ASSETS ATTRIBUTED TO (NOTES 3 & 4):		
Investment income:		
Net appreciation in fair value of investments	$	134,062
Participant loan Interest		450
Interest and dividend income		30,848
Total investment income		165,360
Contributions:		
Participant		93,834
Participant rollover		59
Total contributions		93,893
TOTAL ADDITIONS		259,253
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		(294,133)
Administrative expenses		(1,506)
TOTAL DEDUCTIONS		(295,639)
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		(36,386)
NET ASSETS AVAILABLE FOR BENEFITS-		
Beginning of year		826,664
END OF YEAR	$	790,278

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of TEM Enterprises 401(k) Plan (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 commonly called a 401(k) plan. Technically, the Plan is a defined contribution plan established October 1, 2005 by TEM Enterprises, DBA Xtra Airways (the Company). The Plan is a qualified plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

The Plan covers all employees of the Company who have completed one (1) year of service, have worked 1,000 hours, and are age twenty-one (21) or older.

Determination Letter and Plan Restatement

The Plan was formed October 1, 2005 to be in compliance with recent IRS and DOL requirements.

The Plan has adopted a regional prototype format and is relying on the prototype sponsor's determination letter for qualification.

Contributions

Employees are permitted to make salary deferral contributions to the Plan under a 401(k) arrangement. The Plan provides for discretionary matching contribution determined annually at the discretion of the Company's management. The discretionary contribution, if any, is allocated to the participants' accounts based upon the participants' elective deferral contributions. The Company has elected not to contribute for the year ended December 31, 2013.

The Plan accepts qualified rollover contributions. The Plan is currently funded.

Participant Accounts

The participant's accounts are set up in self-directed, individual accounts administered by State Street Bank and Trust Company (SSB&T). Participant individual accounts are valued on a daily basis. Contributions and plan earnings or losses are credited to the participants as soon as the amounts are received by the investment funds.

-Continued-

1. **DESCRIPTION OF PLAN, CONTINUED**

Participant Accounts, Continued

The benefit to which a participant is entitled is limited to the vested amount in the participant's account.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the investments offered by the Plan through SSB&T. At December 31, 2013 and 2012, the Plan had assets invested in multiple investment products with SSB&T including mutual funds and common collective trusts. These investment options include bond accounts, various income and growth accounts, stock accounts, and international accounts. Participants may change their investment options daily.

Notes Receivable from Participants

The Plan allows loans to participants that do not exceed 50% of a participant's vested benefit. The maximum dollar amount of loans outstanding to any participant may not exceed $50,000. A participant must secure each loan with an irrevocable pledge and assignment of 50% of the vested amount of the participants' accrued benefit under the Plan. A participant may not request a loan for less than $1,000.

Loan terms range from one to five years and bear interest at a rate comparable to local prevailing rates as determined by the Plan trustee. Interest rates on loans to participants are 5.25%. Principal and interest are paid ratably through monthly payroll deductions.

Loans are treated in default if any scheduled payment remains unpaid more than 90 days.

Vesting

Participants are immediately vested in their contributions. Participants are vested in Company contributions of their account plus earnings thereon based on years on continuous service. A summary of the vesting schedule is as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

1. **DESCRIPTION OF PLAN, CONTINUED**

Payment of Benefits

Upon termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum amount equal to the value of his or her vested benefit. The Plan also provides for hardship distributions to participants who have not separated from service. Payment of benefits is recorded when paid.

Forfeitures

Forfeitures of non-vested contributions reduce the Company's contributions and are reallocated to active participants. There were no forfeitures for the Plan for the year ended December 31, 2013.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The Plan's policy is to have its financial statements prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by defined contribution plans 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. At December 31, 2013 and 2012, the plan's investment portfolio includes a common collective trust (CCT) that holds fully benefit-responsive investment contracts. The Statements of Net Assets Available for Benefits presents the fair value of the CCT as well as an adjustment of the fully benefit-responsive investment contracts of the CCT from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

-Continued-

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The difference between cost and fair market value from one period to the next is recognized as net appreciation in fair value of investments in the accompanying Statement of Changes in Net Assets Available for Benefits.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Administration Costs

The Plan sponsor pays for substantially all costs incurred to administer the Plan, including legal and accounting fees. The Plan pays for investment fees and commissions.

Subsequent Events

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued (see Note 11).

3. INVESTMENTS

The Plan offers various investment options in securities and mutual funds consisting of stocks and bonds to plan participants through SSB&T. The stocks include U.S. companies, as well as companies in Europe and other developing foreign nations. These investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Each of the mutual funds has materially different potential rates of return which offers diversity to allow participants to minimize the risk of large losses. Participants are allowed to change the direction of their investments daily.

Plan investments are shown separately on the Statement of Net Assets Available for Benefits, including any investments that represent five percent or more of the net assets available for benefits.

3. **INVESTMENTS, CONTINUED**

Following is a description of each investment:

Mutual Funds

The Plan has invested in various investment products with SSB&T. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

Common Collective Trust

The plan has invested in common collective trusts which consist of various investment products held with a qualified trust. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

The following presents investments that represent 5% or more of the Plan's net assets:

Investment	**2013**	**2012**
SSGA S&P MD CP INX INL	$159,885	$ 140,750
RS Value Fund - A	119,659	81,609
T.Rowe Price Retirement 2030	75,686	55,718
Franklin Mut GLB Disc - R	51,014	**
Alger Capital APPR Institu - I	47,901	51,450
Janus Overseas Fund - S	47,164	47,968
T.Rowe Price Retirement 2020	40,936	76,309
Invesco Stable Asset	40,351	72,403
PIMCO Total Return Fund - A	*	102,342

* Investment not 5% or more of net assets available for benefits in 2013.
** Investment not 5% or more of net assets available for benefits in 2012.

The Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $134,062 for the year ended December 31, 2013. The net appreciation in value by investment type for the year is:

Appreciation in Value	**2013**
Mutual funds	$ 90,343
Common collective trusts	43,323
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	396
Total appreciation	$ 134,062

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs to quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs that are observable other than quoted prices; and inputs derived from observable market data by correlation or other means. If the asset or liability has a specified term, then the input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The 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.

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

-Continued-

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Common Collective Trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business.

There have been no changes in the methodologies used at December 31, 2013 and 2012.

The following table presents the Plan's assets measured at fair value:

Fair Value Measurements at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 64,784			$ 64,784
International	135,222			135,222
Small Value	23,996			23,996
Mid Growth	37,923			37,923
Large Blend	127,274			127,274
Large Value	23,437			23,437
Bond	24,570			24,570
Mid Blend	119,659			119,659
Mid Value	20,608			20,608
Common Collective Trusts		$ 200,236		200,236
Total investments	$ 577,473	$ 200,236		$ 777,709

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Fair Value Measurements at December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 62,378			$ 62,378
International	117,038			117,038
Small Value	33,059			33,059
Mid Growth	37,536			37,536
Large Blend	140,834			140,834
Large Value	13,152			13,152
Bond	102,342			102,342
Mid Blend	81,609			81,609
Mid Value	18,912			18,912
Common Collective Trusts		$ 213,153		213,153
Total investments	$ 606,860	$ 213,153		$ 820,013

5. **AMOUNTS ALLOCATED TO THE ACCOUNTS OF TERMINATED PARTICIPANTS**

Net assets available for benefits include $29,579 allocated to accounts of persons who as of or prior to that date had withdrawn from participating in the earnings and operations of the Plan for the year ended December 31, 2013. The amount is payable to the former participants in 2014.

6. **TAX STATUS**

The IRS has determined and informed the Company by letter dated March 31, 2008, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administer 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.

Accounting principles generally accepted in the United State of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administer believes that it is no longer subject to income tax examinations for the years prior to 2010.

7. 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 investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

8. CERTIFIED INFORMATION

State Street Bank and Trust Company, the trustee of the Plan's assets, has certified the following information as complete and accurate for the Plan years ended December 31, 2013 and 2012:

1. Investments
2. Receivables
3. Interest and dividend income
4. Unrealized gain on investments
5. Distributions

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan utilizes a third-party custodian, ADP, Inc. Administrative fees of $1,506 were paid by the Plan sponsor during 2013. The Plan's investments are held by ADP, Inc which is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

The Plan invests in common collective trusts which are managed by State Street Bank and Trust Company (SSB&T). SSB&T acts as the trustee for only those investments as defined by the Plan. Transactions in such investments qualify and party-in-interest transactions which are exempt from the prohibited transaction rules.

10. **RECONCILIATION OF FINANCIAL STATEMENT TO SCHEDULE H OF FORM 5500**

The following is a reconciliation of the Net Assets Available for Benefits, per the financial statements as of December 31, 2013 and 2012, to Schedule H of Form 5500:

		2013		2012
Per the financial statements	$	790,278	$	826,664
Less: Contributions receivable at December 31		(5,675)		(7,096)
Add: Excess contribution payable at December 31				6,676
Add: Participant loan balance deemed distributed at December 31		3,484		
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust		396		
Per Schedule H of Form 5500	$	$788,483	$	$826,244

11. **SUBSEQUENT EVENTS**

On June 4, 2014, TEM Enterprises, the Plan sponsor, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As of the October 10, 2014, TEM Enterprises had submitted a plan to the bankruptcy court but final approval had not been obtained. TEM Enterprises intends to continue sponsoring the Plan after it has emerged from bankruptcy proceedings.

SUPPLEMENTAL INFORMATION

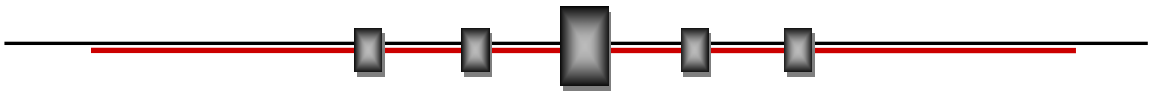
TEM ENTERPRISES 401(K) PLAN

EIN # 91-1387913
PLAN # 001
FORM 5500
PLAN YEAR ENDED DECEMBER 31, 2013

Supplemental Schedule
Schedule H, Part IV, line 4i - Schedule of Assets Held at End of Year

(a) * identifies party-in-interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment		(d) Current Value
*	State Street Global Advisors	SSGA S&P MD CP INX INL	$	159,885
	RS Investment Management Co.	RS Value Fund - A		119,659
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2030		75,686
	Franklin Templeton Investments	Franklin Mut GLB Disc - R		51,014
	Fred Alger Management, Inc.	Alger Capital APPR Institu - I		47,901
	Janus Capital Management LLC	Janus Overseas Fund - S		47,164
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2020		40,936
*	Invesco	Invesco Stable Asset		40,351
	American Century Inv Mgt, Inc.	Amercent Heritage Fund - A		37,923
	AllianceBernstein	Allianceberg Intl GR FD - A		37,044
	Pacific Investment Mgmt Co	PIMCO Total Return Fund - A		24,570
	Allianz Global Inv Fund Mgmt	Allianzgi NFJ SmallCap Value		23,996
	Victory Capital Management Inc.	Victory Established Value - A		20,608
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2040		15,817
	Deutsche Asset & Wealth Mngt	DWS Large CAP Value Fund-A		13,128
	Neuberger Berman Mgmt	Neuberger Berman LGCAP Val AD		10,309
	Blackrock Advisors	Blackrock Global Allocaton A		7,896
	T. Rowe Price Associates, Inc.	T.Row Price Retirement Inc		2,756
	T. Rowe Price Associates, Inc.	T. Rowe Price Retire 2050 - R		1,066
*	State Street Bank and Trust Co.	Participant Loans - Interest rate of 5.25%		7,290
		Total	**$**	784,999

TEM ENTERPRISES 401(K) PLAN



FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 AND INDEPENDENT AUDITORS' REPORT

TEM ENTERPRISES 401(K) PLAN

Table of Contents

Independent Auditors' Report 1

Financial Statements:

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule:

Schedule of Assets Held at End of Year for Schedule H of Form 5500 15

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INDEPENDENT AUDITORS' REPORT

To the Trustees of the
TEM Enterprises 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TEM Enterprises 401(k) Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2013, and the related statements of changes in net assets available for benefits for the years then ended, 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

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Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 11, on June 4, 2014, TEM Enterprises filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As of the date of this repot, TEM Enterprises had not yet emerged from the bankruptcy case. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter – Supplemental Schedules

The supplemental schedules of the Schedule of Assets Held at End of year (Schedule H) are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter—2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by State Street Bank & Trust, the trustee of the Plan. Their report, dated April 24, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Pocatello, Idaho
October 10, 2014

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TEM ENTERPRISES 401(K) PLAN

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

ASSETS	2013	2012
INVESTMENTS AT FAIR MARKET VALUE (Notes 3 and 4):		
Mutual funds	$ 577,473	$ 606,860
Common collective trusts	200,236	213,153
Total Investments	777,709	820,013
RECEIVABLES:		
Notes receivable from participants (Note 1)	7,290	8,544
Participant contributions	5,675	7,096
Total receivables	12,965	15,640
TOTAL ASSETS	790,674	835,653
LIABILITIES-		
Excess contributions payable		(6,676)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	790,674	828,977
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	(396)	(2,313)
NET ASSETS AVAILABLE FOR BENEFITS	$ 790,278	$ 826,664

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

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

		2013
ADDITIONS TO NET ASSETS ATTRIBUTED TO (NOTES 3 & 4):		
Investment income:		
Net appreciation in fair value of investments	$	134,062
Participant loan Interest		450
Interest and dividend income		30,848
Total investment income		165,360
Contributions:		
Participant		93,834
Participant rollover		59
Total contributions		93,893
TOTAL ADDITIONS		259,253
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		(294,133)
Administrative expenses		(1,506)
TOTAL DEDUCTIONS		(295,639)
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		(36,386)
NET ASSETS AVAILABLE FOR BENEFITS-		
Beginning of year		826,664
END OF YEAR	$	790,278

See Independent Auditors' Report and
Notes to the Financial Statements.

TEM ENTERPRISES 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of TEM Enterprises 401(k) Plan (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 commonly called a 401(k) plan. Technically, the Plan is a defined contribution plan established October 1, 2005 by TEM Enterprises, DBA Xtra Airways (the Company). The Plan is a qualified plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

The Plan covers all employees of the Company who have completed one (1) year of service, have worked 1,000 hours, and are age twenty-one (21) or older.

Determination Letter and Plan Restatement

The Plan was formed October 1, 2005 to be in compliance with recent IRS and DOL requirements.

The Plan has adopted a regional prototype format and is relying on the prototype sponsor's determination letter for qualification.

Contributions

Employees are permitted to make salary deferral contributions to the Plan under a 401(k) arrangement. The Plan provides for discretionary matching contribution determined annually at the discretion of the Company's management. The discretionary contribution, if any, is allocated to the participants' accounts based upon the participants' elective deferral contributions. The Company has elected not to contribute for the year ended December 31, 2013.

The Plan accepts qualified rollover contributions. The Plan is currently funded.

Participant Accounts

The participant's accounts are set up in self-directed, individual accounts administered by State Street Bank and Trust Company (SSB&T). Participant individual accounts are valued on a daily basis. Contributions and plan earnings or losses are credited to the participants as soon as the amounts are received by the investment funds.

-Continued-

1. **DESCRIPTION OF PLAN, CONTINUED**

Participant Accounts, Continued

The benefit to which a participant is entitled is limited to the vested amount in the participant's account.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the investments offered by the Plan through SSB&T. At December 31, 2013 and 2012, the Plan had assets invested in multiple investment products with SSB&T including mutual funds and common collective trusts. These investment options include bond accounts, various income and growth accounts, stock accounts, and international accounts. Participants may change their investment options daily.

Notes Receivable from Participants

The Plan allows loans to participants that do not exceed 50% of a participant's vested benefit. The maximum dollar amount of loans outstanding to any participant may not exceed $50,000. A participant must secure each loan with an irrevocable pledge and assignment of 50% of the vested amount of the participants' accrued benefit under the Plan. A participant may not request a loan for less than $1,000.

Loan terms range from one to five years and bear interest at a rate comparable to local prevailing rates as determined by the Plan trustee. Interest rates on loans to participants are 5.25%. Principal and interest are paid ratably through monthly payroll deductions.

Loans are treated in default if any scheduled payment remains unpaid more than 90 days.

Vesting

Participants are immediately vested in their contributions. Participants are vested in Company contributions of their account plus earnings thereon based on years on continuous service. A summary of the vesting schedule is as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

1. **DESCRIPTION OF PLAN, CONTINUED**

Payment of Benefits

Upon termination of service due to death, disability, retirement, or termination, a participant may elect to receive a lump-sum amount equal to the value of his or her vested benefit. The Plan also provides for hardship distributions to participants who have not separated from service. Payment of benefits is recorded when paid.

Forfeitures

Forfeitures of non-vested contributions reduce the Company's contributions and are reallocated to active participants. There were no forfeitures for the Plan for the year ended December 31, 2013.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The Plan's policy is to have its financial statements prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by defined contribution plans 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. At December 31, 2013 and 2012, the plan's investment portfolio includes a common collective trust (CCT) that holds fully benefit-responsive investment contracts. The Statements of Net Assets Available for Benefits presents the fair value of the CCT as well as an adjustment of the fully benefit-responsive investment contracts of the CCT from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

-Continued-

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The difference between cost and fair market value from one period to the next is recognized as net appreciation in fair value of investments in the accompanying Statement of Changes in Net Assets Available for Benefits.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Administration Costs

The Plan sponsor pays for substantially all costs incurred to administer the Plan, including legal and accounting fees. The Plan pays for investment fees and commissions.

Subsequent Events

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued (see Note 11).

3. INVESTMENTS

The Plan offers various investment options in securities and mutual funds consisting of stocks and bonds to plan participants through SSB&T. The stocks include U.S. companies, as well as companies in Europe and other developing foreign nations. These investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Each of the mutual funds has materially different potential rates of return which offers diversity to allow participants to minimize the risk of large losses. Participants are allowed to change the direction of their investments daily.

Plan investments are shown separately on the Statement of Net Assets Available for Benefits, including any investments that represent five percent or more of the net assets available for benefits.

3. **INVESTMENTS, CONTINUED**

Following is a description of each investment:

Mutual Funds

The Plan has invested in various investment products with SSB&T. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

Common Collective Trust

The plan has invested in common collective trusts which consist of various investment products held with a qualified trust. The investment options include mutual funds, bond accounts, various income and growth accounts, stock accounts, and international accounts.

The following presents investments that represent 5% or more of the Plan's net assets:

Investment	**2013**	**2012**
SSGA S&P MD CP INX INL	$159,885	$ 140,750
RS Value Fund - A	119,659	81,609
T.Rowe Price Retirement 2030	75,686	55,718
Franklin Mut GLB Disc - R	51,014	**
Alger Capital APPR Institu - I	47,901	51,450
Janus Overseas Fund - S	47,164	47,968
T.Rowe Price Retirement 2020	40,936	76,309
Invesco Stable Asset	40,351	72,403
PIMCO Total Return Fund - A	*	102,342

* Investment not 5% or more of net assets available for benefits in 2013.
** Investment not 5% or more of net assets available for benefits in 2012.

The Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $134,062 for the year ended December 31, 2013. The net appreciation in value by investment type for the year is:

Appreciation in Value	**2013**
Mutual funds	$ 90,343
Common collective trusts	43,323
Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust	396
Total appreciation	$ 134,062

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs to quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs that are observable other than quoted prices; and inputs derived from observable market data by correlation or other means. If the asset or liability has a specified term, then the input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The 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.

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

-Continued-

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Common Collective Trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business.

There have been no changes in the methodologies used at December 31, 2013 and 2012.

The following table presents the Plan's assets measured at fair value:

Fair Value Measurements at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 64,784			$ 64,784
International	135,222			135,222
Small Value	23,996			23,996
Mid Growth	37,923			37,923
Large Blend	127,274			127,274
Large Value	23,437			23,437
Bond	24,570			24,570
Mid Blend	119,659			119,659
Mid Value	20,608			20,608
Common Collective Trusts		$ 200,236		200,236
Total investments	$ 577,473	$ 200,236		$ 777,709

4. **FAIR VALUE MEASUREMENTS, CONTINUED**

Fair Value Measurements at December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Growth	$ 62,378			$ 62,378
International	117,038			117,038
Small Value	33,059			33,059
Mid Growth	37,536			37,536
Large Blend	140,834			140,834
Large Value	13,152			13,152
Bond	102,342			102,342
Mid Blend	81,609			81,609
Mid Value	18,912			18,912
Common Collective Trusts		$ 213,153		213,153
Total investments	$ 606,860	$ 213,153		$ 820,013

5. **AMOUNTS ALLOCATED TO THE ACCOUNTS OF TERMINATED PARTICIPANTS**

Net assets available for benefits include $29,579 allocated to accounts of persons who as of or prior to that date had withdrawn from participating in the earnings and operations of the Plan for the year ended December 31, 2013. The amount is payable to the former participants in 2014.

6. **TAX STATUS**

The IRS has determined and informed the Company by letter dated March 31, 2008, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administer 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.

Accounting principles generally accepted in the United State of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administer believes that it is no longer subject to income tax examinations for the years prior to 2010.

7. 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 investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

8. CERTIFIED INFORMATION

State Street Bank and Trust Company, the trustee of the Plan's assets, has certified the following information as complete and accurate for the Plan years ended December 31, 2013 and 2012:

1. Investments
2. Receivables
3. Interest and dividend income
4. Unrealized gain on investments
5. Distributions

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan utilizes a third-party custodian, ADP, Inc. Administrative fees of $1,506 were paid by the Plan sponsor during 2013. The Plan's investments are held by ADP, Inc which is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

The Plan invests in common collective trusts which are managed by State Street Bank and Trust Company (SSB&T). SSB&T acts as the trustee for only those investments as defined by the Plan. Transactions in such investments qualify and party-in-interest transactions which are exempt from the prohibited transaction rules.

10. **RECONCILIATION OF FINANCIAL STATEMENT TO SCHEDULE H OF FORM 5500**

The following is a reconciliation of the Net Assets Available for Benefits, per the financial statements as of December 31, 2013 and 2012, to Schedule H of Form 5500:

		2013		2012
Per the financial statements	$	790,278	$	826,664
Less: Contributions receivable at December 31		(5,675)		(7,096)
Add: Excess contribution payable at December 31				6,676
Add: Participant loan balance deemed distributed at December 31		3,484		
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts of the common collective trust		396		
Per Schedule H of Form 5500	$	$788,483	$	$826,244

11. **SUBSEQUENT EVENTS**

On June 4, 2014, TEM Enterprises, the Plan sponsor, filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As of the October 10, 2014, TEM Enterprises had submitted a plan to the bankruptcy court but final approval had not been obtained. TEM Enterprises intends to continue sponsoring the Plan after it has emerged from bankruptcy proceedings.

SUPPLEMENTAL INFORMATION

TEM ENTERPRISES 401(K) PLAN

EIN # 91-1387913
PLAN # 001
FORM 5500
PLAN YEAR ENDED DECEMBER 31, 2013

Supplemental Schedule
Schedule H, Part IV, line 4i - Schedule of Assets Held at End of Year

(a) * identifies party-in-interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment		(d) Current Value
*	State Street Global Advisors	SSGA S&P MD CP INX INL	$	159,885
	RS Investment Management Co.	RS Value Fund - A		119,659
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2030		75,686
	Franklin Templeton Investments	Franklin Mut GLB Disc - R		51,014
	Fred Alger Management, Inc.	Alger Capital APPR Institu - I		47,901
	Janus Capital Management LLC	Janus Overseas Fund - S		47,164
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2020		40,936
*	Invesco	Invesco Stable Asset		40,351
	American Century Inv Mgt, Inc.	Amercent Heritage Fund - A		37,923
	AllianceBernstein	Allianceberg Intl GR FD - A		37,044
	Pacific Investment Mgmt Co	PIMCO Total Return Fund - A		24,570
	Allianz Global Inv Fund Mgmt	Allianzgi NFJ SmallCap Value		23,996
	Victory Capital Management Inc.	Victory Established Value - A		20,608
	T. Rowe Price Associates, Inc.	T.Rowe Price Retirement 2040		15,817
	Deutsche Asset & Wealth Mngt	DWS Large CAP Value Fund-A		13,128
	Neuberger Berman Mgmt	Neuberger Berman LGCAP Val AD		10,309
	Blackrock Advisors	Blackrock Global Allocaton A		7,896
	T. Rowe Price Associates, Inc.	T.Row Price Retirement Inc		2,756
	T. Rowe Price Associates, Inc.	T. Rowe Price Retire 2050 - R		1,066
*	State Street Bank and Trust Co.	Participant Loans - Interest rate of 5.25%		7,290
		Total	**$**	784,999

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name TEM ENTERPRISES 401K PLAN **EIN:** 91-1387913
Plan Sponsor's Name TEM ENTERPRISES DBA XTRA AIRWAYS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DWS LARGE CAP VALUE FUND-A	REGISTERED INVESTMENT COMPANY		13,128
	T. ROWE PRICE RETIRE 2050 - R	REGISTERED INVESTMENT COMPANY		1,068
	AMERCENT HERITAGE FUND - A	REGISTERED INVESTMENT COMPANY		37,923
	FRANKLIN MUT GLB DISC - R	REGISTERED INVESTMENT COMPANY		51,014
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		24,570
	ALLIANZGI NFJ SMALLCAP VALUE A	REGISTERED INVESTMENT COMPANY		23,996
	RS VALUE FUND - A	REGISTERED INVESTMENT COMPANY		119,659

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name TEM ENTERPRISES 401K PLAN **EIN:** 91-1387913
Plan Sponsor's Name TEM ENTERPRISES DBA XTRA AIRWAYS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	NEUBERGER BERMAN LGCAP VAL ADV	REGISTERED INVESTMENT COMPANY		10,309
	VICTORY ESTABLISHED VALUE - A	REGISTERED INVESTMENT COMPANY		20,608
	ALGER CAPITAL APPR INSTIT - I	REGISTERED INVESTMENT COMPANY		47,901
	BLACKROCK GLOBAL ALLOCATION A	REGISTERED INVESTMENT COMPANY		7,896
	JANUS OVERSEAS FUND - S	REGISTERED INVESTMENT COMPANY		47,164
	ALLIANCEBER INTL GR FD - A	REGISTERED INVESTMENT COMPANY		37,044
	T.ROWE PRICE RETIREMENT 2020-R	REGISTERED INVESTMENT COMPANY		40,936

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name TEM ENTERPRISES 401K PLAN **EIN:** 91-1387913
Plan Sponsor's Name TEM ENTERPRISES DBA XTRA AIRWAYS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	T.ROWE PRICE RETIREMENT 2030-R	REGISTERED INVESTMENT COMPANY		75,686
	T.ROWE PRICE RETIREMENT 2040-R	REGISTERED INVESTMENT COMPANY		15,817
	T. ROWE PRICE RETIREMENT INC-R	REGISTERED INVESTMENT COMPANY		2,756
	PARTICIPANT LOANS	INTEREST RATES (5.25% TO 5.25%)		10,774
	INVESCO STABLE ASSET	COMMON/COLLECTIVE TRUST		40,351
	SSGA S & P MD CP IDX NL J	COMMON/COLLECTIVE TRUST		159,885