# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN AND TRUST

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 01/01/1977

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

R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE
FORT WORTH, TX 76111

**2b** Employer Identification Number (EIN)
75-1037451

**2c** Sponsor's telephone number
817-834-7191

**2d** Business code (see instructions)
423300

**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 | HAROLD LOONEY |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2014 | DONALD DEGROOT |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

**3a** Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE
FORT WORTH, TX 76111

**3b** Administrator's EIN
75-1037451

**3c** Administrator's telephone number
817-834-7191

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 188 |
| **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** | 173 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 29 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 203 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 204 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 189 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 1 |
| **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 2O

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

**D** Employer Identification Number (EIN)
75-1037451

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

REASSURE LIFE INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 38-0779740 | 65765 | 04827 | 8 | 01/01/2013 | 12/31/2013 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| | |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶ RATES FILE WITH THE DEPARTMENT OF INSURANCE

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | **6b** | |
| **c** | Premiums due but unpaid at the end of the year | **6c** | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶ | **6d** | |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | **7b** | 0 |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | | | |
| | (2) Dividends and credits | **7c(2)** | | | |
| | (3) Interest credited during the year | **7c(3)** | | | |
| | (4) Transferred from separate account | **7c(4)** | | | |
| | (5) Other (specify below) ▶ | **7c(5)** | | | |
| | (6) Total additions | | | **7c(6)** | 0 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**) | | | **7d** | 0 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | | | |
| | (2) Administration charge made by carrier | **7e(2)** | | | |
| | (3) Transferred to separate account | **7e(3)** | | | |
| | (4) Other (specify below) ▶ | **7e(4)** | | | |
| | (5) Total deductions | | | **7e(5)** | 0 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | **7f** | 0 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

| | | | |
|---|---|---|---|
| **a** [ ] Health (other than dental or vision) | **b** [ ] Dental | **c** [ ] Vision | **d** [X] Life insurance |
| **e** [ ] Temporary disability (accident and sickness) | **f** [ ] Long-term disability | **g** [ ] Supplemental unemployment | **h** [ ] Prescription drug |
| **i** [ ] Stop loss (large deductible) | **j** [ ] HMO contract | **k** [ ] PPO contract | **l** [ ] Indemnity contract |

**m** [ ] Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | 0 |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | 0 |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... [ ] Yes [X] No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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) ▶ | |
|---|---|---|
| R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN AND TRUST | | 003 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number (EIN) | |
| R.E. SWEENEY COMPANY, INC. | 75-1037451 | |

## 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).. . . . . ☐ Yes ☒ No

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

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

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

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

FROST NATIONAL BANK

4200 SOUTH HULEN #230
FORT WORTH, TX 76109

75-1584019

| (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 50 | TRUSTEE | 23969 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

WEAVER LLP

2821 WEST SEVENTH STREET
SUITE 700
FORT WORTH, TX 76107

75-0786316

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 10 | CPA | 14200 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

GEORGE VALUATION ADVISORS, INC.

555 REPUBLIC DRIVE
SUITE 200
PLANO, TX 75074

75-2626337

| (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? |
|---|---|---|---|---|---|---|
| 34 | APPRAISAL | 11550 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

401K PLUS, INC

5850 I-20 WEST
SUITE 200
ARLINGTON, TX 76017

75-1793879

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 | TPA | 7515 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE 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
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

**D** Employer Identification Number (EIN)
75-1037451

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 125000 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 15727 | 12195 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 774465 | 129238 |
| **(2)** U.S. Government securities | 1c(2) | 294577 | 236221 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 1016973 | 764448 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 1062994 | 1198605 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 0 | 0 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | 0 | 0 |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 1095074 | 776929 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 0 | 0 |
| **(15)** Other | 1c(15) | 285553 | 300475 |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | 5928885 | 6157901 |
| **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 10474248 | 9701012 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 0 | 0 |
| **h** Operating payables | 1h | 0 | 0 |
| **i** Acquisition indebtedness | 1i | 0 | 0 |
| **j** Other liabilities | 1j | 0 | 0 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 10474248 | 9701012 |

## 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) | 125000 | |
| **(B)** Participants | 2a(1)(B) | 0 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 0 | |
| **(2)** Noncash contributions | 2a(2) | 0 | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 125000 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 9150 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 30049 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 0 | |
| **(F)** Other | 2b(1)(F) | 0 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 39199 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 24346 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 66187 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 90533 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 1061355 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 978450 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 82905 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| **(B)** Other | 2b(5)(B) | 229016 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 229016 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 38715 |
| c Other income | 2c | | 230805 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 836173 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1544085 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 1544085 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 27413 | |
| (2) Contract administrator fees | 2i(2) | 7515 | |
| (3) Investment advisory and management fees | 2i(3) | 24595 | |
| (4) Other | 2i(4) | 5801 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 65324 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1609409 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | -773236 |
| 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: WEAVER, LLP **(2)** EIN: 75-0786316

**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 | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | X | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**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
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

**D** Employer Identification Number (EIN)
75-1037451

## 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): 75-1584019

**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: 00% 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):

# R.E. SWEENEY COMPANY, INC.
# STOCK BONUS PROFIT SHARING PLAN AND TRUST

## FINANCIAL REPORT

## DECEMBER 31, 2013

# C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
R.E. Sweeney Company, Inc.
Stock Bonus Profit Sharing
Plan and Trust

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related 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 (DOL) Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Frost Bank, the trustee of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of December 31, 2013 and for the year then ended are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 these supplemental schedules.

**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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
October 14, 2014

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Investments held by bank, at fair value | | |
| Cash and cash equivalents | $ 129,238 | $ 774,465 |
| Common stock of R.E. Sweeney Company, Inc. | | |
| 950 voting shares | 63,460 | 61,104 |
| 94,050 non-voting shares | 6,094,441 | 5,867,781 |
| Capital stock | 1,198,605 | 1,062,994 |
| Government bonds | 236,221 | 294,577 |
| Corporate bonds | 764,448 | 1,016,973 |
| Mutual funds | 776,929 | 1,095,074 |
| Cash value of life insurance | 300,475 | 285,553 |
| Employer contribution receivable | 125,000 | - |
| Accrued income receivable | 12,195 | 15,727 |
| **TOTAL ASSETS** | 9,701,012 | 10,474,248 |
| **TOTAL LIABILITIES** | - | - |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 9,701,012 | $ 10,474,248 |

The Notes to Financial Statements are an integral part of these statements.

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| **ADDITIONS** | | |
| Contributions | | |
| Employer | $ 125,000 | $ - |
| Investment income | | |
| Interest and dividend income | 143,839 | 122,330 |
| Net appreciation in fair value of investments | 568,140 | 1,924,045 |
| **Total additions** | 836,979 | 2,046,375 |
| **DEDUCTIONS** | | |
| Benefits paid to participants | 1,544,085 | 377,569 |
| Administrative expenses | 66,130 | 62,465 |
| **Total deductions** | 1,610,215 | 440,034 |
| **Net increase (decrease) in net assets available for benefits** | (773,236) | 1,606,341 |
| **NET ASSETS AVAILABLE FOR BENEFITS, beginning of year** | 10,474,248 | 8,867,907 |
| **NET ASSETS AVAILABLE FOR BENEFITS, end of year** | $ 9,701,012 | $ 10,474,248 |

The Notes to Financial Statements are an integral part of these statements.

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**NOTES TO FINANCIAL STATEMENTS**

## NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### General

The R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust (the Plan) is a Tax Reform Act Stock Bonus Profit Sharing Plan and Trust sponsored by R.E. Sweeney Company, Inc. (the Company). The Plan is a defined contribution plan covering substantially all employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Basis of Accounting

The accompanying financial statements of the Plan are prepared using the accrual method of accounting.

### Valuation of Investments

Common stock of the Company is stated at fair value based on the estimated market value as determined by an independent appraisal. All other investments are valued using quoted market prices or at fair values as otherwise determined by the custodian. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### Benefit Payments

Benefits are recorded when paid.

### Income Taxes

The Plan obtained its latest determination letter on April 17, 2012, in which the Internal Revenue Service stated that the Plan, after adoption of proposed amendments, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however; there are currently no audits for any tax periods in progress. The Plan's tax years 2010 and thereafter remain subject to income tax examinations.

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**NOTES TO FINANCIAL STATEMENTS**

## NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Subsequent Events

The Plan evaluated all events or transactions that occurred after December 31, 2013 through October 14, 2014, the date these financial statements were available to be issued.

## NOTE 2. THE PLAN

### Plan Description

The R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust was established January 1, 1977 for the exclusive benefit of eligible employees of R.E. Sweeney Company, Inc. and other associated companies who qualify for participation. Subsequently, the trust instrument has been revised for the purpose of complying with the provisions of changes in government regulations. The effective date of the trust's latest revision was December 30, 2011. The trust is administered by the trustee (consisting of one or more members) as selected and designated by the Board of Directors of R.E. Sweeney Company, Inc.

For each of its taxable periods, the employer shall contribute to the Plan (from its current or accumulated profits) an amount determined by its Board of Directors, provided, however, that the amount contributed shall not exceed the amount constituting an allowable deduction under Section 404(a)(3) of the Internal Revenue Code of 1986, as amended.

## NOTE 2. THE PLAN – CONTINUED

### Participant Accounts

At each valuation date (December 31) the net income of the Plan, exclusive of any gain or loss on Company stock, is allocated to the participants in the ratio which the participant's interest in the Plan assets other than Company stock, determined as of the beginning of the year, bears to the total interest of all participants. Any gain or loss on Company common stock during the year is allocated based on the number of shares held by each participant on the valuation date. At the end of each year the employer contribution to the trust and forfeitures are prorated among all participants having completed at least 1,000 hours of service and who are employed by the Company on December 31, in the ratio which the total aggregate compensation of each such participant for the Plan year bears to the sum of the total aggregate compensation of all such participants for the Plan year. On December 31 all net assets available for benefits are allocated to participants as defined above. Each participant shall have a further vested interest in the proportionate share of employer contributions, net income and forfeitures as follows:

a. Upon completion of two years of service, the participant shall have a vested interest of 20%. This vested interest shall increase 20% for each additional year of service so that at the end of six years of service the participant shall be 100% vested.

b. In the event of the death or disability of a participant such amounts shall be fully vested.

Under the terms of the Plan, participants must commence distribution of their account (as defined by the Plan) within sixty days after the close of the Plan year in which the latest occurs: (1) participant reaches normal retirement age; (2) participant terminates employment; or (3) the fifth anniversary of the year in which the participant commenced participation in the Plan. The participant may elect to receive benefits in cash or R.E. Sweeney Company, Inc. common stock.

### Operating Expenses

Administrative expenses include investment management fees, plan administration fees and legal fees. The Company absorbs certain other costs of the Plan.

### Forfeitures

The amount of forfeitures allocated to the eligible plan participants was $140 and $6,718 in 2013 and 2012, respectively.

The Plan had no amounts allocated to persons who have elected to withdraw from the Plan but had not been paid as of December 31, 2013 and 2012.

## NOTE 2. THE PLAN – CONTINUED

### Put Option

Under federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

### Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account with respect to major corporate events, as defined in the Plan Agreement.

### Plan Termination

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

## NOTE 3. COMPANY CONTRIBUTIONS

The Company's directors authorized a contribution of $125,000 to the Plan for 2013. No contribution was authorized for 2012.

## NOTE 4. INFORMATION CERTIFIED BY TRUSTEE

Information regarding the investments held as of December 31, 2013 and 2012, and related investment income for the years then ended included in the financial statements and supplemental schedules was obtained from Frost Bank, the trustee of the Plan’s assets held in the collective trust, and certified by the trustee as being complete and accurate.

## NOTE 4. INFORMATION CERTIFIED BY TRUSTEE – CONTINUED

The following table presents the fair value of investments certified by the trustee, Frost Bank, at December 31, 2013 and 2012:

| | 2013 | | 2012 | |
|---|---|---|---|---|
| | Number of Shares or Units | Fair Value | Number of Shares or Units | Fair Value |
| Government bonds | 225,000 | $ 236,221 | 275,000 | $ 294,577 |
| Capital stock | 20,560 | 1,198,605 | 24,843 | 1,062,994 |
| Corporate bonds | 725,000 | 764,448 | 950,000 | 1,016,973 |
| Mutual funds | 61,544 | 776,929 | 73,044 | 1,095,074 |
| Cash value of life insurance | 8 | 300,475 | 8 | 285,553 |
| Cash and accrued income receivable | N/A | 141,433 | N/A | 790,192 |

Appreciation (depreciation) certified by the trustee for the years ended December 31, 2013 and 2012 consists of investments at fair value determined as follows:

| | 2013 | 2012 |
|---|---|---|
| Quoted market price | | |
| Capital stock | $ 312,095 | $ 87,317 |
| Government bonds | (7,498) | (3,217) |
| Corporate bonds | (19,110) | (1,364) |
| Mutual funds | 38,715 | 110,907 |
| Cash value of life insurance | 14,922 | 193,776 |
| | $ 339,124 | $ 387,419 |

Interest and dividend income certified by the trustee for the years ended December 31, 2013 and 2012 was $143,829 and $122,330, respectively.

## NOTE 5. INVESTMENTS REPRESENTING MORE THAN 5% OF PLAN'S NET ASSETS

The following table presents the fair value of the Plan's investments, all of which are non-participant – directed, that represent more than 5% of the Plan's net assets at December 31:

| | 2013 | 2012 |
|---|---|---|
| Common stock of R. E. Sweeney Company, Inc. | $ 6,157,901 | $ 5,928,885 |
| Federated Prime Obligations Fund | - | 774,465 |

## NOTE 6. CONCENTRATION OF ASSETS

The Plan's assets are highly concentrated in securities of R.E. Sweeney Company, Inc. This concentration increases the Plan's vulnerability to the risk of a near-term severe impact. In addition, the fair value of R.E. Sweeney Company, Inc. securities was determined by independent appraisal. It is reasonably possible that the estimated value of the securities could change in the near term.

## NOTE 7. FAIR VALUE MEASUREMENTS

Generally accepted accounting principles provide 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 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy are described below:

Level 1 inputs: Unadjusted, quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 inputs: Inputs (other than quoted market prices included within level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and fair value is determined through the use of models or other valuation techniques. Market prices were indirectly observable through market data at the measurement date.

## NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

Level 3 inputs: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. Fair value for these investments is determined using valuation methodologies that consider a range of factors including but not limited to the nature of the investment, market conditions, current and projected operating performance and changes in operating characteristics of the investment.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Cash and cash equivalents: Fair value of cash is measured at its carrying amount. Fair value of cash equivalents is measured at the closing price of the security reported on the major market on which the security is traded.

Common stock of R.E. Sweeney Company, Inc.: Valuation by independent appraisal at the reporting date by a qualified expert.

Capital stock and mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Cash value of life insurance: Valued at cash surrender value, which approximates fair value.

Government and corporate bonds: Government bonds are generally valued using quoted prices of securities with similar characteristics. Corporate bonds are generally valued by using pricing models (such as discounted cash flows), quoted prices of securities with similar characteristics or broker quotes.

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 the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common stock of R.E. Sweeney Company, Inc. | $ - | $ - | $ 6,157,901 | $ 6,157,901 |
| Capital stock | | | | |
| Energy | 104,425 | - | - | 104,425 |
| Technology | 223,553 | - | - | 223,553 |
| Financial | 180,354 | - | - | 180,354 |
| Food & beverage conglomerates | 41,522 | - | - | 41,522 |
| Medical | 147,301 | - | - | 147,301 |
| Other | 501,450 | - | - | 501,450 |
| Total capital stock | 1,198,605 | - | - | 1,198,605 |
| Government bonds | - | 236,221 | - | 236,221 |
| Corporate bonds | - | 764,448 | - | 764,448 |
| Mutual funds | | | | |
| Real estate | 43,971 | - | - | 43,971 |
| Fixed income | 142,155 | - | - | 142,155 |
| Large blend | 356,084 | - | - | 356,084 |
| Small blend | 76,019 | - | - | 76,019 |
| Large-Cap growth | 113,198 | - | - | 113,198 |
| Mid-Cap growth | 45,502 | - | - | 45,502 |
| Total mutual funds | 776,929 | - | - | 776,929 |
| Cash value of life insurance | - | - | 300,475 | 300,475 |
| Cash and cash equivalents | 129,238 | - | - | 129,238 |
| Total assets at fair value | $ 2,104,772 | $ 1,000,669 | $ 6,458,376 | $ 9,563,817 |

## NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common stock of R.E. Sweeney Company, Inc. | $ - | $ - | $ 5,928,885 | $ 5,928,885 |
| Capital stock | | | | |
| Energy | 121,009 | - | - | 121,009 |
| Technology | 226,000 | - | - | 226,000 |
| Financial | 161,493 | - | - | 161,493 |
| Food & beverage conglomerates | 55,124 | - | - | 55,124 |
| Medical | 92,958 | - | - | 92,958 |
| Other | 406,410 | - | - | 406,410 |
| Total capital stock | 1,062,994 | - | - | 1,062,994 |
| Government bonds | - | 294,577 | - | 294,577 |
| Corporate bonds | - | 1,016,973 | - | 1,016,973 |
| Mutual funds | | | | |
| Real estate | 188,957 | - | - | 188,957 |
| Fixed income | 230,603 | - | - | 230,603 |
| Large blend | 188,209 | - | - | 188,209 |
| Small blend | 184,298 | - | - | 184,298 |
| Large-Cap growth | 196,349 | - | - | 196,349 |
| Mid-Cap growth | 106,658 | - | - | 106,658 |
| Total mutual funds | 1,095,074 | - | - | 1,095,074 |
| Cash value of life insurance | - | - | 285,553 | 285,553 |
| Cash and cash equivalents | 774,465 | - | - | 774,465 |
| Total assets at fair value | $ 2,932,533 | $ 1,311,550 | $ 6,214,438 | $ 10,458,521 |

## NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2013:

| | Common Stock of R.E. Sweeney Company, Inc. | Cash Value of Life Insurance | Total |
|---|---|---|---|
| Balance, beginning of year | $ 5,928,885 | $ 285,553 | $ 6,214,438 |
| Realized gains (losses) | - | - | - |
| Unrealized gains (losses) relating to instruments still held at the reporting date | 229,016 | 14,922 | 243,938 |
| Purchases, sales, issuances and settlements | | | |
| Purchases | - | - | - |
| Issuances | - | - | - |
| Sales | - | - | - |
| Settlements | - | - | - |
| Transfers in and/or out of level 3 | - | - | - |
| Balance, end of year | $ 6,157,901 | $ 300,475 | $ 6,458,376 |

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

| | Common Stock of R.E. Sweeney Company, Inc. | Cash Value of Life Insurance | Total |
|---|---|---|---|
| Balance, beginning of year | $ 4,392,259 | $ 682,655 | $ 5,074,914 |
| Realized gains (losses) | - | 179,486 | 179,486 |
| Unrealized gains (losses) relating to instruments still held at the reporting date | 1,536,626 | 14,290 | 1,550,916 |
| Purchases, sales, issuances and settlements | | | |
| Purchases | - | - | - |
| Issuances | - | - | - |
| Sales | - | - | - |
| Settlements | - | (590,878) | (590,878) |
| Transfers in and/or out of level 3 | - | - | - |
| Balance, end of year | $ 5,928,885 | $ 285,553 | $ 6,214,438 |

## NOTE 8. PARTY-IN-INTEREST

Frost Bank is Trustee and record keeper of the Plan. Certain Plan investments in mutual funds are managed by Frost Bank. The Plan also invests in the common stock of R.E. Sweeney Company, Inc. These affiliated companies are considered parties-in-interest (as defined in ERISA) to the Plan.

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS**
**EIN: 75-1037451 PLAN NUMBER 003**
**YEAR ENDED DECEMBER 31, 2013**

| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|---|---|
| **Identity of Party Involved** | **Description of Asset (Including Interest Rate and Maturity in Case of a Loan)** | **Purchase Price** | **Selling Price** | **Lease Rental** | **Expense Incurred with Transaction** | **Cost of Asset** | **Current Value of Asset on Transaction Date** | **Net Gain (Loss)** |
| Federated Investors, Inc. | Federated Prime Obligations Fund | $1,689,602 | $ - | $ - | $ - | $ - | $ - | $ - |
| Federated Investors, Inc. | Federated Prime Obligations Fund | - | 2,334,829 | - | - | 2,334,829 | 2,334,829 | - |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**

| (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 |
|---|---|---|---|---|
| | **Employer securities** | | | |
| * | R. E. Sweeney Company, Inc. | 950 shares of common stock, $10 par value | $ 22,800 | $ 63,460 |
| * | R. E. Sweeney Company, Inc. | 94,050 nonvoting shares of common stock, $1 par value | 2,257,200 | 6,094,441 |
| | **Total employer securities** | | $ 2,280,000 | $ 6,157,901 |
| | **Government bonds** | | | |
| | Build America Bonds | 3.22%, maturing 8/15/2016 $100,000 maturity value | $ 100,000 | $ 104,475 |
| | Build America Bonds | 3.90%, maturing 2/1/2016 $125,000 maturity value | 132,400 | 131,746 |
| | **Total government bonds** | | $ 232,400 | $ 236,221 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock** | | | |
| | Abbott Laboratories Com | 419 shares | $ 13,568 | $ 16,060 |
| | Abbvie Incorporated Com | 341 shares | 12,436 | 18,008 |
| | Amazon.Com Inc | 29 shares | 4,137 | 11,565 |
| | AMC Networks Incorporated Class A Com | 131 shares | 8,659 | 8,922 |
| | American International Group Inc Com | 478 shares | 18,359 | 24,402 |
| | Anadarko Petroleum Corp Com | 101 shares | 6,134 | 8,011 |
| | Apple Inc Com | 56 shares | 11,523 | 31,417 |
| | Baxter International Inc Com | 445 shares | 29,506 | 30,950 |
| | Biogen Idec Incorporated Com | 62 shares | 8,529 | 17,333 |
| | Blackrock Incorporated Com | 33 shares | 6,100 | 10,443 |
| | Boeing Co Com | 142 shares | 10,545 | 19,382 |
| | Borgwarner Incorporated Com | 200 shares | 3,268 | 11,182 |
| | Bristol-Myers Squibb Co Com | 196 shares | 8,259 | 10,417 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock (cont.)** | | | |
| | Broadridge Financial Solutions Incorp Com | 466 shares | 11,388 | 18,416 |
| | Cameron International Corp Com | 139 shares | 6,886 | 8,275 |
| | Canadian Pacific Railway Ltd Com | 67 shares | 8,412 | 10,138 |
| | Capital One Financial Corp Com | 306 shares | 19,534 | 23,443 |
| | Celgene Corp Com | 88 shares | 5,110 | 14,869 |
| | Chevron Corp Com | 91 shares | 7,031 | 11,367 |
| | Chipotle Mexican Grill Incorporated Class A Com | 15 shares | 4,405 | 7,992 |
| | Cinemark Holdings Incorporated Com | 276 shares | 5,897 | 9,199 |
| | Cisco System Inc Com | 811 shares | 16,104 | 18,191 |
| | Coach Inc Com | 292 shares | 15,715 | 16,390 |
| | Cobalt International Energy Com | 312 shares | 9,728 | 5,132 |
| | Cognizant Tech Solutions Cl A | 168 shares | 4,603 | 16,965 |
| | Corning Inc Co | 1,491 shares | 19,477 | 26,570 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock (cont.)** | | | |
| | Costco Wholesale Corp New Com | 102 shares | 7,361 | 12,140 |
| | Covidien PLC | 228 shares | 10,799 | 15,527 |
| | Cummins Inc | 97 shares | 5,996 | 13,674 |
| | CVS Caremark Corporation Com | 147 shares | 6,704 | 10,521 |
| | Deere & Co Com | 96 shares | 8,386 | 8,768 |
| | Discovery Communications Incorporated Com Class A | 134 shares | 11,288 | 12,116 |
| | Disney (Walt) Company Holding Co | 330 shares | 19,389 | 25,212 |
| | E M C Corp Massachusetts Com | 476 shares | 5,805 | 11,971 |
| | Eaton Corporation PLC | 287 shares | 18,825 | 21,846 |
| | Ebay Incorporated Com | 221 shares | 9,097 | 12,125 |
| | Ensco PLC Class A | 343 shares | 19,463 | 19,613 |
| | EOG Resources Inc Com | 61 shares | 6,507 | 10,238 |
| | Ericsson Tel Co ADR Class B | 1,598 shares | 18,811 | 19,560 |
| | Facebook Incorporated Com | 210 shares | 8,077 | 11,476 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock (cont.)** | | | |
| | Fedex Corp Com | 84 shares | 7,579 | 12,077 |
| | First Niagara Finl Group Inc New | 801 shares | 6,542 | 8,507 |
| | Gilead Sciences Inc Com | 274 shares | 10,158 | 20,577 |
| | Google Incorporated Class A | 27 shares | 19,318 | 30,259 |
| | Home Depot Inc Com | 150 shares | 11,311 | 12,351 |
| | Honeywell International Inc Com | 100 shares | 7,089 | 9,137 |
| | HSBC Holdings PLC Spon ADR New | 310 shares | 17,076 | 17,090 |
| | Illumina Incorporated Com | 91 shares | 3,737 | 10,064 |
| | Invesco Limited | 185 shares | 3,798 | 6,734 |
| | JP Morgan Chase & Co Com | 360 shares | 16,017 | 21,053 |
| | Kraft Foods Group Inc Com | 212 shares | 10,161 | 11,429 |
| | LAM Research Corporation Com | 180 shares | 8,066 | 9,801 |
| | Lazard Limited Class A Com | 357 shares | 11,136 | 16,179 |
| | Lowes Cos Inc Com | 424 shares | 16,297 | 21,009 |
| | MasterCard Incorporated Class A Com | 12 shares | 3,243 | 10,025 |
| | MetLife Inc Com | 248 shares | 9,602 | 13,372 |
| | Michael Kors Holding Company | 196 shares | 8,515 | 15,913 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock (cont.)** | | | |
| | Monsanto Co New Com | 116 shares | 9,063 | 13,520 |
| | Moodys Corp Com | 147 shares | 7,088 | 11,535 |
| | Nielsen Holdings NV | 302 shares | 10,049 | 13,859 |
| | Novartis Ag ADR | 291 shares | 17,168 | 23,391 |
| | Panera Bread Company Class A Com | 47 shares | 7,245 | 8,304 |
| | Philip Morris Int'l Inc Com | 336 shares | 17,649 | 29,276 |
| | Praxair Inc Com | 52 shares | 4,006 | 6,762 |
| | Priceline.com Incorporated Com | 10 shares | 1,982 | 11,624 |
| | Qualcomm Inc Com | 251 shares | 13,619 | 18,637 |
| | Rio Tinto PLC Sponsored ADR | 330 shares | 18,245 | 18,622 |
| | SAP AG Sponsored ADR | 105 shares | 7,842 | 9,150 |
| | Schlumberger Limited Com | 108 shares | 4,245 | 9,732 |
| | Starbucks Corp Com | 176 shares | 2,095 | 13,797 |
| | Stryker Corp Com | 217 shares | 13,789 | 16,305 |
| | Suncor Energy Incorporated | 322 shares | 11,153 | 11,286 |
| | Total S. A. Sponsored ADR | 339 shares | 18,180 | 20,771 |
| | Twenty-First Century Fox Incorporated Com | 336 shares | 10,657 | 11,817 |
| | Tyco International Limited | 308 shares | 11,370 | 12,640 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Capital stock (cont.)** | | | |
| | Union Pacific Corp Com | 112 shares | 7,074 | 18,816 |
| | Verizon Communications Com | 171 shares | 8,421 | 8,403 |
| | Vertex Pharmaceuticals Incorporated Com | 103 shares | 8,451 | 7,653 |
| | Visa Incorporated Class A Com | 62 shares | 5,081 | 13,806 |
| | Waste Connections Incorporated Com | 211 shares | 7,516 | 9,206 |
| | Wells Fargo & Co New Com | 337 shares | 12,153 | 15,300 |
| | Zoetis Incorporated Com | 275 shares | 8,715 | 8,990 |
| | **Total capital stock** | | $ 844,322 | $ 1,198,605 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Corporate bonds** | | | |
| | Analog Devices, Inc. | 3.00%, maturing 4/15/2016 $100,000 maturity value | $ 101,545 | $ 104,238 |
| | General Electric Capital Corporation | 4.38%, maturing 9/21/2015 $100,000 maturity value | 107,407 | 105,987 |
| | Hewlett Packard Company | 2.13%, maturing 9/13/2015 $100,000 maturity value | 100,081 | 101,827 |
| | IBM Corporation | 5.70%, maturing 9/14/2017 $150,000 maturity value | 183,527 | 172,245 |
| | Occidental Petroleum Corporation | 1.75%, maturing 2/15/2017 $175,000 maturity value | 177,615 | 175,602 |
| | Thermo Fisher Scientific, Inc. | 3.20%, maturing 3/1/2016 $100,000 maturity value | 101,984 | 104,549 |
| | **Total corporate bonds** | | $ 772,159 | $ 764,448 |

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**EIN: 75-1037451 PLAN NUMBER 003**
**DECEMBER 31, 2013**
**(CONTINUED)**

| (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 |
|---|---|---|---|---|
| | **Mutual funds** | | | |
| | Cohen & Steers Institutional Realty Fund | 1,079 shares | $ 45,740 | $ 43,971 |
| * | Frost International Equity Fund Class I | 12,017 shares | 88,884 | 113,198 |
| * | Frost Small Cap Equity Fund | 9,709 shares | 79,027 | 76,019 |
| * | Frost Total Return Bond Fund Class I | 13,273 shares | 147,509 | 142,155 |
| | Invesco Developing Markets Fund Institutional Class | 1,733 shares | 58,643 | 56,084 |
| | T Rowe Price International Discovery Fund | 816 shares | 32,459 | 45,502 |
| | Templeton Global Bond Fund | 22,918 shares | 315,171 | 300,000 |
| | **Total mutual funds** | | $ 767,433 | $ 776,929 |
| | **Contracts with insurance companies** | | | |
| | Jackson National Life Insurance Co | Cash value of insurance policy | $ 285,553 | $ 300,475 |
| | **Total contracts with insurance companies** | | $ 285,553 | $ 300,475 |
| | **Cash and cash equivalents** | | | |
| | Federated Prime Obligations Fund | 129,238 Shares | $ 129,238 | $ 129,238 |
| | **Total cash and cash equivalents** | | $ 129,238 | $ 129,238 |
| | **Total** | | $ 5,311,105 | $ 9,563,817 |

* Indicates a party-in-interest to the Plan

**R.E. SWEENEY COMPANY, INC.**
**STOCK BONUS PROFIT SHARING PLAN AND TRUST**
**SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS**
**EIN: 75-1037451 PLAN NUMBER 003**
**YEAR ENDED DECEMBER 31, 2013**

| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|---|---|
| **Identity of Party Involved** | **Description of Asset (Including Interest Rate and Maturity in Case of a Loan)** | **Purchase Price** | **Selling Price** | **Lease Rental** | **Expense Incurred with Transaction** | **Cost of Asset** | **Current Value of Asset on Transaction Date** | **Net Gain (Loss)** |
| Federated Investors, Inc. | Federated Prime Obligations Fund | $1,689,602 | $ - | $ - | $ - | $ - | $ - | $ - |
| Federated Investors, Inc. | Federated Prime Obligations Fund | - | 2,334,829 | - | - | 2,334,829 | 2,334,829 | - |