

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE CLIMATE CORPORATION 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/06/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/06/2007</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/06/2007</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE CLIMATE CORPORATION</u> <u>201 THIRD STREET</u> <u>SUITE 1100</u> <u>SAN FRANCISCO, CA 94103</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-4897231</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>415-363-0563</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-4897231</u>	2c Sponsor's telephone number <u>415-363-0563</u>	2d Business code (see instructions) <u>524210</u>	
2b Employer Identification Number (EIN) <u>20-4897231</u>					
2c Sponsor's telephone number <u>415-363-0563</u>					
2d Business code (see instructions) <u>524210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2014 Date	MAY CHEUNG Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 165
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 181
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 30
d Subtotal. Add lines 6a , 6b , and 6c	6d 211
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 211
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 191
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: 2F 2G 2J 3F 2T 3D 2E 2S	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

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

A Name of plan THE CLIMATE CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE CLIMATE CORPORATION	D Employer Identification Number (EIN) 20-4897231	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

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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)

THE VANGUARD GROUP, INC.

23-1945930

(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 15 99 50 52 64 68	NONE	332	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) 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 <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE CLIMATE CORPORATION 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE CLIMATE CORPORATION</u>		D Employer Identification Number (EIN) <u>20-4897231</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	82541	45562
	(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)		4146
	(9) Value of interest in common/collective trusts	1c(9)		
	(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)	1574418	3327412
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	1656959	3377120

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1656959	3377120
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1286784	
(C) Others (including rollovers)	2a(1)(C)	170785	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1457569

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(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)	322	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		330

(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)	92323	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		92323

(3) Rents	2b(3)		
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(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)		
(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)		395609
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1945831

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	222459	
(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)		222459
f Corrective distributions (see instructions)	2f		989
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)	332	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1890	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2222
j Total expenses. Add all expense amounts in column (b) and enter total	2j		225670

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1720161
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) ☐ Disclaimer (4) ☐ Adverse

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

☐ Yes ☒ No

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

(1) Name: **DELOITTE**

(2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

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

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

A Name of plan <u>THE CLIMATE CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE CLIMATE CORPORATION</u>	D Employer Identification Number (EIN) <u>20-4897231</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>45-0404698</u> <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Climate Corporation

401(k) Plan

Employer ID No: 20-4897231

Plan Number: 001

Financial Statements as of December 31, 2013 and 2012,
and for the Year Ended December 31, 2013,
Supplemental Schedule as of December 31, 2013,
and Independent Auditors' Report

THE CLIMATE CORPORATION 401(k) PLAN
FINANCIAL STATEMENTS AS OF DECEMBER 31, 2013 AND 2012,
AND FOR THE YEAR ENDED DECEMBER 31, 2013, AND SUPPLEMENTAL SCHEDULE
AS OF DECEMBER 31, 2013, AND
INDEPENDENT AUDITORS' REPORT

THE CLIMATE CORPORATION 401(k) PLAN
Financial Statements and Supplemental Schedule
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Supplemental Schedule:	
1. Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year)	13

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

INDEPENDENT AUDITORS' REPORT

To the Participants of
The Climate Corporation 401(k) Plan
San Francisco, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Climate Corporation 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Frontier Trust Company as of December 31, 2013, and for the period from September 15, 2013, to December 31, 2013, and Fidelity Management Trust Company as of December 31, 2012, and for the period from January 1, 2013, to September 15, 2013, the trustees 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 trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustees as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustees 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.

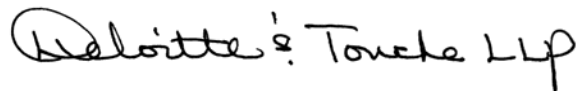
Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements.

Because of the significance of the matter described in the basis for disclaimer of opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with the Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

October 14, 2014

THE CLIMATE CORPORATION 401(k) PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	As of December 31,	
	2013	2012
ASSETS:		
Investments - at fair value - participant directed	\$ 3,372,974	\$ 1,656,959
Notes receivable from participants	4,131	—
Total assets	3,377,105	1,656,959
NET ASSETS AVAILABLE FOR BENEFITS	\$ 3,377,105	\$ 1,656,959

See accompanying notes to financial statements.

THE CLIMATE CORPORATION 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	Year Ended December 31, 2013
CONTRIBUTIONS:	
Employee contributions	\$ 1,286,784
Rollovers from other plans	170,785
Total contributions	1,457,569
INVESTMENT INCOME:	
Net appreciation in fair value of investments	395,595
Dividends and Interest	92,345
Total investment income	487,940
INTEREST ON NOTES RECEIVABLE FROM PARTICIPANTS	307
OTHER DEDUCTIONS:	
Administrative expenses	(1,892)
Benefits paid to participants	(223,628)
Other	(150)
Total other deductions	(225,670)
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,720,146
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	1,656,959
NET ASSETS AVAILABLE FOR BENEFITS — End of year	\$ 3,377,105

See accompanying notes to financial statements.

THE CLIMATE CORPORATION 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND DECEMBER 31, 2012 AND FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1. INFORMATION REGARDING THE PLAN

The following description of The Climate Corporation 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan’s information.

General - The Plan is a defined contribution plan covering substantially all employees of The Climate Corporation (the “Company”), who are not covered by another plan. The Company has appointed a 401(k) committee to control and manage the operation and administration of the Plan. Frontier Trust Company serves as the trustee of the Plan. Ascensus acts as agent for Frontier Trust Company. The Vanguard Group, Inc. is the broker for Ascensus. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Contributions to the Plan include (i) salary reduction contributions authorized by participants, (ii) discretionary matching contributions made by the Company, and (iii) participant rollovers from another plan.

Participants may elect to contribute 1 to 90 percent of their compensation to the Plan each year, subject to the limitations, as defined in the plan document. Such contributions are excluded from the participant’s taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 4% of eligible compensation, with increases of 1% per year up to a maximum of 6%, and their contributions invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions; these additional contributions are ineligible for a Company matching contribution.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions are subject to certain Internal Revenue Code (IRC) limitations.

Participant Accounts - Individual accounts are maintained for each participant of the Plan. Each participant’s account is credited with the participant’s contribution and related matching and nonelective contributions and Plan earnings. Accounts are also charged with withdrawals and an allocation of plan losses and administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments - Participants may direct the investment of their contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts between funds daily. The Plan offers 33 mutual funds, and one money market fund as investment options for participants.

Vesting - Participants are vested immediately in their contributions, plus actual earnings thereon.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of one-half of the vested account balance or \$50,000. The loans are secured by an assignment of a participant’s vested interest in the Plan, and bear interest at a rate commensurate with local prevailing rates at the time funds are borrowed as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions or as a lump sum for the outstanding loan balance. Loan terms range from 1 to 5 years; however, terms may exceed 5 years for the purchase of a primary residence. As of December 31, 2013, participant loans have maturities through 2018 at an interest rate of 4.25 percent.

Payment of Benefits - On termination of service with the Company (including termination of service due to death, disability, or retirement), a participant may generally elect to receive either a lump-sum amount or partial payments equal to the value of the participant’s vested interest in his or her account.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. Following a hardship withdrawal, participants are not allowed to contribute to the Plan for a period of six months.

Forfeited Accounts - When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account as defined by the Plan, represents a forfeiture. The plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. However, if a participant is reemployed and fulfills certain requirements, as defined in the plan document, the account will be reinstated. At December 31, 2013, and 2012, there were no forfeited nonvested accounts.

Effective September 15, 2013, the Plan was amended and restated. A new trustee and recordkeeper were appointed. Plan assets transferred to the new trustee, Frontier Trust Company, were transferred into funds comparable to those offered by the previous trustee, Fidelity Management Trust Company. The conversion initiated a blackout period beginning September 8, 2013, and continuing through September 29, 2013. During the blackout period, funds could not be applied to employee-selected funds with the new trustee or withdrawn from the Plan until the trustee had time to accurately complete the conversion. During the period, employee contributions continued to be made through payroll deductions, and the contributions were deposited and held in the income fund until the completion of the blackout period. At the end of the blackout period, these funds were transferred to the investment options requested by each participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management 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.

Risks and Uncertainties - The Plan provides various investment options to its participants. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion on fair value measurements. Money market funds are stated at amortized cost, which approximates fair value. Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end.

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

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of the investment return for such investments.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the plan document.

Administrative Expenses - Administrative expenses of the Plan are paid by the Plan or Plan Sponsor as provided in the plan document.

Payment of Benefits - Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid at December 31, 2013.

Excess Contributions Payable - The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

NOTE 3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Frontier Trust Company, the trustee of the Plan for the period September 15, 2013 to December 31, 2013, and Fidelity Management Trust Company, the trustee of the Plan for the period January 1, 2013 to September 15, 2013, and furnished to the Plan administrator. The Plan administrator has obtained the certifications from the trustees that such information is complete and accurate.

	2013
Statement of Net Assets Available for Benefits:	
Investments at fair value:	
Money market funds	\$ 45,562
Mutual funds	3,327,412
Statement of Changes in Net Assets Available for Benefits:	
Net appreciation in fair value of investments	395,595
Dividends and interest	92,345
	2012
Statement of Net Assets Available for Benefits:	
Investments at fair value:	
Money market funds	\$ 82,541
Mutual funds	1,156,964
Target date mutual funds	417,454

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 4 and 5: All investment balances and investment information, excluding the classification and level of investments in Note 5 — Fair Value Measurements.

NOTE 4. INVESTMENTS

The Plan's individual investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2013 are as follows:

* Vanguard Target Retirement 2040 Fund	\$ 170,489
* Vanguard Target Retirement 2045 Fund	345,102
* Vanguard Target Retirement 2050 Fund	296,321
* Vanguard Target Retirement 2055 Fund	219,799
* Vanguard Total Stock Mkt Index Signal Fund	294,837
American Funds New Economy R6 Fund	492,524
* Vanguard Mid-Cap Index Signal Fund	296,545
* Vanguard Small-Cap Index Signal Fund	182,933
American Funds EuroPacific Gr R6 Fund	191,174

* - Party-in-interest.

The Plan's individual investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 are as follows:

* Fidelity Overseas Fund	\$	98,821
* Fidelity Leveraged Company Stock Fund		108,004
* Fidelity Small Cap Discovery Fund		91,122
* Fidelity Retirement Money Market Fund		82,541
* Fidelity Freedom 2040 Fund		86,577
* Fidelity Freedom 2045 Fund		102,081
* Fidelity Freedom 2050 Fund		107,505
* - Party-in-interest.		

The net appreciation in fair value, including realized gains and losses, for each class of investments as presented on the Statements of Net Assets Available for Benefits for the year ended December 31, 2013 were as follows:

Mutual Funds	\$	309,128
Target Date Funds		86,461
Money Market Fund		6
Net appreciation in fair value of investments	\$	395,595

NOTE 5. FAIR VALUE MEASUREMENTS

The Plan determined the fair market values of its investments based on the fair value hierarchy established in the Fair Value Measurements and Disclosures topic of ASC 820, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy contains three levels as follows, with Level 3 representing the lowest level of input:

Level 1 - Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 - Values based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Values generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions would reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques could include use of option pricing models, discounted cash flow models and similar techniques.

The following tables set forth by level the Plan's investment assets that were accounted for at fair value on a recurring basis as of December 31, 2013, and December 31, 2012. As required by the Fair Value Measurements and Disclosures topic of the ASC, assets are classified in their entirety based on the lowest level of input that is a significant component of the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the classification of fair value assets within the fair value hierarchy levels.

Fair Value Measurements at Dec. 31, 2013 Using

	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of Dec. 31, 2013
(Dollars in thousands)				
Investments at Fair Value:				
Mutual Funds:				
PIMCO All Asset All Authority Inst Fund	\$ 24,259	\$ —	\$ —	\$ 24,259
Blackrock Equity Dividend Inst Fund	30,360	—	—	30,360
Vanguard Tot Stock Mkt Index Signal Fund	294,837	—	—	294,837
Vanguard 500 Index Signal Fund	120,486	—	—	120,486
American Funds Economy R6 Fund	492,524	—	—	492,524
Victory Established Value I Fund	28,743	—	—	28,743
Vanguard Mid-Cap Index Signal Fund	296,545	—	—	296,545
Prime Cap Odyssey Aggressive Growth Fund	118,568	—	—	118,568
DFA U.S. Targeted Value Portfolio I	65,563	—	—	65,563
Vanguard Small-Cap Index Signal Fund	182,933	—	—	182,933
American Funds EuroPacific Gr R6 Fund	191,174	—	—	191,174
PIMCO Real Estate Real Ret Strategy Fund	65,503	—	—	65,503
PIMCO Total Return Instl Fund	143,532	—	—	143,532
Vanguard Total Bond Market Index Signal Fund	17,336	—	—	17,336
Eagle Small Cap Growth I Fund	18,896	—	—	18,896
Vanguard Emerging Mkts Stock Index Signal Fund	3,310	—	—	3,310
Mutual Global Discovery Z Fund	3,210	—	—	3,210
Oppenheimer Gold & Special Mineral I Fund	934	—	—	934
Vanguard Total Int'l Stock Index Signal Fund	62,930	—	—	62,930
Blackrock High Yield Bond Portfolio Fund	2,454	—	—	2,454
Legg Mason BW Global Opps Bond Fund I	27	—	—	27
Total Mutual Funds	2,164,124	—	—	2,164,124
Target Date Mutual Funds:				
Vanguard Target Retirement Income Fund	7,048	—	—	7,048
Vanguard Target Retirement 2010 Fund	262	—	—	262
Vanguard Target Retirement 2015 Fund	713	—	—	713
Vanguard Target Retirement 2020 Fund	5,034	—	—	5,034
Vanguard Target Retirement 2025 Fund	2,646	—	—	2,646
Vanguard Target Retirement 2030 Fund	4,068	—	—	4,068
Vanguard Target Retirement 2035 Fund	111,168	—	—	111,168
Vanguard Target Retirement 2040 Fund	170,489	—	—	170,489
Vanguard Target Retirement 2045 Fund	345,102	—	—	345,102
Vanguard Target Retirement 2050 Fund	296,321	—	—	296,321
Vanguard Target Retirement 2055 Fund	219,799	—	—	219,799
Vanguard Target Retirement 2060 Fund	638	—	—	638
Total Target Date Funds	1,163,288	—	—	1,163,288
Money Market Funds:				
Vanguard Prime Money Market	45,562	—	—	45,562
Total Investments at Fair Value	\$ 3,372,974	\$ —	\$ —	\$ 3,372,974

	Fair Value Measurements at Dec. 31, 2012 Using			
	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of Dec. 31, 2012
(Dollars in thousands)				
Investments at Fair Value:				
Mutual Funds:				
Fidelity Fund	\$ 6,508	\$ —	\$ —	\$ 6,508
Fidelity Puritan Fund	20,927	—	—	20,927
Fidelity Value Strategy Fund	35,745	—	—	35,745
Fidelity Equity Income Fund	8,876	—	—	8,876
Fidelity Investment Grade Bond Fund	30,122	—	—	30,122
Fidelity Intermediate Bond Fund	45,091	—	—	45,091
Fidelity Value Fund	14,299	—	—	14,299
Fidelity OTC Portfolio Fund	81,091	—	—	81,091
Fidelity Overseas Fund	98,821	—	—	98,821
Fidelity Leveraged Co. Stock Fund	108,004	—	—	108,004
Fidelity Real Estate Investments Fund	58,795	—	—	58,795
Fidelity Capital Appreciation Fund	19,472	—	—	19,472
Fidelity Blue Chip Growth Fund	49,313	—	—	49,313
Fidelity Equity Dividend Income Fund	11,814	—	—	11,814
Fidelity Growth Strategy Fund	15,641	—	—	15,641
Fidelity Dividend Growth Fund	51,089	—	—	51,089
Fidelity Export & Multinational Fund	44,485	—	—	44,485
Fidelity International Capital Appreciation Fund	23,866	—	—	23,866
Fidelity Large Cap Stock Fund	40,251	—	—	40,251
Fidelity Small Cap Discovery Fund	91,122	—	—	91,122
Fidelity Short Term Bond Fund	3,085	—	—	3,085
Fidelity Fifty	58,605	—	—	58,605
Fidelity Mid Cap Growth Fund	14,983	—	—	14,983
Fidelity Total Bond Fund	51,365	—	—	51,365
Fidelity Small Cap Value Fund	27,297	—	—	27,297
Fidelity Spartan Total Market Index	81,134	—	—	81,134
Fidelity Spartan Extended Market Index	65,163	—	—	65,163
Total Mutual Funds	1,156,964	—	—	1,156,964
Target Date Mutual Funds:				
Fidelity Freedom Income Fund	3,150	—	—	3,150
Fidelity 2000 Fund	91	—	—	91
Fidelity 2010 Fund	13,310	—	—	13,310
Fidelity 2020 Fund	4,044	—	—	4,044
Fidelity 2030 Fund	1,745	—	—	1,745
Fidelity 2035 Fund	25,483	—	—	25,483
Fidelity 2040 Fund	86,577	—	—	86,577
Fidelity 2045 Fund	102,081	—	—	102,081
Fidelity 2050 Fund	107,505	—	—	107,505
Fidelity 2055 Fund	73,468	—	—	73,468
Total Target Date Funds	417,454	—	—	417,454
Money Market Funds:				
Fidelity Money Market	82,541	—	—	82,541
Total Investments at Fair Value	\$ 1,656,959	\$ —	\$ —	\$ 1,656,959

For the years ended December 31, 2013, and 2012, there were no transfers in or out of Level 1, 2 or 3.

NOTE 6. PARTY-IN-INTEREST INVESTMENTS AND TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Certain plan investments are shares of various mutual funds that are owned and managed by Frontier Trust Company as of and for the period September 15, 2013 to December 31, 2013 and Fidelity Management Trust Company as of and for the period January 1, 2013 to September 15, 2013.

NOTE 7. PRIORITIES UPON TERMINATION OF THE PLAN

Although it has not expressed any intention 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 set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

NOTE 8. INFORMATION REGARDING TAX STATUS

The Plan uses a prototype plan document sponsored by Ascensus, Inc. Ascensus, Inc. received an opinion letter from the IRS, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

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

NOTE 9. SUBSEQUENT EVENTS

Effective, January 1, 2014, the Company makes a matching contribution to each participant's account equal to 100% up to the first 1% of the amount of the participant's salary reduction contribution and then an additional 50% for the next 5% of the participant's salary reduction contribution. The maximum contribution amount eligible to be matched is 6% of eligible compensation, resulting in a maximum contribution by the Company of 3.5% of eligible compensation as defined by the Plan. The matching contribution is invested directly into the mutual funds selected by the participant.

Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 50% vested after the first year of service, and are 100% vested after two years of credited service.

Subsequent events were evaluated through October 14, 2014, the date the financial statements were available to be issued.

THE CLIMATE CORPORATION 401(k) PLAN
EIN 20-4897231
SUPPLEMENTAL SCHEDULE 1

Form 5500, Schedule H, Part IV, Line 4i –
Schedule of Assets (Held at End of Year) as of December 31, 2013

5500 Supplemental Schedule
Schedule of Assets (Held at End of Year)
Schedule H, Part IV, Line 4i
31-Dec-13

THE CLIMATE CORPORATION 401(k) PLAN
Employer ID No. 20-4897231
Plan No: 001

<u>Security Description / Asset ID</u>	<u>Historical Cost</u>	<u>Current Value</u>
* Vanguard Prime Money Market Inv	**	\$ 45,562
Eagle Small Cap Growth I	**	18,896
PIMCO Total Return Instl	**	143,532
Mutual Global Discovery Z	**	3,210
* Vanguard 500 Index Signal	**	120,486
Victory Established Value I	**	28,743
American Funds New Economy R6	**	492,524
* Vanguard Mid-Cap Index Signal	**	296,545
BlackRock High Yield Bond Port	**	2,454
BlackRock Equity Dividend Instl	**	30,360
* Vanguard Small-Cap Index Signal	**	182,933
American Funds EuroPacific Gr R6	**	191,174
PIMCO All Asset All Authority Inst	**	24,259
DFA U.S. Targeted Value Portfolio I	**	65,563
Legg Mason BW Global Opps Bond Fd I	**	27
* Vanguard Target Retirement 2010 Inv	**	262
* Vanguard Target Retirement 2015 Inv	**	713
* Vanguard Target Retirement 2020 Inv	**	5,034
* Vanguard Target Retirement 2025 Inv	**	2,646
* Vanguard Target Retirement 2030 Inv	**	4,068
* Vanguard Target Retirement 2035 Inv	**	111,168
* Vanguard Target Retirement 2040 Inv	**	170,489
* Vanguard Target Retirement 2045 Inv	**	345,102
* Vanguard Target Retirement 2050 Inv	**	296,321
* Vanguard Target Retirement 2055 Inv	**	219,799
* Vanguard Target Retirement 2060 Inv	**	638
* Vanguard Target Retirement Income Inv	**	7,048
* Vanguard Total Stock Mkt Index Signal	**	294,837
Oppenheimer Gold and Special Mineral I	**	934
* Vanguard Total Intl Stock Index Signal	**	62,930
PrimeCap Odyssey Aggressive Growth Fund	**	118,568
* Vanguard Emerging Mkts Stock Idx Signal	**	3,310
* Vanguard Total Bond Market Index Signal	**	17,336
PIMCO Real Estate Real Ret Strat Instl	**	65,503
Participant loans (maturities through 2018 at an interest rate of 4.25%)	**	4,131
Total Investments	**	\$ 3,377,105

* Party-in-interest.

** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Independent Auditor's Report

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

Plan Name THE CLIMATE CORPORATION 401(K) PLAN

EIN: 20-4897231

Plan Sponsor's Name THE CLIMATE CORPORATION

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
	Vanguard	Vanguard Target Retirement 2060 Inv	0	638
	Vanguard	Vanguard Target Retirement 2055 Inv	0	219,799
	Vanguard	Vanguard Target Retirement 2050 Inv	0	296,321
	Vanguard	Vanguard Target Retirement 2045 Inv	0	345,102
	Vanguard	Vanguard Target Retirement 2040 Inv	0	170,489
	Vanguard	Vanguard Target Retirement 2035 Inv	0	111,168
	Vanguard	Vanguard Target Retirement 2030 Inv	0	4,068

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

Plan Name THE CLIMATE CORPORATION 401(K) PLAN

EIN: 20-4897231

Plan Sponsor's Name THE CLIMATE CORPORATION

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
	Vanguard	Vanguard Target Retirement 2025 Inv	0	2,646
	Vanguard	Vanguard Target Retirement 2020 Inv	0	5,034
	Vanguard	Vanguard Target Retirement 2015 Inv	0	713
	Vanguard	Vanguard Target Retirement 2010 Inv	0	262
	Vanguard	Vanguard Target Retirement Income Inv	0	7,048
	PIMCO	PIMCO All Asset All Authority Inst	0	24,259
	BlackRock	BlackRock Equity Dividend Instl	0	30,360

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

Plan Name THE CLIMATE CORPORATION 401(K) PLAN

EIN: 20-4897231

Plan Sponsor's Name THE CLIMATE CORPORATION

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
	Vanguard	Vanguard Total Stock Mkt Index Signal	0	294,837
	Vanguard	Vanguard 500 Index Signal	0	120,486
	American Funds	American Funds New Economy R6	0	492,524
	Victory	Victory Established Value I	0	28,743
	Vanguard	Vanguard Mid-Cap Index Signal	0	296,545
	PrimeCap	PrimeCap Odyssey Aggressive Growth Fund	0	118,568
	DFA	DFA U.S. Targeted Value Portfolio I	0	65,563

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

Plan Name THE CLIMATE CORPORATION 401(K) PLAN

EIN: 20-4897231

Plan Sponsor's Name THE CLIMATE CORPORATION

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(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
	Vanguard	Vanguard Small-Cap Index Signal	0	182,933
	American Funds	American Funds EuroPacific Gr R6	0	191,174
	Vanguard	Vanguard Prime Money Market Inv	0	45,562
	PIMCO	PIMCO Real Estate Real Ret Strat	Instl	0
	PIMCO	PIMCO Total Return Instl	0	65,503
	PIMCO	PIMCO Total Return Instl	0	143,532
	Vanguard	Vanguard Total Bond Market Index Signal	0	17,336
	Eagle	Eagle Small Cap Growth I	0	18,896

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

Plan Name THE CLIMATE CORPORATION 401(K) PLAN

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	Vanguard	Vanguard Emerging Mkts Stock Idx Signal	0	3,310
	Franklin	Franklin Mutual Global Discovery Z	0	3,210
	Oppenheimer	Oppenheimer Gold and Special Mineral I	0	934
	Vanguard	Vanguard Total Intl Stock Index Signal	0	62,930
	BlackRock	BlackRock High Yield Bond Port	0	2,454
	Legg Mason	Legg Mason BW Global Opps Bond Fd I	0	27
	Participants Loan Account	Various Rates and Maturities	0	4,146