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
RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

1b Three-digit plan number (PN) ▶ 001

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)

AQUARION COMPANY

835 MAIN STREET
BRIDGEPORT, CT 06604-4914

2b Employer Identification Number (EIN)
06-0852232

2c Sponsor's telephone number
203-337-5900

2d Business code (see instructions)
221300

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	DONALD MORRISSEY
	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 MORRISSEY
	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)
DELOITTE TAX LLP

1633 BROADWAY
NEW YORK, NY 10019

Preparer's telephone number (optional)
212-492-3600

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

RETIREMENT COMMITTEE AQUARION SERVICES COMPANY

3b Administrator's EIN 22-3197145

3c Administrator's telephone number 203-337-5900

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**	711
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**	263
b	Retired or separated participants receiving benefits	**6b**	237
c	Other retired or separated participants entitled to future benefits	**6c**	163
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	663
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	35
f	Total. Add lines **6d** and **6e**.	**6f**	698
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
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:
1A 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
AQUARION COMPANY

D Employer Identification Number (EIN)
06-0852232

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		77054674
	b Actuarial value	**2b**		77054674
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	268	39485506
	b For terminated vested participants	**3b**	158	8053040
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		2014076
	(2) Vested benefits	**3c(2)**		33548924
	(3) Total active	**3c(3)**	285	35563000
	d Total	**3d**	711	83101546
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	**4a**		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.33 %
6	Target normal cost	**6**		2414351

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/01/2014
Signature of actuary	Date
BRADLEY B. HOWARD, FSA	14-07494
Type or print name of actuary	Most recent enrollment number
DELOITTE CONSULTING, LLP	212-618-4924
Firm name	Telephone number (including area code)
25 BROADWAY NEW YORK, NY 10004	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.81 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1966245
	b Interest on (a) using prior year's effective interest rate of 7.03 % except as otherwise provided (see instructions)		138227
	c Total available at beginning of current plan year to add to prefunding balance		2104472
	d Portion of (c) to be added to prefunding balance		2104472
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2104472

Part III Funding Percentages

14	Funding target attainment percentage	14	90.19 %
15	Adjusted funding target attainment percentage	15	90.19 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.31 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	944773				
07/15/2013	944773				
04/15/2014	1187000				
07/11/2014	1187000				
			Totals ► 18(b)	4263546	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4021193

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	2414351
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	8151344	2331387
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	4745738

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	1786700	1786700

36 Additional cash requirement (line 34 minus line 35)	**36**	2959038
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	4021193

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	1062155
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	1062155
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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

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

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AQUARION COMPANY

D Employer Identification Number (EIN)
06-0852232

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

SEI INSTITUTIONAL GROUP
1 FREEDOM VALLEY
P.O. BOX 1100
OAKS, PA 19456

(b) Enter name and EIN or address of person who provided you disclosure 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)

SEI TRUST COMPANY

04-2482803

(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 64	NONE	317546	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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
RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AQUARION COMPANY

D Employer Identification Number (EIN)
06-0852232

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2502911	2374000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	95470	95499
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	74609500	86376978
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	77207881	88846477
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	79416	84950
k Total liabilities (add all amounts in lines 1g through1j)	1k	79416	84950
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	77128465	88761527

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)	4263546	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4263546
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	2062587	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2062587
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		9950402
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		16276535
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4325927	
(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)		4325927
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	317546	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		317546
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4643473
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		11633062
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: DWORKEN, HILLMAN, LAMORTE & STERCZA **(2)** EIN: 06-1308345

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		2000000
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			
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
RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AQUARION COMPANY

D Employer Identification Number (EIN)
06-0852232

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): 23-3060382

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** 0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Supplemental Schedules

RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

Years Ended December 31, 2013 and 2012

Plan Number: 001

Plan Sponsor EIN: 06-0852232

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

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Supplemental schedules*:

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Schedule H, Line 4(i) – Schedule of Assets (acquired and disposed of within the year) for year ended December 31, 2013 15

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* *Other supplemental schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted as they are not applicable.*

DWORKEN, HILLMAN, LAMORTE & STERCZALA, P.C.
Certified Public Accountants / Business Consultants

JENNIFER S. BULL, CPA
JAMES G. COSGROVE, CPA
WALTER R. FULTON, CPA
MICHAEL F. GANINO, CPA
ERIC N. HENDLIN, CPA
WILLIAM C. LESKO, CPA
ALBERTO C. MARTINS, CPA
PAUL M. STERCZALA, CPA
JOSEPH A. VERRILLI, CPA

Independent Auditors' Report

Plan Administrator
Retirement Plan for Employees
of Aquarion Company
Bridgeport, Connecticut

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Retirement Plan for Employees of Aquarion Company, which comprise the statements of net assets available for Plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for Plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 our 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 (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 6, which was certified by SEI Private Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 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 of assets (held at end of year), schedule of assets (acquired and disposed of within the year) and schedule of reportable transactions as of and for the year ended December 31, 2013 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 the supplemental schedules referred to above.

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.

Dworken, Hillman, LaMorte & Sterczala, P.C.

October 14, 2014
Shelton, Connecticut

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2013	December 31, 2012
Assets:		
Investments at fair value:		
Mutual funds	**$86,376,978**	$74,609,500
Receivables:		
Employer contributions	**2,374,000**	2,502,911
Accrued interest and dividends	**95,499**	95,470
Total receivables	**2,469,499**	2,598,381
Total Assets	**88,846,477**	77,207,881
Liabilities:		
Accrued plan expenses	**84,950**	79,416
Net assets available for Plan benefits	**$88,761,527**	$77,128,465

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended December 31, 2013	2012
Additions:		
Investment income:		
Net appreciation in fair value of investments	**$ 9,950,402**	$ 6,823,129
Interest and dividends	**2,062,587**	2,127,400
Total investment income	**12,012,989**	8,950,529
Employer contributions	**4,263,546**	6,090,890
Plan transfer in	**-**	169,782
Total additions	**16,276,535**	15,211,201
Deductions:		
Benefits paid directly to participants	**4,325,927**	4,239,346
Administrative expenses	**317,546**	296,152
Total deductions	**4,643,473**	4,535,498
Net increase in net assets available for Plan benefits	**11,633,062**	10,675,703
Net assets available for Plan benefits, beginning	**77,128,465**	66,452,762
Net assets available for Plan benefits, ending	**$88,761,527**	$77,128,465

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

1. **Description of the Plan:**

The following is a brief description of the Retirement Plan for Employees of Aquarion Company (the "Plan") and is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General:

The Plan is a defined benefit, non-contributory pension plan covering substantially all salaried and hourly employees of Aquarion Company and certain subsidiaries (the "Company"). Employees are eligible to participate in the Plan after one year of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan was closed to new non-collectively bargained employees hired on or after October 1, 2009. The Plan was closed to any employees hired on or after January 1, 2011, or those employees who were not participants as of that date.

In connection with the Company's purchase of United Water Connecticut, in November 2012, certain assets and liabilities of the United Water Resources, Inc. Retirement Plan (for eight active participants) were merged into the Plan resulting in an increase to plan assets of $169,782.

Amendments:

Effective March 1, 2012, the Plan was amended to remove the post-retirement life insurance benefit.

Retirement benefits:

Annual retirement benefits are calculated based upon the average annual compensation (as described in Note 2), years of service and certain other components, as defined in the Plan document. Normal retirement benefits are payable at age 65.

The Plan also provides for the payment of lesser benefits if an employee elects early retirement after attaining age 55 and completing 10 years of credited service. In addition, certain optional forms of benefit payments are available to each participant.

Vesting:

Participants become fully vested in the Plan after they complete five years of credited service. Any forfeitures arising due to the termination of service of unvested employees are used to reduce the Company's future contributions to the Plan.

1. **Description of the Plan** (continued):

Disability benefits:

An active employee who has completed 10 or more years of service and becomes permanently disabled on or prior to retirement or separation from service, shall be entitled to receive the actuarial equivalent of his accrued benefit, unreduced for early retirement.

Administration:

A Retirement Committee appointed by the Company and who serve without compensation is responsible for the general administration of the Plan and makes the final determination on all questions arising in connection with the interpretation, application, and administration of the Plan.

2. **Summary of significant accounting policies:**

Basis of accounting:

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein, and disclosure of actuarial present value of accumulated plan benefits. Accordingly, results could differ from those estimates and assumptions.

Investment valuation and income recognition:

The Plan's investments are stated at fair value based on quoted market prices, or, if such prices are not available, based on third-party appraisals and other available information. Quoted market prices are available for all of the Plan's investments.

The net unrealized appreciation or depreciation for the year is reported together with realized gains or losses in the accompanying statements of changes in net assets available for Plan benefits.

Purchases and sales of investments are recorded on a trade-date basis. Realized investment gains and losses are determined based on the weighted-average historical cost basis of the investment sold. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

2. **Summary of significant accounting policies** (continued):

Actuarial present value of accumulated Plan benefits:

Accumulated plan benefits (see Note 7) are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on the average of the participant's annual compensation over their five consecutive highest paid calendar years of employment with the Company within the last ten years prior to retirement or termination. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. As of December 31, 2013 and 2012, benefits payable under all circumstances including retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Payment of benefits:

Benefit payments to participants are recorded upon distribution.

Administrative expenses:

The Company, at its sole discretion, may pay for all or a portion of expenses relating to administering and operating of the Plan.

3. **Funding policy**:

All contributions to provide benefits under the Plan are made by the Company. It is the Company's policy to fund, based on actuarial determinations based on a computation made by an independent actuary. Unfunded prior service costs are being amortized over 10 years. The Plan has met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012.

4. **Plan termination priorities:**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those

4. **Plan termination priorities** (continued):

benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

5. **Fair value measurement:**

Investments are reported at fair value in the accompanying Statements of Net Assets Available for Plan Benefits. Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* ("ASC 820"), establishes a framework for measuring fair value. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy assigns the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820, along with a brief description of each, are as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices of identical or similar assets or liabilities in inactive markets;
- observable inputs for the asset or liability other than quoted prices; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

5. **Fair value measurement** (continued):

A description of the valuation methodologies used to measure Plan assets at fair value is provided below:

Level 1 fair value measurement:

Mutual Funds (including bond and stock funds) – The fair value of mutual funds is based on quoted net asset values on the shares held by the Plan at year-end. There are no restrictions as to the redemption of these investments nor does the Plan have any contractual obligations to further invest in any of the individual mutual funds.

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

The following tables set forth the fair value of Plan assets, by level, within the ASC 820 fair value hierarchy, as of December 31, 2013 and 2012:

	December 31, 2013 Fair Value Measurements Using:			
	Level 1	**Level 2**	**Level 3**	**Total**
Small/mid-cap funds	**$ 8,014,848**	**$ -**	**$ -**	**$ 8,014,848**
Large-cap funds	**42,283,563**	**-**	**-**	**42,283,563**
Bond funds	**9,378,273**	**-**	**-**	**9,378,273**
Fixed income funds	**26,700,294**	**-**	**-**	**26,700,294**
Total	**$86,376,978**	**$ -**	**$ -**	**$86,376,978**

	December 31, 2012 Fair Value Measurements Using:			
	Level 1	**Level 2**	**Level 3**	**Total**
Growth funds	$10,335,755	$ -	$ -	$10,335,755
Small/mid-cap funds	5,823,972	-	-	5,823,972
Large-cap funds	24,238,680	-	-	24,238,680
Bond funds	9,499,465	-	-	9,499,465
Fixed income funds	24,711,628	-	-	24,711,628
Total	$74,609,500	$ -	$ -	$74,609,500

6. **Investments:**

All investment information disclosed in the accompanying financial statements and schedule of investments held at December 31, 2013 and 2012, net appreciation in fair value of investments, and interest and dividends for the years then ended, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee.

During 2013 and 2012, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Year Ended December 31,	
	2013	**2012**
Growth funds	**$ 4,587**	$1,245,132
Small/mid-cap funds	**2,213,322**	712,521
Large-cap funds	**8,814,993**	3,199,348
Bond funds	**(226,053)**	743,940
Fixed income funds	**(856,447)**	922,188
Total	**$9,950,402**	$6,823,129

Individual investments that represent 5% or more of fair value of the Plan's assets available for benefits are as follows:

	December 31,	
	2013	**2012**
SEI Core Fixed Income Fund, 2,229,426 and 2,309,498 shares, respectively	**$22,807,030**	$24,711,628
SEI S&P 500 Index A Fund, 1,478,035 shares	**15,090,737**	*
SEI Large Cap Disciplined Equity Fund, 1,054,230 and 2,107,711 shares, respectively	**14,864,646**	24,238,680
SEI World Equity Ex-US Fund, 984,679 shares	**12,328,180**	*
SEI High Yield Bond Fund, 745,380 and 717,682 shares, respectively	**7,282,361**	7,047,639
SEI International Equity Fund, 1,313,804 shares	*	9,603,908
SEI Small/Mid Cap Equity Fund, 433,977 shares	*	5,823,972

** Balance did not represent 5% or more of the Plan's net assets on the respective date.*

7. **Actuarial present value of accumulated plan benefits**:

An actuary from Deloitte & Touche LLP estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The actuarial cost method used is the entry age normal level of percentage of pay method.

The composition of the actuarial present value of accumulated Plan benefits was as follows at December 31, 2012:

	2012
Vested benefits:	
Participants currently receiving payments	$35,794,951
Terminated participants	6,801,606
Active participants	28,714,413
	71,310,970
Non-vested benefits	1,742,899
Total actuarial present value of accumulated plan benefits	$73,053,869

The change in actuarial present value of accumulated plan benefits for the year ended December 31, 2012 was as follows:

	2012
Actuarial present value of accumulated plan benefits at beginning of year	$69,841,470
Increase (decrease) during the year:	
Benefits accumulated, including changes due to plan experience	2,076,731
Benefits paid	(4,239,346)
Increase for interest due to decrease in discount period	5,082,009
Changes in actuarial assumptions	136,988
Changes in plan provisions	156,017
Net increase	3,212,399
Actuarial present value of accumulated plan benefits at end of year	$73,053,869

7. **Actuarial present value of accumulated plan benefits** (continued):

Significant assumptions underlying the actuarial computations are:

Investment return: 7.50% per annum

Retirement age: Annual rates of retirement were assumed as follows:

Age	Rate
55 – 59	2%
60 – 61	5%
62	30%
63	20%
64	30%
65	100%

Mortality: 2012, RP-2000 Sex-distinct table that reflects projected mortality improvements 15 years into the future from the valuation date for non-annuitants and seven years into the future for annuitants.

Interest rate: 2012, 4.97%

The actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

8. **Income tax status:**

The Plan received a determination letter from the Internal Revenue Service dated October 16, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related Trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt.

Management evaluated the Plan's tax positions and has concluded that as of December 31, 2013 the Plan has not taken any uncertain tax positions that require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan administrator believes the Plan is no longer subject to income tax examination for years prior to 2010.

9. **Risks and uncertainties:**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

10. **Related party transactions:**

Certain Plan investments were managed by SEI Private Trust Company, the trustee of the Plan for the years ended December 31, 2013 and 2012; therefore, these transactions qualify as parties-in-interest. Fees incurred by the Plan to the trustees for services provided were $317,546 and $296,152 in 2013 and 2012, respectively. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

11. **Subsequent events:**

Plan management has evaluated subsequent events through October 14, 2014, the date which the financial statements were available for issue.

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013
Plan No: 001
EIN: 06-0852232

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
*	SEI Private Trust Company	Core Fixed Income Fund, 2,229,426 shares	$22,905,734	$22,807,030
*	SEI Private Trust Company	S&P 500 Index A Fund, 1,478,035 shares	14,780,350	15,090,737
*	SEI Private Trust Company	Large Cap Disciplined Equity Fund, 1,054,230 shares	11,997,063	14,864,646
*	SEI Private Trust Company	World Equity Ex-US Fund, 984,679 shares	10,778,382	12,328,180
*	SEI Private Trust Company	High Yield Bond Fund, 745,380 shares	7,081,281	7,282,361
*	SEI Private Trust Company	Small/Mid Cap Equity Fund, 263,674 shares	3,425,612	4,092,219
*	SEI Private Trust Company	Extended Market Index Fund, 311,815 shares	3,138,575	3,922,629
*	SEI Private Trust Company	Opportunistic Income Fund, 473,581 shares	3,862,355	3,892,832
*	SEI Private Trust Company	Emerging Markets Debt Fund, 210,011 shares	2,238,611	2,095,912
*	SEI Private Trust Company	Daily Income Prime Obligation Fund, 432 shares	432	432
	Total investments (held at end of year)		$80,208,395	$86,376,978

* *Indicates party-in-interest to the Plan.*

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN THE YEAR)

Year Ended December 31, 2013
Plan No: 001
EIN: 06-0852232

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
SEI Private Trust Company	S&P 500 Index E Fund	$13,873,759	$16,220,254

RETIREMENT PLAN FOR EMPLOYEES
OF AQUARION COMPANY

SCHEDULE H, ITEM 4(j) -
SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended December 31, 2013
Plan No: 001
EIN: 06-0852232

(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
vidual transactions in excess of 5%:					
SEI S&P 500 Index E Fund	$12,640,407	-	$12,640,407	$12,640,407	-
SEI S&P 500 Index E Fund	-	$14,839,974	12,623,710	14,839,974	$2,216,264
SEI Core Fixed Income Fund	-	3,913,611	3,742,101	3,913,611	171,510
SEI International Equity Fund	-	9,364,422	11,497,932	9,364,422	(2,133,510)
SEI S&P 500 Index A Fund	14,839,974	-	14,839,974	14,839,974	-
SEI World Equity Ex - US Fund	9,890,028	-	9,890,028	9,890,028	-
SEI Large Cap Disciplined Equity Fund	-	13,351,259	12,230,795	13,351,259	1,120,464
ries of transactions in excess of 5%:					
SEI S&P 500 Index E Fund	13,873,759	-	13,873,759	13,873,759	-
SEI S&P 500 Index E Fund	-	16,220,254	13,873,759	16,220,254	2,346,495
SEI S&P 500 Index A Fund	14,839,974	-	14,839,974	14,839,974	-
SEI S&P 500 Index A Fund	-	60,697	59,624	60,697	1,073
SEI International Equity Fund	-	9,608,494	11,791,980	9,608,494	(2,183,486)
SEI Large Cap Disciplined Equity Fund	2,417,749	-	2,417,749	2,417,749	-
SEI Large Cap Disciplined Equity Fund	-	15,178,352	13,747,734	15,178,352	1,430,618
SEI World Equity Ex - US Fund	11,516,838	-	11,516,838	11,516,838	-
SEI World Equity Ex - US Fund	-	790,823	738,455	790,823	52,368
SEI Core Fixed Income Fund	4,473,502	-	4,473,502	4,473,502	-
SEI Core Fixed Income Fund	-	5,397,316	5,196,428	5,397,316	200,888
SEI Opportunistic Income Fund	4,110,256	-	4,110,256	4,110,256	-
SEI Opportunistic Income Fund	-	250,305	247,900	250,305	2,405
SEI Small/Mid Cap Equity Fund	1,047,710	-	1,047,710	1,047,710	-
SEI Small/Mid Cap Equity Fund	-	3,512,740	3,015,617	3,512,740	497,123
SEI Daily Income Prime Obligation Fund	5,053,011	-	5,053,011	5,053,011	-
SEI Daily Income Prime Obligation Fund	-	5,052,579	5,052,579	5,052,579	-

in-interest to the Plan
ory (i), (ii) or (iv) reportable transactions. "Lease Rental (e)" and "Expenses Incurred with Transaction (f)" columns were not

Plan Name	**Retirement Plan for Employees of Aquarion Company**
Plan Sponsor EIN	**06-0852232**
ERISA Plan #	**001**
Plan Year Ending	**12/31/2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	X
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	**Retirement Plan for Employees of Aquarion Company**
Plan Sponsor EIN	**06-0852232**
ERISA Plan #	**001**
Plan Year Ending	**12/31/2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

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5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	X
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	**Retirement Plan for Employees of Aquarion Company**
Plan Sponsor EIN	**06-0852232**
ERISA Plan #	**001**
Plan Year Ending	**12/31/2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	**Retirement Plan for Employees of Aquarion Company**
Plan Sponsor EIN	**06-0852232**
ERISA Plan #	**001**
Plan Year Ending	**12/31/2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

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5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	X
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

RETIREMENT PLAN FOR EMPLOYEES OF AQUARION COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

AQUARION COMPANY

D Employer Identification Number (EIN)

06-0852232

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 1 Day 1 Year 2013			
2	Assets:			
	a Market value	2a		77,054,674
	b Actuarial value	2b		77,054,674
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	268	39,485,506
	b For terminated vested participants	3b	158	8,053,040
	c For active participants:			
	(1) Non-vested benefits	3c(1)		2,014,076
	(2) Vested benefits	3c(2)		33,548,924
	(3) Total active	3c(3)	285	35,563,000
	d Total	3d	711	83,101,546
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.33 %
6	Target normal cost	6		2,414,351

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

10/1/14
Date

BRADLEY B. HOWARD, FSA
Type or print name of actuary

14-07494
Most recent enrollment number

DELOITTE CONSULTING, LLP
Firm name

(212) 618-4924
Telephone number (including area code)

25 BROADWAY

NEW YORK NY 10004
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.81 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1,966,245
	b Interest on (a) using prior year's effective interest rate of 7.03 % except as otherwise provided (see instructions)		138,227
	c Total available at beginning of current plan year to add to prefunding balance		2,104,472
	d Portion of (c) to be added to prefunding balance		2,104,472
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2,104,472

Part III Funding Percentages

14	Funding target attainment percentage	14	90.19 %
15	Adjusted funding target attainment percentage	15	90.19 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.31 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	944,773				
07/15/2013	944,773				
04/15/2014	1,187,000				
07/11/2014	1,187,000				
			Totals ▶ 18(b)	4,263,546	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4,021,193

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94 %	6.15 %	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	2,414,351
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	8,151,344	2,331,387
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	4,745,738

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	1,786,700	1,786,700

36 Additional cash requirement (line 34 minus line 35)	**36**	2,959,038
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	4,021,193
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	1,062,155
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	1,062,155
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected		☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

The weighted average retirement age is 63.

Age	Rate of Retirement	Percentage of Survivors Retiring	Weighted Average Retirement Age
55	2%	2.00%	1.10
56	2%	1.96%	1.10
57	2%	1.92%	1.09
58	2%	1.88%	1.09
59	2%	1.84%	1.09
60	5%	4.52%	2.71
61	5%	4.29%	2.62
62	30%	24.47%	15.17
63	20%	11.42%	7.19
64	30%	13.71%	8.77
65	100%	31.99%	20.79
		Total Weighted Average Retirement Age	62.72

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Liability Valuation Method

Funding Target and Target Normal Cost as Defined in PPA

The funding target is defined to be the present value of the benefits accrued or earned at valuation date. The earned benefits include retirement-type benefits and ancillary benefits (1.430(d)-1(c)(1)(i)). If the amount of a benefit that is expected to be paid is neither a function of the accrued benefit at the time the benefit is expected to be paid nor a function of the participant's service at that time, then the portion of the benefit taken into account for purposes of determining the funding target for a plan year is based on the proportion of a participant's service as of the first day of the plan year relative to the service the participant will have when the participant decrements. The portion of the benefit that is taken into account in the target normal cost is the increase in the proportional benefit for the plan year (1.430(d)-1(c)(1)(ii)(C)). The determination of the funding target and target normal cost of a plan for a plan year is not permitted to take into account any limitations or anticipated limitations under section 436 (1.430(d)-1(c)(1)(iii)).

The target normal cost is the present value of all the benefits expected to accrue or to be earned during the year (benefits attributable to services performed in a prior year that are increased by reason of a compensation increase in the current year are treated as having accrued during the current year). Plan administrative expenses paid (or expected to be paid) from plan assets for a plan year are not reflected in the determination of a plan's funding target for that plan year (1.430(d)-1(c)(2)), but are reflected in the determination of a plan's target normal cost.

Generally if insurance contracts are held by the Plan, they are included in plan assets and the related benefits are included in the liability. In the case of benefits that are funded through insurance contracts purchased from an insurance company licensed under the laws of a State, the Plan is permitted to exclude the benefits from the liability and the insurance policy from the assets, but only to the extent that the right to receive benefits is an irrevocable contractual right based on premiums paid prior to the valuation date (1.430(d)-1(c)(3)).

The determination of a plan's funding target and target normal cost for a plan year is based on plan provisions that are adopted no later than the valuation date for the plan year and that become effective during that plan year. Section 412(d)(2) applies for purposes of determining whether a plan amendment is treated as having been adopted on the first day of the plan year (including a plan amendment adopted within two and one half months after the close of the plan year) (1.430(d)-1(d)).

For maximum deductible purposes, the cushion amount is equal to the sum of 50 percent of the funding target for the plan year and the amount the funding target for the plan year would increase if the Plan were to take into account increases in compensation which are expected to occur in succeeding plan years. If the Plan does not base benefits for service to date on compensation, increases in benefits which are expected to occur in succeeding plan years (determined on the basis of the average annual increase in benefits over the six preceding plan years) are taken into account in lieu of expected increases in compensation. For plans that have less than 100 participants, increases in benefits for highly compensated employees as a result of plan amendments within the last two years are excluded from the calculation of the cushion amount.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Asset Valuation Method

Plan assets are equal to the market value of assets plus receivable contributions discounted at the appropriate interest rate to the valuation date.

Procedures

Financial and census data: Financial data was submitted by the Trustee and census data was submitted by the plan sponsor. Information provided was reviewed for internal consistency and we have no reason to doubt its substantial accuracy.

No benefits of materiality were excluded from the valuation of the liabilities.

The limitations of the Internal Revenue Code 415(b) and 401(a)(17) have been incorporated into our calculations.

No liability is included for participants who terminated without vesting in their benefit prior to the valuation date.

The plan sponsor provided us with the data on its employees as of the valuation date, but only those employees who have completed the Plan's eligibility requirements are included in the valuation of liabilities.

Present Value of Accrued and Vested Benefits (ASC 960)

For active participants, the accrued pension benefits as of the valuation date and payable from the assumed retirement age were determined based on actual plan compensation history for each participant. For inactive participants, accrued benefits were either supplied by the Company or estimated. The present value of accrued benefits was determined by multiplying the accrued pension benefits by single premium cost factors based on the applicable actuarial assumptions for accrued benefits.

Method Changes Since Last Year

There were no method changes since the prior valuation.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Actuarial Assumptions

Interest Rates

	Pre-MAP-21 Segment Rates	25-Year Average Segment Rates	MAP-21 Corridor (85%-115% for 2013)	MAP-21 Segment Rates
Lookback Month	September	N/A	N/A	N/A
First Segment Rate	1.75%	5.81%	4.94% - 6.68%	4.94%
Second Segment Rate	4.62%	7.23%	6.15% - 8.31%	6.15%
Third Segment Rate	5.72%	7.95%	6.76% - 9.14%	6.76%
Effective Rate	4.97%	N/A	N/A	6.33%

ASC 960: 7.50% per annum based on the long-term rate of return on assets assumption

Salary Scale

Funding liabilities: The salary scale is represented by the following sample annual rates of salary increases.

Age	Rate
20	5.0%
30	5.0%
40	4.5%
50	4.5%
60	4.5%

Mortality – Healthy Participants

Funding Target and ASC 960: As defined in proposed regulations 1.430(h)(3). This table is based on the RP2000 sex-distinct table that reflects projected mortality improvements 15 years into the future from the valuation date for non-annuitants and seven years into the future for annuitants.

Mortality – Disabled Participants

Mortality table for disabilities occurring after December 31, 1994 as specified in Revenue Ruling 96-7.

Disability

The disability incidence is represented by the following sample annual rates of disability:

Age	Rate
20	0.07%
30	0.08%
40	0.12%
50	0.24%
60	0.84%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Withdrawal	Sample rates are as follows: Age: 20, 30, 40, 50, 60 Rate: 9.0%, 6.5%, 4.0%, 1.5%, 0.0%
Retirement Age	Annual probabilities of retirement are as follows: Age: 55 - 59, 60 - 61, 62, 63, 64, 65 Rate: 2.0%, 5.0%, 30.0%, 20.0%, 30.0%, 100.0%
Expenses	Prior year expenses are assumed to be included in Target Normal Cost.
Percentage of Married	80% of employees are assumed to be married. Husbands are assumed to be 3 years older than wives. Actual spousal data is used for retirees.
Assumption Changes Since Last Year	Funding Target: The discount rates and mortality table were updated per IRS requirements.

Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions Summary – Part 1
Retirement Plan for Employees of Aquarion Company

1. Effective Date	January 1, 1970, as amended through December 31, 2012.
2. Eligibility to Participate	An Employee becomes a Participant on the first day of the month coincident with or next following completion of one Year of Service. The plan is closed to new participants hired after January 1, 2011 for Union participants and October 1, 2009 for Nonunion participants, with the exception of former United Water Plan participants who have completed one Year of Service under the United Water Plan as of September 1, 2012. Such former United Water Plan participants were eligible to participate as of September 1, 2012.
3. Vesting Schedule	A Participant who has completed 5 Years of Vesting Service is 100% Vested in his Accrued Benefit. A vested Participant may elect commencement on an Early Retirement Date of his Vested Benefit, reduced 5% for each year that commencement of payment precedes age 65.
4. Benefit Service	For Service Prior to January 1, 1976, Years of Service equal completed years and full months of employment. For service on and after January 1, 1976, one year of Service is earned for each Plan Year during which a Participant completed 1,000 Hours of Service. In the first and last year of employment, a partial Year of Service is earned based on the ratio of completed Hours of Service over 1,000 hours. For former United Water Plan participants, with respect to the Accrued Benefit under the United Water Plan, Years of Benefit Service are determined in accordance with the provisions of the United Water Plan immediately prior to September 1, 2012.
5. Accrued Benefit	The greater of (a) or (b) below but in no event shall the annual benefit be less than $3,500. (a) 1.2% of Final Average Compensation up to the Integration Level, plus 1.65% of Final Average Compensation in excess of the Integration level, multiplied by the Years of Service at determination up to 30 years, plus 1% of Final Average Compensation multiplied by Years of Service in excess of 30 Years. This benefit will be calculated by limiting compensation to $255,000 as indexed. (b) The sum of the Participant's Accrued Benefit at December 31, 1993 based on the Maximum Allowable Compensation as in effect under Section 401(a) (17) and future benefit accruals based on the Plan formula and the $255,000 limit as indexed.
6. Accrued Benefit For Former Stamford Water Company Participants	The greater of (a) or (b) below, but in no event shall the annual benefit be less than $3,500 (a) Frozen accrued benefit as of January 1, 1988 (b) The sum of: (i) 1.0% of Final Average Compensation multiplied by Years of Service completed prior to January 1, 1988. (ii)The product of 1.1015 multiplied by the sum of 1.2% of Final Average Compensation up to the Integration Level, plus 1.65% of Final Average Compensation in excess of the Integration level, multiplied by the Years of Service (after January 1, 1988) at determination up to 30 years, plus 1% of Final Average Compensation multiplied by Years of Service in excess of 30 Years. This benefit will be calculated by limiting compensation to $255,000 as indexed.

Schedule SB, Part V – Summary of Plan Provisions (Continued)

7. Accrued Benefit For Former United Water Participants	The sum of (a) and (b) below: (a) The participant's accrued benefit under the United Water Plan, taking into account his Average Annual Compensation as of his date of retirement and his Years of Benefit Service as of August 31, 2012. (b) The accrued benefit payable under (8), as described above, for Years of Service credited after August 31, 2012.
8. Final Average Annual Earnings	The average of a Participant's base pay over the five consecutive years out of the latest ten which produce the highest average. Effective January 1, 2004, the definition of applicable compensation was changed to include bonuses as eligible compensation on a prospective basis. The 2013 maximum compensation is limited to $255,000
9. Integration Level	Covered Compensation as defined in the Article I, 1.14 of the Plan Document for an individual attaining age 65 during the calendar year of determination.
10. Normal Retirement	
a. Eligibility	The first day of the month coincident with or next following attainment of age 65 and completion of 5 Years of Service.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit.
11. Early Retirement	
a. Eligibility	The first day of any month on or after the date the Participant reaches age 55 and completes 10 Years of Service.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit, reduced 5% for each year that commencement of payment precedes age 62, if the Participant has completed 20 years of Service, otherwise reduced 5% for each year that commencement of payment precedes age 65.
12. Disability Retirement	
a. Eligibility	The first day of the month coincident with or next following total and permanent disability, after the attainment of age 51 and age plus Years of Service is at least 65.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit.
13. Pre-Retirement Spouse's Benefit	The spouse of a Participant who dies after becoming vested but prior to retirement, shall receive a benefit payable at the Participant's earliest retirement date equal to 50% of the Participant's Early Retirement Benefit as of such date adjusted for the Joint and 50% Survivor form of payment.
14. Cost-of-Living Increase	Effective July 1, 2004, Retirees and Beneficiaries were granted Ad Hoc Cost-of-Living Increases of 2% per year of retirement up to a maximum of a 10% increase. A minimum increase of $25 per month was granted.
15. Early Retirement Window	Effective December 31, 2004, non-executive participants who were at least age 50 were offered enhanced retirement benefits in which they received a combination of five years of age and service resulting in the greatest benefit.
16. Normal Form of Payment	Married Participants: Actuarially reduced Joint and 50% Survivor Annuity Single Participants: 5 Year Certain and Life Annuity
17. Optional Form of Payment	1) Life Annuity 2) 5 or 10 Year Certain and Life Annuity 3) Joint and 50%, 75% or 100% Survivor Annuity 4) Level Income

Schedule SB, Part V – Summary of Plan Provisions (Continued)

18. Changes Since Prior Valuation	• The plan was amended to provide eligibility to United Water participants that had completed one Year of Service under the United Water Plan as of September 1, 2012.

Schedule SB, Part V – Summary of Plan Provisions (Continued)

Plan Provisions Summary – Part 2
Retirement Plan for Employees of Aquarion Company - Former Pension Plan for Employees of Aquarion Water Company of CT, MA and NH

1. Effective Date	April 25, 2002.
2. Eligibility to Participate	Each employee commences participation on the first day of the calendar month next following completion of one Year of Service. The plan is closed to new participants hired after January 1, 2011 for Union participants and October 1, 2009 for Nonunion participants.
3. Vesting Schedule	A Participant who has completed 5 Years of Vesting Service is 100% Vested in his Accrued Benefit.
4. Benefit Service	A Year of Service is credited for each 12-month period commencing on a participant's employment date during which he completes at least 1,000 hours.
5. Final Average Annual Earnings	The highest average monthly Earnings during the 60 consecutive months of the final 120 months (or lesser period of employment) preceding termination from employment or retirement.
6. Accrued Benefit	(A) For service before July 1, 2001 for union and nonunion participants. The sum of (a) plus (b) plus (c): (a) 1.85% of Final Average Earnings not in excess of the Average Social Security Wage Base multiplied by Years of Service up to 25 years. (b) 2.10% of Final Average Earnings in excess of the Average Social Security Wage Base multiplied by Years of Service up to 25 years. (c) 0.70% of Final Average Earnings multiplied by Years of Service in excess of 25 years. (B) For service on or after July 1, 2001 and before August 1, 2005 for union participants (hired prior to August 1, 2005): 1.60% of Final Average Earnings multiplied by Years of Service. (C) For service on or after July 1, 2001 and before January 1, 2006 for nonunion participants (hired prior to July 1, 2001). The sum of (a) plus (b) plus (c): (a) 1.60% of Final Average Earnings not in excess of the Average Social Security Wage Base multiplied by Years of Service up to 25 years. (b) 2.10% of Final Average Earnings in excess of the Average Social Security Wage Base multiplied by Years of Service up to 25 years. (c) 1.60% of Final Average Earnings multiplied by Years of Service in excess of 25 years. (D) For service on or after July 1, 2001 and before January 1, 2006 for nonunion participants (hired after July 1, 2001): 1.60% of Final Average Earnings multiplied by Years of Service. (E) For service on or after January 1, 2006 for all nonunion participants and union participants hired on or after August 1, 2005; for service on or after August 1, 2009 for union participants hired before August 1, 2005. The sum of (a) plus (b) plus (c): (a)1.2% of Final Average Compensation up to the Integration Level (b)1.65% of Final Average Compensation in excess of the Integration level, multiplied by the Years of Service at determination up to 30 years (c)1% of Final Average Compensation multiplied by Years of Service in excess of 30 Years.

Schedule SB, Part V – Summary of Plan Provisions (Continued)

7. Integration Level	Covered Compensation as defined in the Article I, 1.14 of the Plan Document for an individual attaining age 65 during the calendar year of determination.
8. Normal Retirement	
a. Eligibility	The first day of the month coincident with or next following attainment of age 65 and completion of 5 Years of Service.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit.
9. Early Retirement	
a. Eligibility	The first day of any month on which the employee elects to retire provided that: (a) the participant has attained age 55, and (b) the sum of the individual's age and Years of Service totals at least 70.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit, multiplied by the appropriate factors from the Schedule of Early Retirement Factors as defined in the plan document.
10. Disability Retirement	
a. Eligibility	The date a participant retires prior to Normal Retirement, provided that the employee has completed 10 Years of Service and qualifies for disability benefits from the Social Security Administration.
b. Benefit	A monthly benefit equal to the Participant's Accrued Benefit.
11. Average Social Security Wage Base	Average of the maximum amounts subject to Social Security taxation for the year of retirement or termination and the nine preceding years.
12. Early Retirement Window	Effective September 1, 2009, union participants part of Aquarion Water Company of Massachusetts who were at least age 60 were offered enhanced retirement benefits in which they received a combination of three years of age and service resulting in the greatest benefit.
13. Normal Form of Payment	Married Participants: Actuarially reduced Joint and 50% Survivor Annuity Single Participants: Life Annuity.
14. Optional Form of Payment	1) Life Annuity 2) 5 or 10 Year Certain and Life Annuity 3) Joint and 50%, 66 2/3% or 100% Survivor Annuity
15. Limitations on Benefits and Compensation provided	1) Maximum Benefit - $205,000 for 2013 at age 62 adjusted for normal form of payment 2) Maximum Compensation - $255,000 for 2013.

Retirement Plan for Employees of Aquarion Company
EIN: 06-0852232/ PN 001
Attachment to the 2013 Schedule SB of Form 5500

Schedule SB, Line 26 – Schedule of Active Participant Data

	Service Group										
Age Group	< 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
0 – 24											0
25 – 29		1	5								6
30 – 34		5	7	4							16
35 – 39		3	9	8	2						22
40 – 44	1	4	9	6	8	4	1				33
45 – 49		3	9	11	11	10	3				47
50 – 54			9	13	7	17	11	10	1		68
55 – 59		3	3	5	3	12	13	14	8		61
60 – 64		1	6	2	2	1	4	1	6	4	27
65 – 69		1	2	1				1			5
70+											0
Total	1	21	59	50	33	44	32	26	15	4	285

Schedule SB, Line 32 – Schedule of Amortization Bases

Date Established	Amortization Base Type	Remaining Number of Years	Annual Shortfall Amortization Installment	Present Value of Remaining Amortization Installments as of January 1, 2013
January 1, 2013	Shortfall	7	$437,242	$2,619,911
January 1, 2012	Shortfall	6	($453,992)	($2,402,930)
January 1, 2011	Shortfall	5	$379,819	$1,728,518
January 1, 2010	Shortfall	4	$663,918	$2,473,966
January 1, 2009	Shortfall	3	$1,304,400	$3,731,879
Total			$2,331,387	$8,151,344