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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1991

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

THE BOSWORTH COMPANY

PO BOX 3449
MIDLAND, TX 79702-3449

2205 W INDUSTRIAL AVE
MIDLAND, TX 79702-3449

2b Employer Identification Number (EIN)
75-1012121

2c Sponsor's telephone number
432-683-5233

2d Business code (see instructions)
238220

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	311
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**	251
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	278
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	278
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	253
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	31
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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

1 Coverage Information:

(a) Name of insurance carrier

GREAT-WEST LIFE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	945550-01	253	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
28315	0

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

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

RAYMOND JAMES FINANCIAL SERVICES
2020 W CUTHBERT
MIDLAND, TX 79701

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
28315			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1422985
5	Current value of plan's interest under this contract in separate accounts at year end	5	9158071

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	1654743
c	Additions: (1) Contributions deposited during the year	7c(1)	106693		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	19765		
	(4) Transferred from separate account	7c(4)	410914		
	(5) Other (specify below)	7c(5)	37220		
	▶ LOAN REPAYMENT(S), FORFEITURES				
	(6)Total additions			7c(6)	574592
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2229335
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	29541		
	(2) Administration charge made by carrier	7e(2)	11712		
	(3) Transferred to separate account	7e(3)	765097		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	806350
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1422985

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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

GREAT-WEST LIFE & ANNUITY

84-0467907

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

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

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)

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	NONE	41023	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	NONE	1894	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PENTEC PENSION MGMT

75-2776689

(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?
13	NONE	8044	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

THE BOSWORTH COMPANY, LTD

2205 W INDUSTRIAL AVE
MIDLAND, TX 79701

(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?
25	TRUSTEE	7980	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

D Employer Identification Number (EIN)
75-1012121

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FUTUREFUND SERIES ACCT II OF GW

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
84-0467907-003	P	9158071

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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	6400	10181
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		551
(2) Participant contributions	1b(2)		6303
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	154171	105635
(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)	439127	588997
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6772018	9158072
(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)	328634	398680
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1654743	1422985
(15) Other	1c(15)	64890	154518

			(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	9419983	11845922
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		8161
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	8161
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9419983	11837761

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)	415499	
	(B) Participants	2a(1)(B)	1016173	
	(C) Others (including rollovers)	2a(1)(C)	2003	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1433675
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19768	
	(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)	26342	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		46110
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	10435	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10435
	(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)		1397484
(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)		
c Other income	2c		2289
d Total income. Add all **income** amounts in column (b) and enter total	2d		2889993
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	400989	
(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)		400989
f Corrective distributions (see instructions)	2f		8161
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	13998	
(2) Contract administrator fees	2i(2)	8044	
(3) Investment advisory and management fees	2i(3)	41023	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		63065
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		472215
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2417778
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JOHNSON MILLER & CO **(2)** EIN: 85-0214336

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		6303
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		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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): 84-0467907

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Bosworth Company Employees' Thrift Plan

Financial Statements

Years Ended December 31, 2013 and 2012

Johnson Miller & Co.
Certified Public Accountants
A Professional Corporation

The Bosworth Company Employees' Thrift Plan

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Independent Auditors' Report

To Bosworth Company Committee
The Bosworth Company Employees' Thrift Plan

We have audited the accompanying financial statements of The Bosworth Company Employees' Thrift Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

550 West Texas, Suite 1000 • Midland, Texas 79701 • (432) 683-1835 (432) 563-5085 • Fax (432) 686-0571
jmcpa.com

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Bosworth Company Employees' Thrift Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as listed in the table of contents are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Midland, Texas
October 8, 2014

Financial Statements

The Bosworth Company Employees' Thrift Plan

Statements of Net Assets Available for Benefits

December 31,		2013	2012
ASSETS			
Assets Held by Custodians			
Cash	**$**	**10,181**	6,400
Investments at fair value		**11,239,890**	8,974,456
Receivables			
Notes receivable from participants		**588,997**	439,127
Employee contributions		**6,303**	-
Employer contributions		**551**	-
Payables			
Corrective Distribution		**(8,161)**	-
Net assets available for benefits	**$**	**11,837,761**	9,419,983

See accompanying notes to financial statements.

The Bosworth Company Employees' Thrift Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31,		2013	2012
Changes to Net Assets Attributed to:			
Investment Income:			
Net appreciation in fair value	**$**	**1,397,484**	954,563
Interest		**56,545**	36,035
Other		**2,289**	-
Total investment income		**1,456,318**	990,598
Contributions:			
Employee contributions		**1,016,173**	808,207
Employer contributions		**415,499**	295,773
Rollovers		**2,003**	38,423
Total contributions		**1,433,675**	1,142,403
Total additions		**2,889,993**	2,133,001
Deductions:			
Benefits paid to participants		**400,989**	1,035,333
Corrective distributions		**8,161**	26,968
Administrative expenses		**63,065**	4,802
Total deductions		**472,215**	1,067,103
NET INCREASE IN NET ASSETS		**2,417,778**	1,065,898
Net Assets Available for Benefits:			
Beginning of year		**9,419,983**	8,354,085
End of year	**$**	**11,837,761**	9,419,983

See accompanying notes to financial statements.

Notes to Financial Statements

1. Description of Plan

The following description of The Bosworth Company Employees' Thrift Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a type of qualified retirement plan commonly referred to as a 401(k) Plan established under the Internal Revenue Code Section 401 covering all employees of The Bosworth Company (the "Company"). The investment assets are held in various locations. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employees are eligible to participate in the Plan after having completed three months of service and being 21 years old, as defined in the Plan. If an eligible participant terminates employment and is later re-employed, that employee will continue to participate in the Plan in the same manner as if the termination had not occurred.

Trustee

The Company serves as the Trustee for the Plan. The Hartford Life Insurance Company and Raymond James served as the Custodians for the Plan until June 30, 2012. Great-West Life and Annuity Insurance Company ("Great-West") and Raymond James became Custodians for the Plan on July 1, 2012. Pentec Pension Management Group, Inc. serves as third party Administrator for the Plan. The Administrator is responsible for the administration, management and providing investment options for the trust fund. In addition, the Administrator makes all distributions and benefit payments from the trust fund to participants and beneficiaries. The Administrator maintains the records of the Plan on a calendar year basis (the Plan Year).

Contributions

Each year participants may contribute up to the maximum permitted by law. The Company contributes a matching contribution equal to 50% of the first 6% of base compensation.

Participant Accounts

The Trustee maintains an account for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of (a) the Company's discretionary nonmatching contribution, and (b) Plan earnings or losses. Allocations are based on participant compensation. Earnings (or losses) of the Plan are allocated to participants based on the account balances in existence. Forfeitures for the nonvested portion of terminated participants' accounts are used to offset the Company's next contribution.

1. Description of Plan (Continued)

Vesting

A Participant's vested interest in his/her account balance is determined using the following table except that a participant is 100% vested in the part of the account resulting from his/her contributions. The vesting schedule for the Plan's discretionary contributions are shown below:

Participant's Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

The term "years of service" includes all periods of employment except for years in which an employee worked less than 1,000 hours. For purposes of vesting, the "year" is defined as a calendar year.

A participant is 100% vested, regardless of years of service, upon disability or death.

Investment Options

All assets of the Plan are participant-directed; therefore, all investment decisions and transactions are administered by the Participants. The investment assets are held in stocks, various mutual funds and money market accounts, and are administered by the Plan's Custodians.

Notes Receivable from Participants

The Plan allows participants to borrow amounts from the vested portion of their accounts. Such loans are limited to the lessor of 50% of the vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Trustee. Participant loans totaled $588,997 and $439,127 at December 31, 2013 and 2012, respectively. The unpaid principal balance approximates fair value.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his/her account less 20% Federal withholding, a direct rollover into another qualified benefit plan or account, or installment payments.

Notes to Financial Statements

1. Description of Plan (Continued)

Settlement Options

If a participant's nonforfeitable accrued benefit does not exceed $1,000, then settlement occurs automatically as a lump sum payment following termination of employment. If a participant's nonforfeitable accrued benefit exceeds $1,000, then the participant has the option to elect the method used to distribute his benefits.

The participant or beneficiary may elect distribution under one, or any combination of the following methods:

(a) by payment in a lump sum; or

(b) by payment in monthly, quarterly, semi-annually or annual installments over a fixed reasonable period of time, not exceeding the life expectancy of the participant, or the joint life and last survivor expectancy of the participant and his/her beneficiary or the limited distribution period as defined in the Plan.

Forfeitures

The nonvested portion of a terminated participant's account is forfeited upon the earlier of distribution of the entire vested account balance or five consecutive one-year breaks in service. Forfeitures are allocated as described above.

At December 31, 2013 and 2012 forfeited, non-vested accounts totaled $75,898 and $60,724, respectively, and will be used to reduce future employer contributions or plan expenses.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, under which income is recognized when earned and expenses are recognized when the obligation is incurred.

Investment Valuation

The Plan's investments are valued at fair value. Quoted market prices are used to value investments. Fluctuations in market value between years are reflected as net appreciation (depreciation) in fair value of investments in the accompanying statements of changes in net assets available for plan benefits.

2. Summary of Significant Accounting Policies (Continued)

Investment Valuation (Continued)

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

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 for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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.

Pooled Separate Accounts (PSAs)—PSAs are made up of a wide variety of underlying investments such as equities, preferred stock, bonds, real estate and mutual funds. The Net Asset Value (NAV) of a PSA is based on the market value of its underlying investments. The PSA NAV is not a publicly-quoted price in an active market.

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

Security Transactions and Investment Income

Security transactions are accounted for on a trade-date basis. Expenses incurred with transactions, if any, are added to the purchase price or deducted from the selling price at the time of the transactions. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires the Plan Administrator to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Administrative Expenses

A base annual fee is paid by the Company with quarterly fees per participant paid by the participants.

3. Tax Status

The Plan adopted The Bosworth Company Employees' Thrift Plan document in January 1991, which is covered by a determination letter dated August 7, 2001.

Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

4. Plan Termination

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

5. Investments

The following is a summary of the investments held by the Plan Custodians as of December 31, 2013 and 2012. Investments which represent 5% or more of the Plan's net assets are separately identified.

5. Investments (Continued)

December 31,		**2013**	2012
Investments, at fair value			
Pooled separate accounts:			
PIMCO Total Return	**$**	**1,495,586** *	927,750 *
Artisan International Inv		**635,674** *	486,660 *
Thornburg International Value Fund R3		**809,369** *	929,114 *
Great-West S&P Mid Cap 400 index Fund I		**915,144** *	661,122 *
Great-West T Rowe Price Midcap Gr Fund I		**-**	616,472 *
Great-West S&P 500 Index Fund I		**1,368,658** *	1,275,355 *
Key Guaranteed Portfolio Fund		**1,422,985** *	1,654,743 *
Alliance Bernstein Discovery Value A		**624,116** *	-
American Century Equity Income A		**721,961** *	-
Other		**2,587,564**	1,875,544
		10,581,057	8,426,760
Common stocks		**105,635**	328,634
Mutual funds		**398,680**	154,171
Other		**154,518**	64,891
	$	**11,239,890**	8,974,456

* Investments representing 5% or more of net assets available for benefits.

5. Investments (Continued)

December 31, 2013:		Input Levels by Investment Category			
Investment Category		Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Mutual Funds:	$				
Fixed Income		2,355,043	213,440	2,141,602	-
Growth		2,813,725	68,490	2,745,236	-
Value		1,458,593	53,232	1,405,361	-
Blend		2,929,391	63,518	2,865,873	-
Mutual Fund Totals		9,556,752	398,680	9,158,072	-
Common Stock:					
Communication Services		13,044	13,044	-	-
Consumer Cyclical		2,710	2,710	-	-
Energy		79,406	79,406	-	-
Healthcare		4,620	4,620	-	-
Technology		5,855	5,855	-	-
Common Stock Totals		105,635	105,635	-	-
Other Totals		154,518	-	154,518	-
Guaranteed Investment		1,422,985	-	1,422,985	-
Total	$	11,239,890	504,315	10,735,575	-

5. Investments (Continued)

December 31, 2012:		Input Levels by Investment Category			
Investment Category		Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Mutual Funds:	**$**				
Fixed Income		1,163,769	224,776	938,993	-
Growth		2,610,253	18,398	2,591,855	-
Value		681,899	14,596	667,303	-
Blend		2,644,729	70,865	2,573,864	-
Mutual Fund Totals		7,100,650	328,635	6,772,015	-
Common Stock:					
Communication Services		389	389	-	-
Consumer Cyclical		1,768	1,768	-	-
Energy		128,356	128,356	-	-
Healthcare		3,302	3,302	-	-
Industrials		15,180	15,180	-	-
Technology		5,178	5,178	-	-
Common Stock Totals		154,173	154,173	-	-
Other Totals		64,890	-	64,890	-
Guaranteed Investment		1,654,743	-	1,654,743	
Total	**$**	8,974,456	482,808	8,491,648	-

6. Department of Labor Required Disclosures

There were no obligations or leases in default as of December 31, 2013 and 2012, and there were no significant party-in-interest transactions for the years ended December 31, 2013 and 2012.

During 2013, contributions were incorrectly credited to participants' accounts. The total of errors was 91 participants resulting in a net error of $6,854 ($6,303 participant contributions and $551 matching contributions). The Company is in the process of correcting these errors.

During 2012, contributions were incorrectly credited to participants' accounts. The total of errors was 34 participants resulting in a net error of $169. The Company corrected these errors in 2014.

Notes to Financial Statements

7.	**Related Party Transactions**	Certain investments consist of shares of a pooled separate account managed by Great-West. Great-West is a Custodian as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for management services were included as a reduction of the earnings and totaled $63,065 and $4,802 for the years ended December 31, 2013 and 2012, respectively.
8.	**Excess Contributions**	Excess contributions were made as determined through compliance testing. The refunds associated with these contributions were made during 2013 and 2012, to remedy this testing for the plan years ended December 31, 2014 and 2013, respectively.
9.	**Subsequent Events**	Management of the Plan has performed an evaluation of the Plan's activity through October 8, 2014, the date these financial statements were available for issuance, and noted no items requiring disclosure.

Supplemental Information

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End

December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Great-West:			
	Artisan International Inv	Mutual Fund	$ 534,674	635,674
	BlackRock Global Allocation Inv A	Mutual Fund	351,175	389,128
	Oppenheimer Developing Markets A	Mutual Fund	369,315	412,138
	Thornburg International Value Fund R3	Mutual Fund	726,370	809,369
	BlackRock Health Sciences Ops Inv A	Mutual Fund	13,183	20,925
	Invesco Energy Inv	Mutual Fund	24,425	31,025
	Ivy Science & Technology Y	Mutual Fund	2,223	3,072
	Virtus Real Estate Securities A	Mutual Fund	270,900	271,572
	Great-West S&P SmallCap 600 index Fund I	Mutual Fund	172	224
	Heartland Value Plus	Mutual Fund	2,371	3,062
	Alliance Bernstein Discovery Value A	Mutual Fund	574,778	624,116
	Great-West S&P Mid Cap 400 index Fund I	Mutual Fund	724,366	915,144
	Great-West T Rowe Price MidCap Gr Fund I	Mutual Fund	185,974	264,825
	RidgeWorth Mid-Cap Value Equity I	Mutual Fund	5,071	7,056
	Alger Capital Appreciation Inst'l I	Mutual Fund	130,344	184,357
	American Century Equity Income A	Mutual Fund	664,895	721,961
	Great-West S&P 500 Index Fund I	Mutual Fund	1,095,242	1,368,658

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Great-West (Continued):			
	Oakmark Equity & Income II	Mutual Fund	$ 95,124	122,451
	Franklin High Income R	Mutual Fund	168,415	172,093
	Oppenheimer International Bond A	Mutual Fund	220,545	220,096
	Pimco Real Return Admin	Mutual Fund	175,895	164,687
	Pimco Total Return Admin	Mutual Fund	1,504,207	1,495,586
	Great-West Lifetime 2035 Fund II T 1	Mutual Fund	28,757	32,187
	MFS Utilities A	Mutual Fund	56,485	56,222
	Oppenheimer Gold & Special Minerals A	Mutual Fund	4,518	3,730
	Great-West Loomis Sayles Bond Fund I	Mutual Fund	136,421	139,573
	Great-West Templeton Global Bond Fund I	Mutual Fund	88,210	89,141
	Key Guaranteed Portfolio Fund	Guaranteed investment	1,325,485	1,422,985
	Raymond James:			
	Invesco Global Core Equity fund Class C	Mutual Fund	4,934	5,598
	Eaton Vance Diversified Currency Income Fund Class I	Mutual Fund	21,499	20,277
	Hartford Capital Appreciation Class C	Mutual Fund	5,104	5,863
	Loomis Sayles Strategic Income Fund Class Y	Mutual Fund	47,143	50,849
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	403	417

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Raymond James (Continued):			
	Templeton China World Fund Class C	Mutual Fund	5,601	6,763
	Templeton Frontier Markets Fund Class A	Mutual Fund	3,677	4,072
	Blackrock Global Allocation Fund Class C	Mutual Fund	$ 24,252	27,912
	Ridgeworth Total Return Bond Fund Class I	Mutual Fund	50,248	47,478
	Putnam Diversified Income Trust Fund Class	Mutual Fund	32,113	32,635
	Putnam Capital Spectrum Fund Class I	Mutual Fund	26,744	35,635
	Ivy Asset Strategy Fund Class A M/F	Mutual Fund	20,948	25,671
	Thornburg Investment Income Builder Fund Class I N/L	Mutual Fund	31,806	34,825
	Thornburg Investment Income Builder Fund Class C M/F	Mutual Fund	6,000	6,046
	Thornburg Developing World Fund Class I N/L	Mutual Fund	20,353	22,527
	Putnam Diversified Income Trust Fund Class Y N/L	Mutual Fund	26,227	26,565
	Putnam Capital Spectrum Fund Class C M/F	Mutual Fund	44,500	45,547
	Iridium Communications Incorporated	Common Stock	12,703	12,502
	Jones Energy Incorporated Com Class A	Common Stock	20,894	20,779
	AOL Inc.	Common Stock	94	47
	Exxon Mobil Corporation	Common Stock	1,974	2,125
	Apache Corporation	Common Stock	17,249	15,899
	Alcatel - Lucent	Common Stock	8,272	119
	Amazon.com Inc.	Common Stock	3,053	1,595

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Raymond James (Continued):			
	Breitburn Energy Partners LP Com UT LTD	Common Stock	$ 5,074	5,085
	Cisco Systems	Common Stock	7,528	3,364
	Concho Res Incorporated	Common Stock	40,168	16,200
	EV energy Partners LP COM Units	Common Stock	11,366	10,346
	LSI Corp.	Common Stock	-	66
	Medtronic Inc.	Common Stock	2,557	4,247
	Microsoft	Common Stock	2,460	2,245
	Nortel Networks Corp. New Com New (Canada)	Common Stock	4,803	-
	Time Warner	Common Stock	2,060	1,115
	Time Warner Cable Incorporated	Common Stock	757	542
	Vitesse Semiconductor	Common Stock	8,216	15
	Whiting Pete Corporation New	Common Stock	7,503	8,971
	Zimmer Hldgs Inc.	Common Stock	121	373
	Mainstay Marketfield Fund Class I N/L	Other	41,360	45,983
	Mutualhedge Frontier Legends Fund Class I N/L	Other	17,917	17,317
	RBS US Large Cap trend pilot due 1/25/2040	Other	17,182	22,722
	Mainstay Market field Fund Class C M/F	Other	44,500	45,673

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current value
	Raymond James (Continued):				
	RBS US Mid cap trend pilot due 1/25/2041	Other	$	17,609	22,823
				10,146,512	11,239,890
	Notes receivable from participants	Interest rate 5.25% to 10%		-	588,997
			$	10,146,512	11,828,887

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule of Delinquent Contributions Schedule H, Line 4a

December 31, 2013

(a) Year	(b) Description	(b) Participant contributions transferred late to plan	(c) Total that constitute nonexempt prohibited transactions			
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction In VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2013	Employee contributions	$ 6,303	$ -	-	6,303	-

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i, Schedule of Assets Acquired and Disposed of Within Year

December 31, 2013

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment	(c) Cost of acquisitions	(c) Proceeds of dispositions
Key Guaranteed Portfolio Fund	Mutual fund	$ 11,396	22,796
Key Guaranteed Portfolio Fund	Mutual fund	$ 521,222	775,574

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4j, Schedule of Reportable Transactions

December 31, 2013

(a) Identify of Party Involved	(b) Description of asset (include interest rate and maturity in case of loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of Asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
	Artisan International Inv	$ 541,864.64	$ (521,911.11)	-	-	$ 461,712.36	$ 521,911.78	$ 60,199.42
	BlackRock Global Allocation Inv A	637,732.08	(600,651.61)	-	-	572,377.64	600,651.61	28,273.97
	Thornburg International Value Fund R3	655,566.56	(874,195.17)	-	-	790,292.10	874,195.17	83,903.07
	Great-West S&P SmallCap 600 Index Fund I	379,169.03	(496,724.93)	-	-	425,150.48	496,724.93	71,574.45
	Alliance Bernstein Discovery Value A	596,961.45	(491,076.38)	-	-	426,254.11	491,076.38	64,822.27
	Great-West T Rowe Price MidCap Gr Fund I	256,392.72	(736,470.45)	-	-	653,813.81	736,470.45	82,656.64
	American Century Equity Income A	707,828.75	(299,617.46)	-	-	280,969.04	299,617.46	18,648.42
	Great-West S&P 500 Index Fund I	593,840.11	(863,080.33)	-	-	751,889.24	863,080.33	111,191.09
	PIMCO Total Return Admin	1,148,701.86	(547,703.26)	-	-	547,356.49	547,703.26	346.77
	Key Guaranteed Portfolio Fund	532,618.85	(798,369.96)	-	-	798,369.96	798,369.96	-

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End

December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Great-West:			
	Artisan International Inv	Mutual Fund	$ 534,674	635,674
	BlackRock Global Allocation Inv A	Mutual Fund	351,175	389,128
	Oppenheimer Developing Markets A	Mutual Fund	369,315	412,138
	Thornburg International Value Fund R3	Mutual Fund	726,370	809,369
	BlackRock Health Sciences Ops Inv A	Mutual Fund	13,183	20,925
	Invesco Energy Inv	Mutual Fund	24,425	31,025
	Ivy Science & Technology Y	Mutual Fund	2,223	3,072
	Virtus Real Estate Securities A	Mutual Fund	270,900	271,572
	Great-West S&P SmallCap 600 index Fund I	Mutual Fund	172	224
	Heartland Value Plus	Mutual Fund	2,371	3,062
	Alliance Bernstein Discovery Value A	Mutual Fund	574,778	624,116
	Great-West S&P Mid Cap 400 index Fund I	Mutual Fund	724,366	915,144
	Great-West T Rowe Price MidCap Gr Fund I	Mutual Fund	185,974	264,825
	RidgeWorth Mid-Cap Value Equity I	Mutual Fund	5,071	7,056
	Alger Capital Appreciation Inst'l I	Mutual Fund	130,344	184,357
	American Century Equity Income A	Mutual Fund	664,895	721,961
	Great-West S&P 500 Index Fund I	Mutual Fund	1,095,242	1,368,658

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Great-West (Continued):			
	Oakmark Equity & Income II	Mutual Fund	$ 95,124	122,451
	Franklin High Income R	Mutual Fund	168,415	172,093
	Oppenheimer International Bond A	Mutual Fund	220,545	220,096
	Pimco Real Return Admin	Mutual Fund	175,895	164,687
	Pimco Total Return Admin	Mutual Fund	1,504,207	1,495,586
	Great-West Lifetime 2035 Fund II T 1	Mutual Fund	28,757	32,187
	MFS Utilities A	Mutual Fund	56,485	56,222
	Oppenheimer Gold & Special Minerals A	Mutual Fund	4,518	3,730
	Great-West Loomis Sayles Bond Fund I	Mutual Fund	136,421	139,573
	Great-West Templeton Global Bond Fund I	Mutual Fund	88,210	89,141
	Key Guaranteed Portfolio Fund	Guaranteed investment	1,325,485	1,422,985
	Raymond James:			
	Invesco Global Core Equity fund Class C	Mutual Fund	4,934	5,598
	Eaton Vance Diversified Currency Income Fund Class I	Mutual Fund	21,499	20,277
	Hartford Capital Appreciation Class C	Mutual Fund	5,104	5,863
	Loomis Sayles Strategic Income Fund Class Y	Mutual Fund	47,143	50,849
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	403	417

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Raymond James (Continued):			
	Templeton China World Fund Class C	Mutual Fund	5,601	6,763
	Templeton Frontier Markets Fund Class A	Mutual Fund	3,677	4,072
	Blackrock Global Allocation Fund Class C	Mutual Fund	$ 24,252	27,912
	Ridgeworth Total Return Bond Fund Class I	Mutual Fund	50,248	47,478
	Putnam Diversified Income Trust Fund Class	Mutual Fund	32,113	32,635
	Putnam Capital Spectrum Fund Class I	Mutual Fund	26,744	35,635
	Ivy Asset Strategy Fund Class A M/F	Mutual Fund	20,948	25,671
	Thornburg Investment Income Builder Fund Class I N/L	Mutual Fund	31,806	34,825
	Thornburg Investment Income Builder Fund Class C M/F	Mutual Fund	6,000	6,046
	Thornburg Developing World Fund Class I N/L	Mutual Fund	20,353	22,527
	Putnam Diversified Income Trust Fund Class Y N/L	Mutual Fund	26,227	26,565
	Putnam Capital Spectrum Fund Class C M/F	Mutual Fund	44,500	45,547
	Iridium Communications Incorporated	Common Stock	12,703	12,502
	Jones Energy Incorporated Com Class A	Common Stock	20,894	20,779
	AOL Inc.	Common Stock	94	47
	Exxon Mobil Corporation	Common Stock	1,974	2,125
	Apache Corporation	Common Stock	17,249	15,899
	Alcatel - Lucent	Common Stock	8,272	119
	Amazon.com Inc.	Common Stock	3,053	1,595

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Raymond James (Continued):			
	Breitburn Energy Partners LP Com UT LTD	Common Stock	$ 5,074	5,085
	Cisco Systems	Common Stock	7,528	3,364
	Concho Res Incorporated	Common Stock	40,168	16,200
	EV energy Partners LP COM Units	Common Stock	11,366	10,346
	LSI Corp.	Common Stock	-	66
	Medtronic Inc.	Common Stock	2,557	4,247
	Microsoft	Common Stock	2,460	2,245
	Nortel Networks Corp. New Com New (Canada)	Common Stock	4,803	-
	Time Warner	Common Stock	2,060	1,115
	Time Warner Cable Incorporated	Common Stock	757	542
	Vitesse Semiconductor	Common Stock	8,216	15
	Whiting Pete Corporation New	Common Stock	7,503	8,971
	Zimmer Hldgs Inc.	Common Stock	121	373
	Mainstay Marketfield Fund Class I N/L	Other	41,360	45,983
	Mutualhedge Frontier Legends Fund Class I N/L	Other	17,917	17,317
	RBS US Large Cap trend pilot due 1/25/2040	Other	17,182	22,722
	Mainstay Market field Fund Class C M/F	Other	44,500	45,673

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held at Year End (Continued)

December 31, 2013 (Continued)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current value
	Raymond James (Continued):				
	RBS US Mid cap trend pilot due 1/25/2041	Other	$	17,609	22,823
				10,146,512	11,239,890
	Notes receivable from participants	Interest rate 5.25% to 10%		-	588,997
			$	10,146,512	11,828,887

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i, Schedule of Assets Acquired and Disposed of Within Year

December 31, 2013

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment	(c) Cost of acquisitions	(c) Proceeds of dispositions
Key Guaranteed Portfolio Fund	Mutual fund	$ 11,396	22,796
Key Guaranteed Portfolio Fund	Mutual fund	$ 521,222	775,574

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4j, Schedule of Reportable Transactions

December 31, 2013

(a) Identify of Party Involved	(b) Description of asset (include interest rate and maturity in case of loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of Asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
	Artisan International Inv	$ 541,864.64	$ (521,911.11)	-	-	$ 461,712.36	$ 521,911.78	$ 60,199.42
	BlackRock Global Allocation Inv A	637,732.08	(600,651.61)	-	-	572,377.64	600,651.61	28,273.97
	Thornburg International Value Fund R3	655,566.56	(874,195.17)	-	-	790,292.10	874,195.17	83,903.07
	Great-West S&P SmallCap 600 Index Fund I	379,169.03	(496,724.93)	-	-	425,150.48	496,724.93	71,574.45
	Alliance Bernstein Discovery Value A	596,961.45	(491,076.38)	-	-	426,254.11	491,076.38	64,822.27
	Great-West T Rowe Price MidCap Gr Fund I	256,392.72	(736,470.45)	-	-	653,813.81	736,470.45	82,656.64
	American Century Equity Income A	707,828.75	(299,617.46)	-	-	280,969.04	299,617.46	18,648.42
	Great-West S&P 500 Index Fund I	593,840.11	(863,080.33)	-	-	751,889.24	863,080.33	111,191.09
	PIMCO Total Return Admin	1,148,701.86	(547,703.26)	-	-	547,356.49	547,703.26	346.77
	Key Guaranteed Portfolio Fund	532,618.85	(798,369.96)	-	-	798,369.96	798,369.96	-

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule of Delinquent Contributions Schedule H, Line 4a

December 31, 2013

(a) Year	(b) Description	(b) Participant contributions transferred late to plan	(c) Total that constitute nonexempt prohibited transactions			
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction In VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2013	Employee contributions	$ 6,303	$ -	-	6,303	-

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 THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1991

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

THE BOSWORTH COMPANY

PO BOX 3449

MIDLAND TX 79702-3449

2205 W INDUSTRIAL AVE

MIDLAND TX 79702-3449

2b Employer Identification Number (EIN) 75-1012121

2c Sponsor's telephone number (432) 683-5233

2d Business code (see instructions) 238220

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	Stacy Nelson	10/15/14	STACY NELSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Stacy Nelson	10/15/14	STACY NELSON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)