

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
---	---	---

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

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY</u>	1b Three-digit plan number (PN) ▶	006	
	1c Effective date of plan <u>04/25/2002</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AQUARION COMPANY</u> <u>835 MAIN STREET</u> <u>BRIDGEPORT, CT 06604-4914</u>	2b Employer Identification Number (EIN) <u>06-0852232</u>	2c Sponsor's telephone number <u>203-362-3000</u>	
	2d Business code (see instructions) <u>221300</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DONALD J. MORRISSEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DONALD J. MORRISSEY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) <u>DWORKEN, HILLMAN, LAMORTE & STERCZALA</u> <u>FOUR CORPORATE DR. SUITE 488</u> <u>SHELTON, CT 06484</u>			Preparer's telephone number (optional) <u>203-929-3535</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 387	
a Active participants		6a 339	
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits		6c 37	
d Subtotal. Add lines 6a , 6b , and 6c		6d 376	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 2	
f Total. Add lines 6d and 6e		6f 378	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 327	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 3	
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: 2G 2J			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY</u>	B Three-digit plan number (PN) <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AQUARION COMPANY</u>	D Employer Identification Number (EIN) <u>06-0852232</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

52-1714114

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

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

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

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

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

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

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

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

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

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

(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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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 <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY</u>	B Three-digit plan number (PN) ▶	<u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AQUARION COMPANY</u>	D Employer Identification Number (EIN) <u>06-0852232</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	13294	16753
	(2) Participant contributions	1b(2)	25801	33938
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	1574103	1590293
	(9) Value of interest in common/collective trusts	1c(9)	15489595	15636684
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	31000652	38826913
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	48103445	56104581

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	48103445	56104581
---	-----------	----------	----------

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)	994988	
(B) Participants	2a(1)(B)	2021732	
(C) Others (including rollovers)	2a(1)(C)	83425	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3100145
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	73326	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		73326
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1219027	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1219027
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-82321
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6931891
c Other income	2c		25508
d Total income. Add all income amounts in column (b) and enter total	2d		11267576

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3257225	
(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)		3257225
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9215	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9215
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3266440

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8001136
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: DHL&S, PC

(2) EIN: 06-1308345

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		2757
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY				B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 AQUARION COMPANY				D Employer Identification Number (EIN) 06-0852232	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
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): 52-1714114					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	0
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	0
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

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	0

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and Supplemental Schedules

**SAVINGS PLAN FOR EMPLOYEES OF
AQUARION WATER COMPANY**

Years Ended December 31, 2013 and 2012

Plan Number: 006

Plan Sponsor EIN: 06-0852232

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

CONTENTS

	Page
Independent auditors' report	1-2
Financial statements:	
Statements of net assets available for Plan benefits at December 31, 2013 and 2012	3
Statements of changes in net assets available for Plan benefits for the years ended December 31, 2013 and 2012.....	4
Notes to financial statements	5-18
Supplemental schedules*:	
Schedule H, Line 4(a) - Schedule of delinquent participant contributions at December 31, 2013	19
Schedule H, Line 4(i) - Schedule of assets (held at end of year) at December 31, 2013	20-21

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



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

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

Independent Auditors' Report

Participants and Administrator of
The Savings Plan for Employees of
Aquarion Water Company
Bridgeport, Connecticut

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 5, which was certified by T. Rowe Price, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.



An independent member of HLB International
A world-wide organization of accounting firms and business advisers

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of delinquent participant contributions and schedule of assets (held at end of year), are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

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

October 14, 2014
Shelton, Connecticut

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31,	
	<u>2013</u>	<u>2012</u>
Assets:		
Investments at fair value	<u>\$54,463,597</u>	<u>\$46,490,247</u>
Receivables:		
Notes receivable from participants	1,590,293	1,574,103
Participants contributions	33,938	25,801
Employer contributions	<u>16,753</u>	<u>13,294</u>
Total receivables	<u>1,640,984</u>	<u>1,613,198</u>
Total assets available for Plan benefits	56,104,581	48,103,445
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(<u>218,522</u>)	(<u>638,451</u>)
Net assets available for Plan benefits	<u>\$55,886,059</u>	<u>\$47,464,994</u>

See notes to financial statements.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

**STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS**

	Year Ended December 31,	
	<u>2013</u>	<u>2012</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 6,931,891	\$ 3,091,426
Interest and dividend income	1,556,635	1,303,678
Other income	<u>25,508</u>	<u>21,992</u>
Total investment income	<u>8,514,034</u>	<u>4,417,096</u>
Interest income on notes receivable from participants	<u>73,326</u>	<u>74,130</u>
Contributions:		
Participant	2,021,732	1,837,118
Participant rollovers	83,425	187,717
Employer	<u>994,988</u>	<u>904,748</u>
Total contributions	<u>3,100,145</u>	<u>2,929,583</u>
Total additions	11,687,505	7,420,809
Deductions from net assets attributed to:		
Benefits paid directly to participants	<u>3,266,440</u>	<u>1,722,115</u>
Net change in net assets available for Plan benefits	8,421,065	5,698,694
Net assets available for Plan benefits, beginning	<u>47,464,994</u>	<u>41,766,300</u>
Net assets available for Plan benefits, ending	<u>\$55,886,059</u>	<u>\$47,464,994</u>

See notes to financial statements.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

1. **Description of the Plan:**

The following description of The Savings Plan for Employees of Aquarion Water Company (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

General:

Effective April 25, 2002, Aquarion Company (“the Company”) completed the acquisition of three American Water Works subsidiaries (“AWW”) in Massachusetts, New York and New Hampshire, and Aquarion Water Company of Connecticut (formerly BHC Company) and completed the acquisition of Connecticut-American Water Company (“CAWC”) collectively (“the Participating Companies”). In connection with these acquisitions, the Plan was established for former employees of AWW and CAWC.

Contributions:

Each year, participants may contribute up to 20% of pretax annual compensation, as defined, in the Plan. In addition, participants may also contribute into the Plan on an after tax basis provided such contributions, when combined with their pretax contribution, do not exceed 20% of the participants’ compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

All employees hired on or after January 1, 2011, upon becoming eligible, are automatically enrolled in the Plan with a 6% deferral percentage, unless the employee elects a different percentage, including 0%.

Effective January 1, 2011, union participants hired after January 1, 2011 receive a matching contribution of 100% of the amount contributed by the participant up to 6% of the employee’s compensation for such plan year. Effective June 1, 2011, non-union participants hired after October 1, 2009 receive a matching contribution of 100% of the amount contributed by the participant up to 6% of the employee’s compensation for such plan year.

Union participants hired before January 1, 2011 and non-union participants hired before October 1, 2009 receive a matching contribution of 75% of the amount contributed by the participant up to 6% of the employee’s compensation for such plan year. Employees of Homeowner Safety Valve Company receive a matching contribution of 67% of the amount contributed by the participant up to 6% of the employee’s compensation for such plan year.

Additional amounts may be contributed to the Plan at the discretion of the Company’s board. No discretionary contributions were made to the Plan by the Company in 2013 or 2012.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

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

Contributions (continued):

All of the Plan's investment programs are fully participant directed. Participants may direct employee and employer contributions into any of the Plan's available investment options. Participants may change their investment options daily.

Participant accounts:

Each participant's account is credited with the participant's contributions and allocations of the Participating Companies' contributions and earnings thereon. Allocations are based on participant contributions or account balances, respectively, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting:

Participants are immediately vested in their contributions plus actual earnings thereon. Employees hired prior to January 1, 2007 are immediately vested in employer contributions. Employees hired on or after January 1, 2007 vest 20% per year of credited service and are 100% vested after 5 years of service.

Notes receivable from participants:

Participants may borrow from their accounts a minimum of \$1,000 or up to 50% of their vested account balance (not to exceed \$50,000). All loans must, by their terms, require repayment over a period of time not to exceed five years except for loans to acquire a principal residence for which the loan repayment period shall be over a reasonable period of time. Loan repayments are withheld from payroll and remitted either weekly or monthly, depending on payroll periods for respective participants. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate as determined by the Plan administrator.

Administration:

An Employee Savings and Investment Plan Committee, which serves without compensation, is appointed by the Company and is responsible for the general administration of the Plan and makes the final determination on all questions arising in connection with the interpretation, application and administration of the Plan.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

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

Administration (continued):

The Company may, by resolution of its Board of Directors, amend or terminate the Plan at any time. Except where necessary to satisfy the applicable qualification requirements of the Internal Revenue Code ("the Code"), no amendment may be made which would decrease the value of a participant's account under the Plan at the time the amendment is made.

Distributions/payment of benefits:

Upon the earliest of retirement, disability, death, or upon termination of a participant's employment with the Participating Companies, the balance of the participant's account shall be paid either in one lump-sum payment or in installment payments, as defined in the Plan agreement. Participants may also elect to receive a Qualified Joint and Survivor Annuity. At the participant's option, an account balance in excess of \$5,000 may remain in the Plan. Account balances between \$1,000 and \$5,000 will be automatically rolled over into an individual retirement account (IRA) established by the Plan sponsor unless the participant elects to receive the distribution in cash or roll it over to an IRA or other retirement plan selected by the participant. Account balances less than \$1,000 will automatically be distributed to the participant. Participants who demonstrate a hardship (as defined under Internal Revenue Service regulations) may also withdraw funds from their accounts.

Plan termination:

Although they have not expressed any intention to do so, the Participating Companies have the right under the Plan to discontinue 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.

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

Basis of accounting:

The financial statements of the Plan have been prepared on the accrual basis of accounting.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

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

Use of estimates:

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

Investment valuation and income recognition:

Except for the Stable Value Fund, the Plan's investments are stated at fair value, as determined by T. Rowe Price Trust Company, the Trustee of the Plan. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares owned at year-end. See Note 3.

The Plan invests in a stable value fund through its participation in the T. Rowe Price Stable Value Fund ("Stable Value Fund"). The Stable Value Fund is a common collective trust fund consisting of investments in investment contracts with insurance companies and banks as well as synthetic investment contracts, and is stated at fair value which differs from contract value. Fair value of the Stable Value Fund is based on the fair value of the underlying investments. See Note 6.

The Plan applies Accounting Standards Codification ("ASC") 946, *Financial Services - Investment Companies*, and ASC 965, *Plan Accounting - Health and Welfare Benefit Plans*, which define the circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution, health and welfare, and pension plans. As required by this authoritative guidance, investments in the accompanying Statements of Net Assets Available for Plan Benefits include fully benefit-responsive investment contracts recognized at fair value, with a corresponding adjustment to reflect these investments at contract value.

The net unrealized appreciation or depreciation for the year is reported together with realized gains and losses in the Statements of Changes in Net Assets Available for Plan Benefits. Purchases and sales of investments are recorded on a trade-date basis. Realized investment gains and losses are determined based on the weighted-average historical cost basis of the investment sold. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

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

Notes receivable from participants:

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan documents.

Contributions:

Contributions from employees and the related employer match are recorded at the time the related payroll deduction is made.

Investment income:

Earnings, gains, and losses are allocated daily to each participant's account.

Payment of distributions:

Distributions to participants are recorded when paid.

Administrative expenses:

Participant loan and withdrawal fees are paid by the participant. All other Plan administrative expenses are paid by the Company.

Forfeited accounts:

Forfeited non-vested amounts will be used to reduce future employer matching contributions. During 2013 and 2012, \$1,053 and \$0 in forfeitures were used to reduce contributions, respectively. There were no forfeited non-vested accounts at December 31, 2013 and 2012.

3. **Fair value measurements:**

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

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

3. **Fair value measurements** (continued):

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

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

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

Level 1 fair value measurements:

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

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

3. Fair value measurements (continued):

Level 2 fair value measurements:

Common/Collective Trusts – The Stable Value Fund is not actively traded, however significant other observable inputs are available. The fair value of the Stable Value Fund is valued at the net asset value, the underlying investments of which are valued at the contract value. There are no restrictions as to the redemption of these investments nor does the Plan have any contractual obligations to further invest in the Trust.

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

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

	December 31, 2013 Fair Value Measurements Using:			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth	\$ 8,473,945	\$ -	\$ -	\$ 8,473,945
Balanced	14,085,280	-	-	14,085,280
Mid-Cap	6,566,888	-	-	6,566,888
Value	3,443,156	-	-	3,443,156
Large-Cap	3,289,904	-	-	3,289,904
Small-Cap	2,182,471	-	-	2,182,471
Index	735,264	-	-	735,264
Money Market	50,005	-	-	50,005
	<u>38,826,913</u>	<u>-</u>	<u>-</u>	<u>38,826,913</u>
Stable Value Fund		15,636,684	-	15,636,684
Total	<u>\$38,826,913</u>	<u>\$15,636,684</u>	<u>\$ -</u>	<u>\$54,463,597</u>

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

3. Fair value measurements (continued):

	December 31, 2012 Fair Value Measurements Using:			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth	\$ 6,374,181	\$ -	\$ -	\$ 6,374,181
Balanced	11,118,743	-	-	11,118,743
Mid-Cap	5,124,321	-	-	5,124,321
Value	2,721,969	-	-	2,721,969
Large-Cap	2,860,423	-	-	2,860,423
Small-Cap	1,881,020	-	-	1,881,020
Index	895,502	-	-	895,502
Money Market	24,493	-	-	24,493
	<u>31,000,652</u>	<u>-</u>	<u>-</u>	<u>31,000,652</u>
Stable Value Fund	-	15,489,595	-	15,489,595
Total	<u>\$31,000,652</u>	<u>\$15,489,595</u>	<u>\$ -</u>	<u>\$46,490,247</u>

Fair value of investments in entities that use net asset value (NAV):

The following table summarizes the investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
December 31, 2013				
Stable Value Fund	\$15,636,684	None	Daily	None
December 31, 2012				
Stable Value Fund	\$15,489,595	None	Daily	None

4. Summary of financial information certified by the Trustee:

The following is a summary of the financial information as of December 31, 2013 and 2012, and for the years then ended, respectively. The information is certified by the Trustee in accordance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

4. **Summary of financial information certified by the Trustee** (continued):

STATEMENTS OF NET ASSETS:

Assets:	December 31,	
Investments at fair value:	2013	2012
International Stock Fund	\$ 1,605,332	\$ 1,460,942
Mid-Cap Growth Fund	5,132,315	4,052,979
Mid-Cap Value Fund	1,434,573	1,071,342
Small-Cap Stock Fund	2,182,471	1,881,020
Balanced Fund	2,553,265	1,851,171
Equity Income Fund	3,443,156	2,721,969
Spectrum Income Fund	2,509,360	2,612,502
Blue Chip Growth Fund	6,868,613	4,913,239
Vanguard 500 Index Signal	3,289,904	2,860,423
Pimco Total Return Instl. Fund	735,264	895,502
U.S. Treasury Money Fund	50,005	24,493
Retirement Income Fund	39,331	30,157
Retirement 2005 Fund	77,506	156,397
Retirement 2010 Fund	242,687	180,900
Retirement 2015 Fund	1,049,321	793,345
Retirement 2020 Fund	1,972,843	1,612,188
Retirement 2025 Fund	1,361,079	854,249
Retirement 2030 Fund	2,043,466	1,567,446
Retirement 2035 Fund	772,445	588,037
Retirement 2040 Fund	677,784	431,604
Retirement 2045 Fund	786,193	440,747
	38,826,913	31,000,652
Investments at contract value:		
Stable Value Fund	15,418,162	14,851,144
Receivables:		
Notes receivable from participants	1,590,293	1,574,103
Net assets available for Plan benefits	<u>\$55,835,368</u>	<u>\$47,425,899</u>

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

4. Summary of financial information certified by the Trustee (continued):

STATEMENTS OF CHANGES IN NET ASSETS

	Year Ended December 31,	
	<u>2013</u>	<u>2012</u>
Additions:		
Net appreciation in fair value of investments	\$ 6,931,891	\$ 3,091,426
Interest and dividend income, investments	1,556,635	1,303,678
Interest income on notes receivable from participants	73,326	74,130
Other income	25,508	21,992
Participant contributions	2,013,595	1,846,073
Participant rollover contributions	83,425	187,717
Employer contributions	<u>991,529</u>	<u>909,118</u>
Total additions	11,675,909	7,434,134
Deductions:		
Benefit payments	<u>3,266,440</u>	<u>1,722,115</u>
Net increase in net assets	8,409,469	5,712,019
Net assets, beginning of year	<u>47,425,899</u>	<u>41,713,880</u>
Net assets, end of year	<u>\$55,835,368</u>	<u>\$47,425,899</u>

5. Investments:

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

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

	Year Ended December 31,	
	<u>2013</u>	<u>2012</u>
Mutual funds:		
Growth Funds	\$2,192,368	\$ 935,192
Balanced Funds	1,381,053	1,007,909
Mid-Cap Funds	1,383,645	365,373
Value Fund	660,914	350,653
Large-Cap Funds	773,408	295,451
Small-Cap Fund	558,552	128,182
Index Fund	(18,049)	8,666
	<u>\$6,931,891</u>	<u>\$3,091,426</u>

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

5. **Investments** (continued):

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

	December 31,	
	2013	2012
Spectrum Income Fund, 200,962 shares	*	\$ 2,612,502
Blue Chip Growth Fund, 106,325 and 107,676 shares, respectively	\$ 6,868,613	4,913,239
Equity Income Fund, 104,846 and 102,910 shares, respectively	3,443,156	2,721,969
Mid-Cap Growth Fund, 70,518 and 71,772 shares, respectively	5,132,315	4,052,979
Vanguard 500 Index Signal, 23,379 and 26,358 shares, respectively	3,289,904	2,860,423
Stable Value Fund - N (contract value of \$15,418,162 and \$14,851,144, respectively) 15,418,162 and 14,851,144 shares, respectively	15,636,684	15,489,595

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

6. **Investment in fully benefit-responsive investment contract:**

The Plan, through its investment in the Stable Value Fund, has entered into a benefit-responsive investment contract (as described in Note 2). The Stable Value Fund, a collective trust, is a commingled pool that invests in (i) investment contracts issued by insurance companies and other financial institutions (ii) fixed income securities, and (iii) money market funds.

The Trustee maintains participant contributions in a general account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. In addition, the terms of the guaranteed investment contract do not permit the issuing insurance company to terminate the agreement prior to the scheduled maturity date.

Investment contracts have been presented in the financial statements at fair value, with a corresponding adjustment to contract value (as reported to the Plan by the Trustee), because such investments are deemed to be fully benefit-responsive in that they provide that trust participants may make withdrawals, or transfer all or a portion of their account balance, at contract value during the term of the contract. Contract value represents contributions made under the contract, plus earnings on the underlying investments, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of a contract issuer or otherwise.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

6. Investment in fully benefit-responsive investment contract (continued):

The weighted average yield earned by the Stable Value Fund for the years ended December 31, 2013 and 2012 was 2.06% and 2.36%, respectively. The weighted average yield credited to participant accounts during that same period was 2.29% and 2.45%, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan); (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan; or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan sponsor does not believe that any of the aforementioned events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

Issuers of investment contracts have certain rights to terminate a contract and settle at an amount that differs from contract value. Certain breaches by the trust of its obligations, representations, or warranties under the terms of an investment contract can result in its termination at market value. Investment contracts also may provide for termination with no payment obligation from the issuer if the performance of the contract constitutes a prohibited transaction under ERISA or other applicable law, if the trust or trustee suffers an insolvency, or if there is a change in law or accounting standards that makes it impermissible to account for an investment contract on a contract value basis.

As of December 31, 2013, the contract value of the Stable Value Fund was \$15,418,162 as compared to its fair value of \$15,636,684. An adjustment of \$218,522 has been made to the Statement of Net Assets Available for Plan Benefits to reflect contract value. As of December 31, 2012, the contract value of the Stable Value Fund was \$14,851,144 as compared to its fair value of \$15,489,595.

7. Federal income tax status:

The Plan received a determination letter from the Internal Revenue Service dated December 12, 2012, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related Trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt. Accordingly, no provision for federal income taxes is included in the Plan's financial statements.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

7. **Federal income tax status** (continued):

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

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

8. **Risks and uncertainties:**

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

9. **Related party transactions:**

Certain Plan investments are funds managed by T. Rowe Price Trust Company, the trustee of the Plan for the years ended December 31, 2013 and 2012, and, therefore, these transactions qualify as party-in-interest. Notes receivable from participants also qualify as party-in-interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

10. **Plan termination:**

The Company may, by resolution of its Board of Directors, amend or terminate the Plan at any time subject to provisions of ERISA. In the event the Plan is terminated, the Plan provides that the net assets of the trust fund, as allocated to the participants, are nonforfeitable, and after the net assets have been reduced to cash, the amounts shall be distributed to the participants in relation to their pro rata share of net assets.

11. **Nonexempt transactions:**

During the year ended December 31, 2013, the Company failed to remit \$2,757 of employee deferrals to the Trustee on a timely basis. The Company is in the process of making the necessary corrections to the affected participants' accounts to compensate those participants. The Company has not yet determined an estimated amount of potential lost investment earnings relating to this prohibited transaction. However, the amount is not expected to be material.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2013 and 2012

11. Nonexempt transactions (continued):

During the year ended December 31, 2010, the Company failed to remit \$35,434 of employee deferrals to the Trustee on a timely basis. The Company has made all the necessary corrections to the affected participants' accounts to compensate those participants during the year ended December 31, 2012.

12. Reconciliation of financial statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	<u>December 31,</u> <u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$55,886,059	\$47,464,994
Adjustment from contract value to fair value for fully benefit-responsive contracts	<u>218,522</u>	<u>638,451</u>
Net assets per Form 5500	<u><u>\$56,104,581</u></u>	<u><u>\$48,103,445</u></u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500:

	<u>Year Ended December 31,</u> <u>2013</u>	<u>2012</u>
Net increase in net assets available for benefits per the financial statements	\$8,421,065	\$5,698,694
Current year adjustment from contract value to fair value relating to fully benefit-responsive investment contracts	218,522	638,451
Prior year adjustment from contract value to fair value relating to fully benefit-responsive investment contracts	(<u>638,451</u>)	(<u>520,916</u>)
Net increase in net assets available for benefits per Form 5500	<u><u>\$8,001,136</u></u>	<u><u>\$5,816,229</u></u>

13. Subsequent events:

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

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

**SCHEDULE H, LINE 4(a) -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**

Year Ended December 31, 2013

Plan No: 006
EIN: 06-0852232

Total That Constitutes Nonexempt Prohibited Transactions

Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld					
2013					
\$ 2,757.42	✓	\$ 2,757.42	\$ -	\$ -	\$ -
2010					
\$ 23,696.00	✓	\$ -	\$ 23,696.00	\$ -	\$ -
\$ 11,738.00	✓	\$ -	\$ 11,738.00	\$ -	\$ -
\$ 35,434.00		\$ -	\$ 35,434.00	\$ -	\$ -
\$ 38,191.42		\$ 2,757.42	\$ 35,434.00	\$ -	\$ -

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

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

December 31, 2013

Plan No: 006
EIN: 06-0852232

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value
	Mutual funds:		
*	T. Rowe Price Trust Company International Stock Fund	98,487 shares	\$ 1,605,332
*	T. Rowe Price Trust Company Mid-Cap Growth Fund	70,518 shares	5,132,315
*	T. Rowe Price Trust Company Mid-Cap Value Fund	47,740 shares	1,434,573
*	T. Rowe Price Trust Company Small-Cap Stock Fund	48,978 shares	2,182,471
*	T. Rowe Price Trust Company Balanced Fund	109,960 shares	2,553,265
*	T. Rowe Price Trust Company Equity Income Fund	104,846 shares	3,443,156
*	T. Rowe Price Trust Company Spectrum Income Fund	196,658 shares	2,509,360
*	T. Rowe Price Trust Company Blue Chip Growth Fund	106,325 shares	6,868,613
	Vanguard 500 Index Signal	23,379 shares	3,289,904
	Pimco Total Return Institutional Fund	68,781 shares	735,264
*	T. Rowe Price Trust Company U.S. Treasury Money Fund	50,005 shares	50,005
*	T. Rowe Price Trust Company Retirement Income Fund	2,661 shares	39,331
*	T. Rowe Price Trust Company Retirement 2005 Fund	5,999 shares	77,506
*	T. Rowe Price Trust Company Retirement 2010 Fund	13,619 shares	242,687

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

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

December 31, 2013

Plan No: 006
EIN: 06-0852232

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value
*	T. Rowe Price Trust Company Retirement 2015 Fund	73,277 shares	1,049,321
*	T. Rowe Price Trust Company Retirement 2020 Fund	96,755 shares	1,972,843
*	T. Rowe Price Trust Company Retirement 2025 Fund	88,497 shares	1,361,079
*	T. Rowe Price Trust Company Retirement 2030 Fund	90,419 shares	2,043,466
*	T. Rowe Price Trust Company Retirement 2035 Fund	47,447 shares	772,445
*	T. Rowe Price Trust Company Retirement 2040 Fund	28,953 shares	677,784
*	T. Rowe Price Trust Company Retirement 2045 Fund	50,365 shares	<u>786,193</u>
	Total Mutual Funds		38,826,913
*	T. Rowe Price Trust Company Stable Value Fund	15,418,162 shares	15,636,684
*	Notes receivable from participants	230 participant loans maturing through September 2031, bearing interest at a range of 4.25% to 10.5%	<u>1,590,293</u>
	Total investments and notes receivable from participants (held at end of year)		<u>\$56,053,890</u>

* Indicates party-in-interest to the Plan.

Note: The cost column (d) is not applicable because all investment programs are fully participant-directed.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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

and ending

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here. ☒
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY	1b Three-digit plan number (PN) ► 006
	1c Effective date of plan 04/25/2002
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) AQUARION COMPANY 835 MAIN STREET BRIDGEPORT CT 06604-4914	2b Employer Identification Number (EIN) 06-0852232
	2c Sponsor's telephone number 203-362-3000
	2d Business code (see instructions) 221300

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

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

SIGN HERE		10/15/14	DONALD J. MORRISSEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/15/14	DONALD J. MORRISSEY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) Dworken, Hillman, LaMorte & Sterczala Four Corporate Dr. Suite 488 Shelton CT 06484			Preparer's telephone number (optional) 203-929-3535 +

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2013)
v. 130118

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

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

December 31, 2013

Plan No: 006
EIN: 06-0852232

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value
	Mutual funds:		
*	T. Rowe Price Trust Company International Stock Fund	98,487 shares	\$ 1,605,332
*	T. Rowe Price Trust Company Mid-Cap Growth Fund	70,518 shares	5,132,315
*	T. Rowe Price Trust Company Mid-Cap Value Fund	47,740 shares	1,434,573
*	T. Rowe Price Trust Company Small-Cap Stock Fund	48,978 shares	2,182,471
*	T. Rowe Price Trust Company Balanced Fund	109,960 shares	2,553,265
*	T. Rowe Price Trust Company Equity Income Fund	104,846 shares	3,443,156
*	T. Rowe Price Trust Company Spectrum Income Fund	196,658 shares	2,509,360
*	T. Rowe Price Trust Company Blue Chip Growth Fund	106,325 shares	6,868,613
	Vanguard 500 Index Signal	23,379 shares	3,289,904
	Pimco Total Return Institutional Fund	68,781 shares	735,264
*	T. Rowe Price Trust Company U.S. Treasury Money Fund	50,005 shares	50,005
*	T. Rowe Price Trust Company Retirement Income Fund	2,661 shares	39,331
*	T. Rowe Price Trust Company Retirement 2005 Fund	5,999 shares	77,506
*	T. Rowe Price Trust Company Retirement 2010 Fund	13,619 shares	242,687

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

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

December 31, 2013

Plan No: 006
EIN: 06-0852232

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value
*	T. Rowe Price Trust Company Retirement 2015 Fund	73,277 shares	1,049,321
*	T. Rowe Price Trust Company Retirement 2020 Fund	96,755 shares	1,972,843
*	T. Rowe Price Trust Company Retirement 2025 Fund	88,497 shares	1,361,079
*	T. Rowe Price Trust Company Retirement 2030 Fund	90,419 shares	2,043,466
*	T. Rowe Price Trust Company Retirement 2035 Fund	47,447 shares	772,445
*	T. Rowe Price Trust Company Retirement 2040 Fund	28,953 shares	677,784
*	T. Rowe Price Trust Company Retirement 2045 Fund	50,365 shares	<u>786,193</u>
	Total Mutual Funds		38,826,913
*	T. Rowe Price Trust Company Stable Value Fund	15,418,162 shares	15,636,684
*	Notes receivable from participants	230 participant loans maturing through September 2031, bearing interest at a range of 4.25% to 10.5%	<u>1,590,293</u>
	Total investments and notes receivable from participants (held at end of year)		<u>\$56,053,890</u>

* Indicates party-in-interest to the Plan.

Note: The cost column (d) is not applicable because all investment programs are fully participant-directed.

SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY

**SCHEDULE H, LINE 4(a) -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**

Year Ended December 31, 2013

Plan No: 006
EIN: 06-0852232

Total That Constitutes Nonexempt Prohibited Transactions

Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld					
2013					
\$ 2,757.42	✓	\$ 2,757.42	\$ -	\$ -	\$ -
2010					
\$ 23,696.00	✓	\$ -	\$ 23,696.00	\$ -	\$ -
\$ 11,738.00	✓	\$ -	\$ 11,738.00	\$ -	\$ -
\$ 35,434.00		\$ -	\$ 35,434.00	\$ -	\$ -
\$ 38,191.42		\$ 2,757.42	\$ 35,434.00	\$ -	\$ -