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 04/01/2013 and ending 03/31/2014

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 KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/31/1989

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

THE KLEINFELDER GROUP, INC.

550 WEST C STREET, STE. 1200
SAN DIEGO, CA 92101

2b Employer Identification Number (EIN)
68-0053138

2c Sponsor's telephone number
619-831-4600

2d Business code (see instructions)
541330

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.	01/14/2015	DEREK FISHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/14/2015	DAVID JOHNSON
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2004
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**	1489
b	Retired or separated participants receiving benefits	**6b**	123
c	Other retired or separated participants entitled to future benefits	**6c**	250
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1862
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f	Total. Add lines **6d** and **6e**.	**6f**	1865
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1843
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	113
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:
2I 2O

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

9a Plan funding arrangement (check all that apply)		**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)	[X] Trust	**(3)**	[X] 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

- **(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)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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 04/01/2013 and ending 03/31/2014

A Name of plan
THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE KLEINFELDER GROUP, INC.

D Employer Identification Number (EIN)
68-0053138

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

CROWE HORWATH LLP

35-0921680

(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	50198	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

U.S. BANK

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	37605	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FMV OPINIONS

33-0458254

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
34	NONE	30683	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)

MOSS-ADAMS LLP

91-0189318

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	15150	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

A Name of plan
THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE KLEINFELDER GROUP, INC.

D Employer Identification Number (EIN)
68-0053138

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1200000	1000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2659132	2547290
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	27416989	30530665
(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	31276121	34077955
Liabilities			
g Benefit claims payable	1g	20268	267062
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	70109
k Total liabilities (add all amounts in lines 1g through1j)	1k	20268	337171
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	31255853	33740784

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	1000000	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	637	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		637
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)	4205946	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		4205946

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5206583
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3426461	
(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)		3426461
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)	133636	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		133636
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3560097
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1646486
l Transfers of assets:			
(1) To this plan	2l(1)		978063
(2) From this plan	2l(2)		139618

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: MOSS-ADAMS LLP **(2)** EIN: 91-0189318

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
THE KLEINFELDER GROUP, INC. 401(K) PLAN	68-0053138	003

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 04/01/2013 and ending 03/31/2014

A Name of plan
THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE KLEINFELDER GROUP, INC.

D Employer Identification Number (EIN)
68-0053138

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): 41-6271370

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

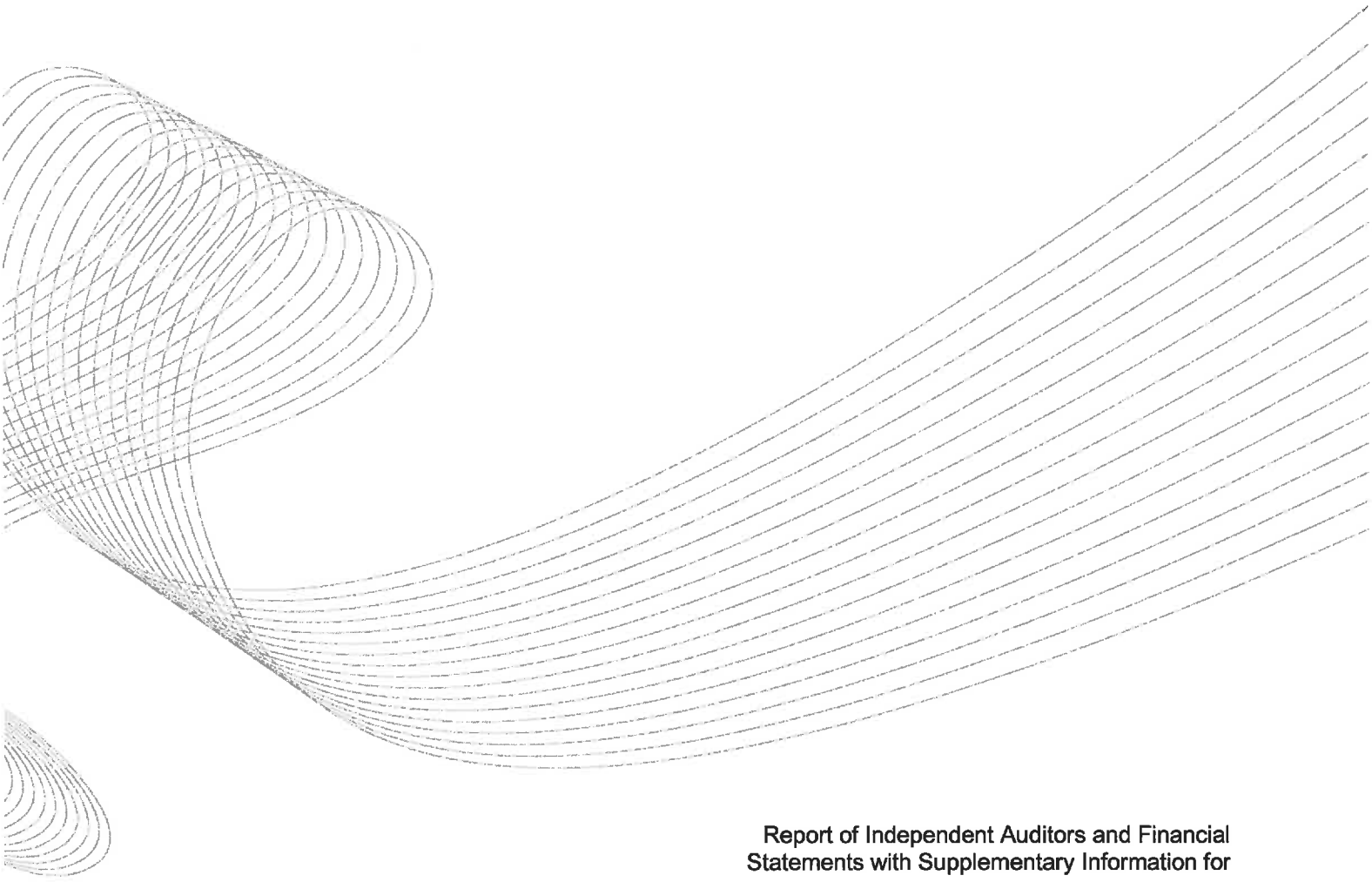
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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

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

a Enter the percentage of plan assets held as:
Stock: 00% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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



Report of Independent Auditors and Financial Statements with Supplementary Information for

The Kleinfelder Group, Inc. Employee Stock Ownership Plan

March 31, 2014 and 2013

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

CONTENTS

	PAGE
REPORT OF INDEPENDENT AUDITORS	1 and 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 – 13
SUPPLEMENTARY INFORMATION REQUIRED BY THE DEPARTMENT OF LABOR	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	14
Schedule H, Line 4(j) – Schedule of Reportable Transactions	15 and 16

MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Trustees of
The Kleinfelder Group, Inc. Employee Stock Ownership Plan

Report on Financial Statements

We have audited the accompanying financial statements of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of March 31, 2014 and 2013, the related statement of changes in net assets available for benefits for the year ended March 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Plan'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 Plan'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.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

MOSS-ADAMS LLP

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of March 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended March 31, 2014, 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 Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of March 31, 2014 and Schedule of Reportable Transactions for the year ended March 31, 2014 are presented for the purposes 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 taken as a whole.

Moss Adams LLP

San Diego, California
January 9, 2015

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MARCH 31, 2014 AND 2013

	March 31,	
	2014	2013
ASSETS		
Non-participant directed investments:		
The Kleinfelder Group, Inc. common stock	$ 30,530,665	$ 27,416,989
Money-market funds	2,547,290	2,659,132
Total investments	33,077,955	30,076,121
Employer contributions receivable	1,000,000	1,200,000
Total assets	34,077,955	31,276,121
LIABILITIES		
Accrued distributions	267,062	-
Other	70,109	20,268
Total liabilities	337,171	20,268
NET ASSETS AVAILABLE FOR BENEFITS	$ 33,740,784	$ 31,255,853

See accompanying notes.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED MARCH 31, 2014

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment return:		
Net appreciation in fair value of investments, common stock	$	4,205,946
Interest and dividends		637
		4,206,583
Employer stock contribution		1,000,000
KSOP transfers in		978,063
		1,978,063
Total additions		6,184,646
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		3,426,461
KSOP transfers out		139,618
Administrative expenses		133,636
Total deductions		3,699,715
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		2,484,931
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		31,255,853
End of year	$	33,740,784

See accompanying notes.

Note 1 – Description of the Plan

The following description of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the "Plan", "ESOP") provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of the Plan's provisions.

General – The Plan is a defined-contribution retirement plan covering substantially all employees of The Kleinfelder Group, Inc. (the "Company") and is subject to provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established in 1989. The Company is the Plan's sponsor and serves as plan administrator. The Plan operates under the terms of a trust agreement between The Kleinfelder Group, Inc. (a California Corporation) and a trustee. US Bank, N.A. was the Trustee during fiscal year 2013 through March 13, 2014. From March 14, 2014 through March 31, 2014, Evolve Bank and Trust was the Trustee of the Plan. The Trustee is given the authority to invest and manage all monies held in the Plan as directed by the Plan's Administrative Committee (the "Committee"), which is appointed by the Company's Board of Directors (the "Board").

Eligibility – Employees of the Company are eligible to participate in the Plan on April 1st or October 1st following the completion of 1,000 hours of service.

Amendment for KSOP transfers – Effective April 1, 2007, the Plan was amended to adopt a KSOP Addendum. The KSOP Addendum allows each participant who is also a participant in the Company's 401(k) plan to be eligible to make an election on each election date, as defined, to transfer funds immediately following the transfer date, as defined, from their 401(k) account to a separate participant account in the ESOP ("KSOP account") or from their KSOP account back to the 401(k) plan. Such assets will be invested primarily (or exclusively) in Company common stock upon participant election. Transfers from the 401(k) account may not include any employer contributions and/or earnings. All KSOP transfers must be a minimum of $150 and are not to exceed 15 percent of the combined balance of 401(k) employee deferrals and the KSOP account. Participants are 100 percent vested in their KSOP account balance, as they derive from employee deferrals to the 401(k) plan.

Contributions – Company contributions to the Plan are based on an annual determination made by the Board, not to exceed the amount deductible for federal tax purposes allowed by Section 404(a) of the Internal Revenue Code ("IRC"). Participants must complete at least 1,000 hours of service during the plan year and be employed as of the last day of the plan year to be eligible to receive contributions. A participant is also eligible to share in the allocation of contributions in the plan year of retirement, death, or disability. Contributions are allocated to participants in the same proportion as a participant's eligible compensation bears to the total of all participants' eligible compensation. The plan sponsor made contributions of approximately $1,000,000 for the year ended March 31, 2014. Contributions are subject to regulatory limits.

Participant accounts – Each participant's account is credited with the participant's KSOP transfers and allocations of (a) the Company's contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 – Description of the Plan (continued)

Vesting – Participants' accounts will become 100 percent vested and non-forfeitable under the following circumstances:

- The participant has completed at least six years of credited service;
- The participant dies or becomes totally and permanently disabled while employed; or
- The participant retires, at which time the sum of the participant's age and years of service equals or exceeds 70, provided that the participant has then attained at least age 50, and further provided that normal retirement age shall be no later than the time the participant has attained age 65.

If a participant's employment terminates prior to normal retirement or for a reason other than as a result of the participant's death or disability, the vested share of the account will depend on the number of years of credited service as follows:

Years of Credited Services	Percent of Account Vested
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

For the purpose of determining the vested share, credited service is the number of plan years in which the participant is credited with at least 1,000 hours of service, including service prior to commencement of the Plan. Any portion of the final balance in a participant's account which is not vested will become a forfeiture as of the allocation date of the plan year in which the participant incurs a one-year break in service. Forfeited balances are allocated between the remaining plan participants.

Payment of benefits – Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account in three annual installments.

In determining the value of a participant's vested interest in his or her account, the shares of Company common stock held therein are valued at the fair value as of the March 31 coinciding with or preceding the date of distribution. If a participant's employment terminates as a result of retirement (at normal retirement age), disability, or death, distribution will occur following the end of the plan year in which such retirement, disability, or death occurs.

Note 1 – Description of the Plan (continued)

Benefits will be distributed in the following manner:

- If the participant leaves the Company because of retirement, death or disability, the benefit will be distributed in a cash lump sum in the plan year following the plan year that includes the participant's determination date, unless the Company rehires the participant before the distribution date.

- If the participant leaves the Company and the value of the vested benefit is $5,000 or less the benefit will be distributed to the participant in a lump sum in the plan year following the plan year that includes the participant's termination date unless the Company rehires the participant before the distribution date. If the value of the vested benefit is $1,000 or less, and the participant does not give specific instructions to the Plan Administrator as to the form of payment the participant wishes to receive the lump sum distribution will be paid in cash. If the value of the vested benefit is in excess of $1,000 but less than $5,000 and the participant does not give specific instructions to the Plan Administrator as to the form of payment the participant wishes to receive the lump sum distribution will be paid in cash to an individual retirement account.

- If the participant leaves the Company for a reason other than retirement, death, or disability and the vested benefit is more than $5,000, the benefit will be distributed to the participant in three annual installments. The first installment will equal one-third of the vested account, the second installment will equal 50 percent of the remaining vested account and the third installment will be the remainder of the vested account.

Accrued distributions – Accrued distributions represent benefit payments requested by the participant, but not yet deducted from Plan assets as of year-end.

Forfeitures – Forfeitures are the non-vested portion of a participant's account that is lost upon termination of employment. As of March 31, 2014 and 2013, there were no unallocated forfeited amounts. During the year ended March 31, 2014, 3,600 shares of stock were allocated to participants from forfeited non-vested accounts.

Voting rights – Generally, the Committee will direct the Trustee on how to vote the shares. Participants who are active employees will decide how their shares of Company common stock will be voted for the election of the Board. In certain matters presented to Company shareholders for a vote, such as a liquidation or merger of the Company, current and terminated Plan participants may also have the right to decide how their shares of Company common stock will be voted.

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

Note 1 – Description of the Plan (continued)

Diversification – Once a participant has attained age 55 and completed at least six years of participation, as defined, in the Plan, they will be eligible to elect to diversify up to 25 percent of their Company common stock. If the participant elects to diversify, the Company will decide to either (1) distribute in cash or Company common stock (as decided by the Company) the portion that the participant elects to diversify; or (2) transfer cash directly to the 401(k) plan. If the diversified portion is distributed to the participant in cash or Company common stock, they can request that the funds be a direct rollover to an Individual Retirement Account or another qualified retirement plan that accepts rollover contributions. Any installment payments of a participant's vested ESOP benefit will count towards satisfying their diversification election.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, as well as disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

Payment of benefits – Benefits are recorded when paid.

Expenses – Certain administrative expenses are paid by the Company. Other expenses are paid by the Plan.

Note 2 – Summary of Significant Accounting Policies (continued)

Subsequent events – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are issued or are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits, but arose after the statement of net assets available for benefits date and before the financial statements are issued or are available to be issued.

Effective April 1, 2014, the Plan was amended to cease employer contributions to the plan and stipulate that no individual shall become a participant on or after April 1, 2014. Notwithstanding the immediately preceding sentence, a participant in the 401(k) Plan shall continue to be eligible to make an election to transfer funds from his/her 401(k) account to a KSOP account in accordance with existing plan provisions. All participants' accounts shall become 100 percent vested and non-forfeitable as of April 1, 2014.

The Plan has evaluated subsequent events through January 9, 2015, which is the date the financial statements were available to be issued.

Note 3 – Investments

Investments representing 5 percent or more of net assets available for benefits consist of the following as of March 31:

	2014	2013
The Kleinfelder Group, Inc. common stock	$ 30,530,665	$ 27,416,989
Vanguard money-market fund	*	2,234,393

* *Investment did not represent 5 percent or more of the net assets available for benefits in each respective year.*

Note 4 – Fair Value Measurements

The framework for measuring fair value 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 are described as follows:

Level 1 - Inputs to the valuation methodology that 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 that 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; 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 that are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within 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.

Following is a description of the valuation methodologies used for assets measured at fair value.

Privately held common stock (The Kleinfelder Group, Inc. common stock) – The investment in Company common stock is stated at fair value, as determined by an independent valuation.

Registered investment companies (money-market funds) – Valued at the net asset value ("NAV") of shares held by the Plan at year end using prices quoted by the relevant pricing agent on an active market.

Note 4 – Fair Value Measurements (continued)

The following tables disclose by level the fair value hierarchy of the Plan's assets at fair value as of March 31, 2014 and 2013:

	Investment Assets at Fair Value as of March 31, 2014			
	Level 1	Level 2	Level 3	Total
Privately held common stock:				
The Kleinfelder Group, Inc. common stock	$ -	$ -	$30,530,665	$30,530,665
Registered investments companies:				
Money-market funds	2,547,290	-	-	2,547,290
Total assets at fair value	$ 2,547,290	$ -	$30,530,665	$33,077,955

	Investment Assets at Fair Value as of March 31, 2013			
	Level 1	Level 2	Level 3	Total
Privately held common stock:				
The Kleinfelder Group, Inc. common stock	$ -	$ -	$27,416,989	$27,416,989
Registered investments companies:				
Money-market funds	2,659,132	-	-	2,659,132
Total assets at fair value	$ 2,659,132	$ -	$27,416,989	$30,076,121

The following table discloses the summary of changes in the fair value of the Plan's Level 3 investment assets for the year ended March 31, 2014:

Balance, beginning of year	$27,416,989
Unrealized gain for the period relating to assets still held at the reporting date	4,205,946
Receipt of prior year employer stock contribution receivable	1,200,000
Redemptions / payouts	(2,292,270)
Balance, end of year	$30,530,665

The fair value of the Company common stock held by the Plan is valued at fair value based upon an independent appraisal. This appraisal was based upon a combination of the market approach using the Guideline Public Companies and the Industry Acquisitions methods and the income approach using the discounted cash flow method.

Note 4 – Fair Value Measurements (continued)

The valuation process involves the Plan committee selecting an independent appraiser. Plan management accumulates the data for the appraiser from audited financial statements of the Company, financial information, and a five-year projection along with backlog data. The appraiser performs interviews of Company personnel related to business conditions and business development. The appraiser then prepares a preliminary report that Plan committee reviews in detail, discusses, and approves.

The following table sets forth the basic valuation techniques and inputs used in arriving at fair value:

Instrument	Valuation Technique	Unobservable Inputs	Range of Input Values/ (Weighted Avg)
Company common stock	Guideline public companies	Multiples	n/a
	Industry acquisition method	Multiples	n/a
	Discounted cash flow	Weighted average cost of capital 5-year forecast	n/a

Shares of the Company common stock held by the Plan and the related cost per share and fair value are as follows:

	Shares Held	Cost	Fair Market Value
March 31, 2014	1,251,770	$10,025,973	$30,530,665
March 31, 2013	1,303,708	$10,441,967	$27,416,989

Note 5 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 12, 2005 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities, primarily mutual funds and common stock of the Company. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the near-term could materially affect a participant's account balance and the amounts reported in the financial statements.

Note 7 – Party-in-Interest Transactions

Trustee – During the year ended March 31, 2014, the Plan incurred trustee fees of approximately $38,000 for the services provided.

Contract with administrator – The Plan has an agreement with Crowe Horwath, LLP to provide administrative services to the Plan. The Plan pays a base fee plus additional fees for services performed. During the year ended March 31, 2014, the Plan incurred administrative expenses of approximately $50,000 for the services provided.

Accounting services – The Plan engages Moss Adams LLP to provide accounting services at agreed-upon hourly rates. Total professional fees paid during the year ended March 31, 2014 were approximately $15,000.

Valuation services – The Company common stock is valued on an annual basis. The Plan engaged FMV Opinions, Inc. to provide these services for the year ended March 31, 2014. Fees paid by the Plan for the valuation services were approximately $31,000 for the year ended March 31, 2014.

Note 8 – Reconciliation to Form 5500

Form 5500, which is filed with the Department of Labor, has certain items that differ from the amounts shown on the accompanying statements of net assets available for benefits as of March 31, 2014 and 2013 and statement of changes in net assets available for benefits for the year ended March 31, 2014. These differences relate to classification only and have no effect on net assets available for benefits or changes therein.

Note 9 – Plan Termination

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

SUPPLEMENTARY INFORMATION
REQUIRED BY THE DEPARTMENT OF LABOR

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED MARCH 31, 2014

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par Value, or Maturity Value	Cost	Current Value
	Company common stock			
*	The Kleinfelder Group, Inc.	1,251,770 shares of common stock	$ 10,025,973	$ 30,530,665
*	Daily Income Money-Market Port Fiducuary CI	Registered investment company fund	896,529	896,529
	Vanguard Prime Money-Market Fund	Registered investment company fund	1,650,761	1,650,761
			$ 12,573,263	$ 33,077,955

* *Indicates party-in-interest.*

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MARCH 31, 2014

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Value on Transaction Date	(i) Net Gain or (Loss)
Category 1: A single transaction within the Plan year in excess of 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary Cl	Daily Income Money-Market Port Fiducuary Cl	$ 2,292,270	$ -	$ 2,292,270	$ 2,292,270	$ -
Daily Income Money-Market Port Fiducuary Cl	Daily Income Money-Market Port Fiducuary Cl	-	2,019,278	2,019,278	2,019,278	-
Daily Income Money-Market Port Fiducuary Cl	Daily Income Money-Market Port Fiducuary Cl	2,448,790	-	2,448,790	2,448,790	-
Daily Income Money-Market Port Fiducuary Cl	Daily Income Money-Market Port Fiducuary Cl	-	2,182,489	2,182,489	2,182,489	-
		$ 4,741,060	$ 4,201,767	$ 8,942,827	$ 8,942,827	$ -
The Kleinfelder Group, Inc.	Common stock	$ -	$ 2,292,270	$ 932,542	$ 2,292,270	$ 1,359,728
Vanguard Prime Money-Market	Vanguard Prime Money-Market	$ 2,019,278	$ -	$ 2,019,278	$ 2,019,278	$ -
Vanguard Prime Money-Market	Vanguard Prime Money-Market	-	2,441,776	2,441,776	2,441,776	-
		$ 2,019,278	$ 2,441,776	$ 4,461,054	$ 4,461,054	$ -
Category 3: Any transaction within the Plan year involving securities of the same issuer if within the Plan year any series of transactions with respect to such securities amount in the aggregate to more than 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary Cl	5.210 shares at $1.00 per share	$ 5	$ -	$ 5	$ 5	$ -
Daily Income Money-Market Port Fiducuary Cl	3.770 shares at $1.00 per share	4	-	4	4	-
Daily Income Money-Market Port Fiducuary Cl	11.350 shares at $1.00 per share	11	-	11	11	-
Daily Income Money-Market Port Fiducuary Cl	978,063.240 shares at $1.00 per share	978,063	-	978,063	978,063	-
Daily Income Money-Market Port Fiducuary Cl	6,254.020 shares at $1.00 per share	6,254	-	6,254	6,254	-
Daily Income Money-Market Port Fiducuary Cl	13.890 shares at $1.00 per share	14	-	14	14	-
Daily Income Money-Market Port Fiducuary Cl	31.650 shares at $1.00 per share	32	-	32	32	-
Daily Income Money-Market Port Fiducuary Cl	2,292,270 shares at $1.00 per share	2,292,270	-	2,292,270	2,292,270	-
Daily Income Money-Market Port Fiducuary Cl	57.380 shares at $1.00 per share	57	-	57	57	-
Daily Income Money-Market Port Fiducuary Cl	2,448,789.700 shares at $1.00 per share	2,448,790	-	2,448,790	2,448,790	-
Daily Income Money-Market Port Fiducuary Cl	48,077.330 shares at $1.00 per share	48,077	-	48,077	48,077	-
Daily Income Money-Market Port Fiducuary Cl	368.230 shares at $1.00 per share	368	-	368	368	-
Daily Income Money-Market Port Fiducuary Cl	18,505.470 shares at $1.00 per share	18,505	-	18,505	18,505	-
Daily Income Money-Market Port Fiducuary Cl	15,267.530 shares at $1.00 per share	15,268	-	15,268	15,268	-
Daily Income Money-Market Port Fiducuary Cl	7,669.120 shares at $1.00 per share	7,669	-	7,669	7,669	-
Daily Income Money-Market Port Fiducuary Cl	12,374.160 shares at $1.00 per share	12,374	-	12,374	12,374	-
Daily Income Money-Market Port Fiducuary Cl	51,159.520 shares at $1.00 per share	51,160	-	51,160	51,160	-
Daily Income Money-Market Port Fiducuary Cl	512,984.450 shares at $1.00 per share	512,984	-	512,984	512,984	-
Daily Income Money-Market Port Fiducuary Cl	9.950 shares at $1.00 per share	10	-	10	10	-
Daily Income Money-Market Port Fiducuary Cl	5,000 shares at $1.00 per share	5,000	-	5,000	5,000	-
Daily Income Money-Market Port Fiducuary Cl	4,156.380 shares at $1.00 per share	4,156	-	4,156	4,156	-
Daily Income Money-Market Port Fiducuary Cl	21.150 shares at $1.00 per share	21	-	21	21	-
Daily Income Money-Market Port Fiducuary Cl	4,644.900 shares at $1.00 per share	4,645	-	4,645	4,645	-
Daily Income Money-Market Port Fiducuary Cl	45,601.150 shares at $1.00 per share	45,601	-	45,601	45,601	-
Daily Income Money-Market Port Fiducuary Cl	22,168.100 shares at $1.00 per share	-	22,168	22,168	22,168	-
Daily Income Money-Market Port Fiducuary Cl	7,677.610 shares at $1.00 per share	-	7,678	7,678	7,678	-
Daily Income Money-Market Port Fiducuary Cl	35,035.250 shares at $1.00 per share	-	35,035	35,035	35,035	-
Daily Income Money-Market Port Fiducuary Cl	139,618.170 shares at $1.00 per share	-	139,618	139,618	139,618	-
Daily Income Money-Market Port Fiducuary Cl	7,649.570 shares at $1.00 per share	-	7,650	7,650	7,650	-
Daily Income Money-Market Port Fiducuary Cl	6,477.770 shares at $1.00 per share	-	6,478	6,478	6,478	-
Daily Income Money-Market Port Fiducuary Cl	833,892.430 shares at $1.00 per share	-	833,892	833,892	833,892	-
Daily Income Money-Market Port Fiducuary Cl	6,254.020 shares at $1.00 per share	-	6,254	6,254	6,254	-
Daily Income Money-Market Port Fiducuary Cl	4,534.820 shares at $1.00 per share	-	4,535	4,535	4,535	-
Daily Income Money-Market Port Fiducuary Cl	115.180 shares at $1.00 per share	-	115	115	115	-
Daily Income Money-Market Port Fiducuary Cl	2,019,277.660 shares at $1.00 per share	-	2,019,278	2,019,278	2,019,278	-
Daily Income Money-Market Port Fiducuary Cl	2,182,488.990 shares at $1.00 per share	-	2,182,489	2,182,489	2,182,489	-
Daily Income Money-Market Port Fiducuary Cl	48,077.330 shares at $1.00 per share	-	48,077	48,077	48,077	-
Daily Income Money-Market Port Fiducuary Cl	211.210shares at $1.00 per share	-	211	211	211	-

(continued)

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MARCH 31, 2014

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Value on Transaction Date	(i) Net Gain or (Loss)
Category 3: Any transaction within the Plan year involving securities of the same issuer if within the Plan year any series of transactions with respect to such securities amount in the aggregate to more than 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary CI	693.120 shares at $1.00 per share	$ -	$ 693	$ 693	$ 693	$ -
Daily Income Money-Market Port Fiducuary CI	368.230 shares at $1.00 per share	-	368	368	368	-
Daily Income Money-Market Port Fiducuary CI	18,469.460 shares at $1.00 per share	-	18,469	18,469	18,469	-
Daily Income Money-Market Port Fiducuary CI	15,267.530 shares at $1.00 per share	-	15,268	15,268	15,268	-
Daily Income Money-Market Port Fiducuary CI	3,677 shares at $1.00 per share	-	3,677	3,677	3,677	-
Daily Income Money-Market Port Fiducuary CI	3,834.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Daily Income Money-Market Port Fiducuary CI	3,834.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Daily Income Money-Market Port Fiducuary CI	12,374.160 shares at $1.00 per share	-	12,374	12,374	12,374	-
Daily Income Money-Market Port Fiducuary CI	25,579.760 shares at $1.00 per share	-	25,580	25,580	25,580	-
Daily Income Money-Market Port Fiducuary CI	25,412.550 shares at $1.00 per share	-	25,413	25,413	25,413	-
Daily Income Money-Market Port Fiducuary CI	512,984.450 shares at $1.00 per share	-	512,984	512,984	512,984	-
Daily Income Money-Market Port Fiducuary CI	9,000 shares at $1.00 per share	-	9,000	9,000	9,000	-
Daily Income Money-Market Port Fiducuary CI	5,000 shares at $1.00 per share	-	5,000	5,000	5,000	-
Daily Income Money-Market Port Fiducuary CI	9,951.540 shares at $1.00 per share	-	9,952	9,952	9,952	-
Daily Income Money-Market Port Fiducuary CI	4,156.380 shares at $1.00 per share	-	4,156	4,156	4,156	-
Daily Income Money-Market Port Fiducuary CI	4,644.900 shares at $1.00 per share	-	4,645	4,645	4,645	-
Daily Income Money-Market Port Fiducuary CI	5,848.880 shares at $1.00 per share	-	5,849	5,849	5,849	-
Daily Income Money-Market Port Fiducuary CI	10,000 shares at $1.00 per share	-	10,000	10,000	10,000	-
Daily Income Money-Market Port Fiducuary CI	45,601.150 shares at $1.00 per share	-	45,601	45,601	45,601	-
		$ 6,451,338	$ 6,030,177	$ 12,481,515	$ 12,481,515	$ -
The Kleinfelder Group, Inc.	109,000 shares at $21.03 per share	$ -	$ 2,292,270	$ 932,542	$ 2,292,270	$ 1,359,728
Vanguard Prime Money-Market	2,019,277.660 shares at $1.00 per share	$ 2,019,278	$ -	$ 2,019,278	$ 2,019,278	$ -
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	19.300 shares at $1.00 per share	19	-	19	19	-
Vanguard Prime Money-Market	23.170 shares at $1.00 per share	23	-	23	23	-
Vanguard Prime Money-Market	28.400 shares at $1.00 per share	28	-	28	28	-
Vanguard Prime Money-Market	22.110 shares at $1.00 per share	22	-	22	22	-
Vanguard Prime Money-Market	190.400 shares at $1.00 per share	190	-	190	190	-
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	18.910 shares at $1.00 per share	19	-	19	19	-
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	20.230 shares at $1.00 per share	20	-	20	20	-
Vanguard Prime Money-Market	14.570 shares at $1.00 per share	15	-	15	15	-
Vanguard Prime Money-Market	13 shares at $1.00 per share	13	-	13	13	-
Vanguard Prime Money-Market	20,538.970 shares at $1.00 per share	-	20,539	20,539	20,539	-
Vanguard Prime Money-Market	2,441,776.020 shares at $1.00 per share	-	2,441,776	2,441,776	2,441,776	-
Vanguard Prime Money-Market	12,907.130 shares at $1.00 per share	-	12,907	12,907	12,907	-
Vanguard Prime Money-Market	36,964.970 shares at $1.00 per share	-	36,965	36,965	36,965	-
Vanguard Prime Money-Market	11,112.360 shares at $1.00 per share	-	11,112	11,112	11,112	-
Vanguard Prime Money-Market	3,384.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Vanguard Prime Money-Market	25,579.76 shares at $1.00 per share	-	25,580	25,580	25,580	-
Vanguard Prime Money-Market	5,000 shares at $1.00 per share	-	5,000	5,000	5,000	-
Vanguard Prime Money-Market	45,601.150 shares at $1.00 per share	-	45,601	45,601	45,601	-
		$ 2,019,681	$ 2,603,315	$ 4,622,996	$ 4,622,996	$ -

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MARCH 31, 2014

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Value on Transaction Date	(l) Net Gain or (Loss)
Category 1: A single transaction within the Plan year in excess of 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary CI	Daily Income Money-Market Port Fiducuary CI	$ 2,292,270	$ -	$ 2,292,270	$ 2,292,270	$ -
Daily Income Money-Market Port Fiducuary CI	Daily Income Money-Market Port Fiducuary CI	-	2,019,278	2,019,278	2,019,278	-
Daily Income Money-Market Port Fiducuary CI	Daily Income Money-Market Port Fiducuary CI	2,448,790	-	2,448,790	2,448,790	-
Daily Income Money-Market Port Fiducuary CI	Daily Income Money-Market Port Fiducuary CI	-	2,182,489	2,182,489	2,182,489	-
		$ 4,741,060	$ 4,201,767	$ 8,942,827	$ 8,942,827	$ -
The Kleinfelder Group, Inc.	Common stock	$ -	$ 2,292,270	$ 932,542	$ 2,292,270	$ 1,359,728
Vanguard Prime Money-Market	Vanguard Prime Money-Market	$ 2,019,278	$ -	$ 2,019,278	$ 2,019,278	$ -
Vanguard Prime Money-Market	Vanguard Prime Money-Market	-	2,441,776	2,441,776	2,441,776	-
		$ 2,019,278	$ 2,441,776	$ 4,461,054	$ 4,461,054	$ -
Category 3: Any transaction within the Plan year involving securities of the same issuer if within the Plan year any series of transactions with respect to such securities amount in the aggregate to more than 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary CI	5.210 shares at $1.00 per share	$ 5	$ -	$ 5	$ 5	$ -
Daily Income Money-Market Port Fiducuary CI	3.770 shares at $1.00 per share	4	-	4	4	-
Daily Income Money-Market Port Fiducuary CI	11.350 shares at $1.00 per share	11	-	11	11	-
Daily Income Money-Market Port Fiducuary CI	978,063.240 shares at $1.00 per share	978,063	-	978,063	978,063	-
Daily Income Money-Market Port Fiducuary CI	6,254.020 shares at $1.00 per share	6,254	-	6,254	6,254	-
Daily Income Money-Market Port Fiducuary CI	13.890 shares at $1.00 per share	14	-	14	14	-
Daily Income Money-Market Port Fiducuary CI	31.650 shares at $1.00 per share	32	-	32	32	-
Daily Income Money-Market Port Fiducuary CI	2,292,270 shares at $1.00 per share	2,292,270	-	2,292,270	2,292,270	-
Daily Income Money-Market Port Fiducuary CI	57.380 shares at $1.00 per share	57	-	57	57	-
Daily Income Money-Market Port Fiducuary CI	2,448,789.700 shares at $1.00 per share	2,448,790	-	2,448,790	2,448,790	-
Daily Income Money-Market Port Fiducuary CI	48,077.330 shares at $1.00 per share	48,077	-	48,077	48,077	-
Daily Income Money-Market Port Fiducuary CI	368.230 shares at $1.00 per share	368	-	368	368	-
Daily Income Money-Market Port Fiducuary CI	18,505.470 shares at $1.00 per share	18,505	-	18,505	18,505	-
Daily Income Money-Market Port Fiducuary CI	15,267.530 shares at $1.00 per share	15,268	-	15,268	15,268	-
Daily Income Money-Market Port Fiducuary CI	7,669.120 shares at $1.00 per share	7,669	-	7,669	7,669	-
Daily Income Money-Market Port Fiducuary CI	12,374.160 shares at $1.00 per share	12,374	-	12,374	12,374	-
Daily Income Money-Market Port Fiducuary CI	51,159.520 shares at $1.00 per share	51,160	-	51,160	51,160	-
Daily Income Money-Market Port Fiducuary CI	512,984.450 shares at $1.00 per share	512,984	-	512,984	512,984	-
Daily Income Money-Market Port Fiducuary CI	9.950 shares at $1.00 per share	10	-	10	10	-
Daily Income Money-Market Port Fiducuary CI	5,000 shares at $1.00 per share	5,000	-	5,000	5,000	-
Daily Income Money-Market Port Fiducuary CI	4,156.380 shares at $1.00 per share	4,156	-	4,156	4,156	-
Daily Income Money-Market Port Fiducuary CI	21.150 shares at $1.00 per share	21	-	21	21	-
Daily Income Money-Market Port Fiducuary CI	4,644.900 shares at $1.00 per share	4,645	-	4,645	4,645	-
Daily Income Money-Market Port Fiducuary CI	45,601.150 shares at $1.00 per share	45,601	-	45,601	45,601	-
Daily Income Money-Market Port Fiducuary CI	22,168.100 shares at $1.00 per share	-	22,168	22,168	22,168	-
Daily Income Money-Market Port Fiducuary CI	7,677.610 shares at $1.00 per share	-	7,678	7,678	7,678	-
Daily Income Money-Market Port Fiducuary CI	35,035.250 shares at $1.00 per share	-	35,035	35,035	35,035	-
Daily Income Money-Market Port Fiducuary CI	139,618.170 shares at $1.00 per share	-	139,618	139,618	139,618	-
Daily Income Money-Market Port Fiducuary CI	7,649.570 shares at $1.00 per share	-	7,650	7,650	7,650	-
Daily Income Money-Market Port Fiducuary CI	6,477.770 shares at $1.00 per share	-	6,478	6,478	6,478	-
Daily Income Money-Market Port Fiducuary CI	833,892.430 shares at $1.00 per share	-	833,892	833,892	833,892	-
Daily Income Money-Market Port Fiducuary CI	6,254.020 shares at $1.00 per share	-	6,254	6,254	6,254	-
Daily Income Money-Market Port Fiducuary CI	4,534.820 shares at $1.00 per share	-	4,535	4,535	4,535	-
Daily Income Money-Market Port Fiducuary CI	115.180 shares at $1.00 per share	-	115	115	115	-
Daily Income Money-Market Port Fiducuary CI	2,019,277.660 shares at $1.00 per share	-	2,019,278	2,019,278	2,019,278	-
Daily Income Money-Market Port Fiducuary CI	2,182,488.990 shares at $1.00 per share	-	2,182,489	2,182,489	2,182,489	-
Daily Income Money-Market Port Fiducuary CI	48,077.330 shares at $1.00 per share	-	48,077	48,077	48,077	-
Daily Income Money-Market Port Fiducuary CI	211.210shares at $1.00 per share	-	211	211	211	-

(continued)

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MARCH 31, 2014

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Value on Transaction Date	(i) Net Gain or (Loss)
Category 3: Any transaction within the Plan year involving securities of the same issuer if within the Plan year any series of transactions with respect to such securities amount in the aggregate to more than 5 percent of the current value of the Plan assets:						
Daily Income Money-Market Port Fiducuary Cl	693.120 shares at $1.00 per share	$ -	$ 693	$ 693	$ 693	$ -
Daily Income Money-Market Port Fiducuary Cl	368.230 shares at $1.00 per share	-	368	368	368	-
Daily Income Money-Market Port Fiducuary Cl	18,469.460 shares at $1.00 per share	-	18,469	18,469	18,469	-
Daily Income Money-Market Port Fiducuary Cl	15,267.530 shares at $1.00 per share	-	15,268	15,268	15,268	-
Daily Income Money-Market Port Fiducuary Cl	3,677 shares at $1.00 per share	-	3,677	3,677	3,677	-
Daily Income Money-Market Port Fiducuary Cl	3,834.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Daily Income Money-Market Port Fiducuary Cl	3,834.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Daily Income Money-Market Port Fiducuary Cl	12,374.160 shares at $1.00 per share	-	12,374	12,374	12,374	-
Daily Income Money-Market Port Fiducuary Cl	25,579.760 shares at $1.00 per share	-	25,580	25,580	25,580	-
Daily Income Money-Market Port Fiducuary Cl	25,412.550 shares at $1.00 per share	-	25,413	25,413	25,413	-
Daily Income Money-Market Port Fiducuary Cl	512,984.450 shares at $1.00 per share	-	512,984	512,984	512,984	-
Daily Income Money-Market Port Fiducuary Cl	9,000 shares at $1.00 per share	-	9,000	9,000	9,000	-
Daily Income Money-Market Port Fiducuary Cl	5,000 shares at $1.00 per share	-	5,000	5,000	5,000	-
Daily Income Money-Market Port Fiducuary Cl	9,951.540 shares at $1.00 per share	-	9,952	9,952	9,952	-
Daily Income Money-Market Port Fiducuary Cl	4,156.380 shares at $1.00 per share	-	4,156	4,156	4,156	-
Daily Income Money-Market Port Fiducuary Cl	4,644.900 shares at $1.00 per share	-	4,645	4,645	4,645	-
Daily Income Money-Market Port Fiducuary Cl	5,848.880 shares at $1.00 per share	-	5,849	5,849	5,849	-
Daily Income Money-Market Port Fiducuary Cl	10,000 shares at $1.00 per share	-	10,000	10,000	10,000	-
Daily Income Money-Market Port Fiducuary Cl	45,601.150 shares at $1.00 per share	-	45,601	45,601	45,601	-
		$ 6,451,338	$ 6,030,177	$ 12,481,515	$ 12,481,515	$ -
The Kleinfelder Group, Inc.	109,000 shares at $21.03 per share	$ -	$ 2,292,270	$ 932,542	$ 2,292,270	$ 1,359,728
Vanguard Prime Money-Market	2,019,277.660 shares at $1.00 per share	$ 2,019,278	$ -	$ 2,019,278	$ 2,019,278	$ -
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	19.300 shares at $1.00 per share	19	-	19	19	-
Vanguard Prime Money-Market	23.170 shares at $1.00 per share	23	-	23	23	-
Vanguard Prime Money-Market	28.400 shares at $1.00 per share	28	-	28	28	-
Vanguard Prime Money-Market	22.110 shares at $1.00 per share	22	-	22	22	-
Vanguard Prime Money-Market	190.400 shares at $1.00 per share	190	-	190	190	-
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	18.910 shares at $1.00 per share	19	-	19	19	-
Vanguard Prime Money-Market	18.300 shares at $1.00 per share	18	-	18	18	-
Vanguard Prime Money-Market	20.230 shares at $1.00 per share	20	-	20	20	-
Vanguard Prime Money-Market	14.570 shares at $1.00 per share	15	-	15	15	-
Vanguard Prime Money-Market	13 shares at $1.00 per share	13	-	13	13	-
Vanguard Prime Money-Market	20,538.970 shares at $1.00 per share	-	20,539	20,539	20,539	-
Vanguard Prime Money-Market	2,441,776.020 shares at $1.00 per share	-	2,441,776	2,441,776	2,441,776	-
Vanguard Prime Money-Market	12,907.130 shares at $1.00 per share	-	12,907	12,907	12,907	-
Vanguard Prime Money-Market	36,964.970 shares at $1.00 per share	-	36,965	36,965	36,965	-
Vanguard Prime Money-Market	11,112.360 shares at $1.00 per share	-	11,112	11,112	11,112	-
Vanguard Prime Money-Market	3,384.560 shares at $1.00 per share	-	3,835	3,835	3,835	-
Vanguard Prime Money-Market	25,579.76 shares at $1.00 per share	-	25,580	25,580	25,580	-
Vanguard Prime Money-Market	5,000 shares at $1.00 per share	-	5,000	5,000	5,000	-
Vanguard Prime Money-Market	45,601.150 shares at $1.00 per share	-	45,601	45,601	45,601	-
		$ 2,019,681	$ 2,603,315	$ 4,622,996	$ 4,622,996	$ -

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTARY INFORMATION
EIN: 68-0053138
PLAN #: 001
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED MARCH 31, 2014

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par Value, or Maturity Value**	**Cost**	**Current Value**
	Company common stock			
*	The Kleinfelder Group, Inc.	1,251,770 shares of common stock	$ 10,025,973	$ 30,530,665
*	Daily Income Money-Market Port Fiducuary CI	Registered investment company fund	896,529	896,529
	Vanguard Prime Money-Market Fund	Registered investment company fund	1,650,761	1,650,761
			$ 12,573,263	$ 33,077,955

* *Indicates party-in-interest.*