

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1996</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>95-4025490</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>714-888-2525</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>423600</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1996</u>		2b Employer Identification Number (EIN) <u>95-4025490</u>		2c Sponsor's telephone number <u>714-888-2525</u>		2d Business code (see instructions) <u>423600</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/1996</u>											
2b Employer Identification Number (EIN) <u>95-4025490</u>											
2c Sponsor's telephone number <u>714-888-2525</u>											
2d Business code (see instructions) <u>423600</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MOTIVE ENERGY, INC.</u> <u>125 E. COMMERCIAL STREET</u> <u>BLDG B</u> <u>ANAHEIM, CA 92801</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	<u>Filed with authorized/valid electronic signature.</u>	<u>04/13/2015</u>	<u>GERARD MANGAN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>04/13/2015</u>	<u>GERARD MANGAN</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	132
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	141
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	19
d Subtotal. Add lines 6a , 6b , and 6c		6d	160
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	160
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	103
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTIVE ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>95-4025490</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

VINTAGE WEST CAPITAL MANAGEMENT

MOTIVE ENERGY PS,
3570 CARMEL MOUNTAIN ROAD,
SAN DIEGO, CA 92130

(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?
27 61	ADVISOR	4713	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	1025	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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
VINTAGE WEST CAPITAL MANAGEMENT	61	0
(d) Enter name and EIN (address) of source of indirect compensation OPP DEVELOPING MKT Y - OPPENHEIMER 13-2953455		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. \$5M+=0.25%		
(a) Enter service provider name as it appears on line 2 VINTAGE WEST CAPITAL MANAGEMENT		
(b) Service Codes (see instructions) 61		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation OPPHMR GLOBAL OPPS Y - OPPENHEIMER 13-2953455		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. \$5M+=0.25%		
(a) Enter service provider name as it appears on line 2 VINTAGE WEST CAPITAL MANAGEMENT		
(b) Service Codes (see instructions) 61		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation PUTNAM INCOME Y - PUTNAM RETAIL MG 04-1223767		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. \$0-<\$1M=1.00%, \$1M-<\$2M=0.75%, \$2M+=0.50%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ALL/B DISC GR ADV - ALLIANCEBERNST 13-3211780	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
FKLN RISING DIVS ADV - FRANKLIN TE 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
GS SM CAP VALUE INST - GOLDMAN, SA 13-5108880	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JANUS HIGH YIELD I - JANUS SERVICE 43-1804048	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JPM EQUITY INCOME R5 - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JPM LG CAP GROWTH R5 - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation MAINSTAY FLOAT RAT I - NYLIM SERVI 52-2206685		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation MFS UTILITIES R4 - MFS SERVICE CEN 04-2865649		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.15%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation OPP DEVELOPING MKT Y - OFI GLOBAL TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
OPPHMR GLOBAL OPPS Y - OFI GLOBAL TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PUTNAM INCOME Y - PUTNAM INVESTOR 04-2539562	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
SCOUT MID CAP - UMB FUND SERVICES 39-1657495	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TRP NEW HORIZONS - T. ROWE PRICE S 52-2269240	0.15%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WFA PREC METALS I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2		
(d) Enter name and EIN (address) of source of indirect compensation		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTIVE ENERGY, INC.</u>		D Employer Identification Number (EIN) <u>95-4025490</u>

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	16148
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	116872	166204
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2312299	3199175
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2429171	3381527

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2429171	3381527
---	-----------	---------	---------

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)	112049	
(B) Participants	2a(1)(B)	318881	
(C) Others (including rollovers)	2a(1)(C)	165746	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		596676
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	5966	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5966
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	178787	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		178787
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		258801
c Other income.....	2c		-1
d Total income. Add all income amounts in column (b) and enter total.....	2d		1040229

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	81205	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		81205
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	6668	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6668
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		87873

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		952356
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: BEACH FREEMAN LIM AND CLELAND

(2) EIN: 56-2306396

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		197931
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	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

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

A Name of plan <u>MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTIVE ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>95-4025490</u>

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

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

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

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

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2013

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beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN
Los Angeles, California

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

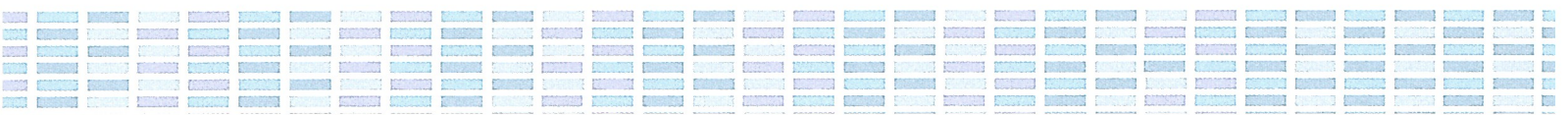
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by State Street Bank and Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from February 1, 2013 to December 31, 2013, and that State Street Bank held the Plan's investment assets and executed investment transactions as of December 31, 2012, and for the period January 1, 2012 to January 31, 2013. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustees is complete and accurate.



Disclaimer of Opinion

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

Other Matter

The supplementary schedules of assets (held at end of year) and delinquent participant contributions are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 supplementary 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 supplementary 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

October 13, 2014

\\XC.LAN\BFLC\$\DATA\MAIN\CLIENTS\2263\02 - MOTIVE ENERGY & TELECOMMUNICATIONS, INC\2013\401(K)\2013 MOTIVE 401(K) AUDIT\

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MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

ASSETS

	<u>2013</u>	<u>2012</u>
Investments		
Mutual funds	\$ 3,199,174	\$ 2,312,299
Money market	<u>16,148</u>	<u>-</u>
	<u>3,215,322</u>	<u>2,312,299</u>
Receivables		
Participant contributions	22,668	14,166
Employer contributions	120,378	117,899
Notes receivable from participants	<u>166,204</u>	<u>116,872</u>
	<u>309,250</u>	<u>248,937</u>
	<u>3,524,572</u>	<u>2,561,236</u>

LIABILITIES

Contributions Payable	<u>9,619</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 3,514,953</u>	<u>\$ 2,561,236</u>

See accompanying notes to financial statements.

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

Changes to Net Assets Attributed to:

Investment income

Dividends	\$ 178,787
Net appreciation in fair value of investments	<u>258,799</u>

437,586

Interest on notes receivable from participants

5,966

Contributions

Participants	317,764
Employer	114,528
Rollovers	<u>165,746</u>

598,038

1,041,590

Deductions from Net Assets Attributed to:

Benefits paid to participants

81,205

Administrative expenses

6,668

87,873

Net Increase

953,717

Net Assets Available for Benefits, Beginning of Year

2,561,236

Net Assets Available for Benefits, End of Year

\$ 3,514,953

See accompanying notes to financial statements.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Motive Energy, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all employees of Motive Energy, Inc. and its included affiliates, Motive Telecommunications, Inc., Advanced Charging Technologies, Inc., Vertical Manufacturing, LLC and Performance Plus Distributing, Inc. (collectively, the "Company").

In order to satisfy eligibility requirements, the Plan requires employees to attain age 21 and complete one year of service and 1,000 hours.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to the lesser of 88% of eligible pay or the maximum contribution of \$17,500 (plus a \$5,500 catch up provision for participants that have attained age 50), in accordance with the Internal Revenue Code (the "IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market account as investment options for participants.

The Plan provides for discretionary Company matching contributions. Currently the Company makes a discretionary matching contribution of 100%, up to 2% of a participant's compensation. In order to qualify for the discretionary contributions, a participant must be employed on the last day of the year.

The Plan also provides the Company an option of making non-elective contributions. No such contributions were made by the Company during 2013.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contributions as well as allocations of the Company's discretionary contributions and Plan earnings (losses). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest 20% per year beginning after the second year of service and become fully vested after six years of credited service.

Notes Receivable from Participants

Participants may borrow from their accounts up to a maximum of the lesser of 50% of their vested account balance and \$50,000. The loans are secured by the balance in the participant's account and bear interest at the prime rate as published in the The Wall Street Journal, plus one percentage point. Loans must be repaid over a maximum five year period, unless it is for the purchase of a principal residence, in which case the loan repayment may not extend beyond ten years from the date of the loan. Principal and interest is paid ratably through bi-monthly payroll deductions.

Payment of Benefits

In the event of termination of employment, retirement, disability or death, a participant may elect to (a) receive a lump sum distribution equal to the value of his/her account, (b) request a direct rollover, or (c) may leave the funds in the Plan as deferred vested benefits until required by law to receive minimum distributions. All distributions are made subject to the applicable provisions of the Plan document. Vested account balances payable that are less than or equal to \$1,000 will be distributed as a lump sum distribution as directed by the Plan administrator.

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$6,011 and \$15,972, respectively. Forfeitures of terminated participants' nonvested accounts may be used to pay administrative expenses of the Plan or to reduce employer contributions. In 2013, \$5,850 from forfeited nonvested accounts was used to reduce employer contributions to the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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 reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

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 in an orderly transaction between market participants at the measurement date.

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

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. These contributions are refunded to participants subsequent to year end.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Risks and Uncertainties

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

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 3 - PLAN TERMINATION

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

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, custodian, and recordkeeper of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Notes receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company and State Street Bank, the trustees of the Plan for 2013 and 2012, respectively, have certified that the following data included in the accompanying financial statements and supplementary schedule(s) are complete and accurate with respect to investments and notes receivable from participants:

- Investments at fair value
- Notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary schedule(s).

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 6 - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are as follows:

	<u>2013</u>
<i>Fidelity Management Trust Company</i>	
FA Freedom 2030 I	\$ 646,952
FA Freedom 2035 I	\$ 512,914
FA Freedom 2015 I	\$ 368,828
FA Freedom 2040 I	\$ 362,022
FA Freedom 2025 I	\$ 344,797
FA Freedom 2045 I	\$ 182,196
	<u>2012</u>
<i>State Street Bank</i>	
AB Conservative Wealth Strategy - A	\$ 327,533
Alliancebern 2035 Ret Strat - A	\$ 166,647
Nationwide Government Bond - A	\$ 163,949
Alliancebern 2015 Ret Strat - A	\$ 159,529
Alliancebern 2040 Ret Strat - A	\$ 135,833

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan is therefore exempt from federal income taxes under the provisions of Section 501(a) of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan's tax counsel believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The statute of limitations is generally three years from the time the Form 5500 is filed.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 3,514,953	\$ 2,561,236
Less:		
Participant contributions receivable	(22,668)	(14,166)
Employer contributions receivable	(120,378)	(117,899)
Add:		
Contributions payable	9,619	-
Rounding	<u>1</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 3,381,527</u>	<u>\$ 2,429,171</u>

The following is a reconciliation of the changes in net assets available for benefits to the Form 5500:

Net increase per the financial statements	\$ 953,717
Add:	
Net change in contributions payable	9,619
Rounding	1
Less:	
Net change in participant contributions receivable	(8,502)
Net change in employer contributions receivable	<u>(2,479)</u>
Net income per Form 5500	<u>\$ 952,356</u>

NOTE 9 - 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) and the lowest priority to unobservable inputs (level 3).

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 are described 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; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Money market funds: Highly liquid instruments purchased with an initial maturity of three months or less and considered to be cash equivalents valued using level 1 inputs.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and valued using level 1 inputs.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012.

**Assets at Fair Value as of
December 31, 2013**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ 16,148	\$ -	\$ -	\$ 16,148
Mutual funds:				
Mid/Large Cap Stock	2,880,150	-	-	2,880,150
Fixed Income	220,714	-	-	220,714
International	67,671	-	-	67,671
Small Cap Stock	<u>30,639</u>	<u>-</u>	<u>-</u>	<u>30,639</u>
Assets at fair value	<u>\$ 3,215,322</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,215,322</u>

**Assets at Fair Value as of
December 31, 2012**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Income	\$ 301,514	\$ -	\$ -	\$ 301,514
Growth & income	1,364,528	-	-	1,364,528
Growth	255,856	-	-	255,856
Aggressive growth	<u>390,401</u>	<u>-</u>	<u>-</u>	<u>390,401</u>
Assets at fair value	<u>\$ 2,312,299</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,312,299</u>

NOTE 10 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 13, 2014, the date at which the financial statements were available to be issued. The Plan is not aware of any significant events that occurred subsequent to the statement of net assets available for benefits date, but prior to October 13, 2014, that would have a material impact on its financial statements.

SUPPLEMENTARY INFORMATION

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**EMPLOYER IDENTIFICATION NUMBER 95-4025490
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)

DECEMBER 31, 2013

(a)	(b) Identity of borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Fidelity	FA FREEDOM 2030 I	\$ 646,952
*	Fidelity	FA FREEDOM 2035 I	512,914
*	Fidelity	FA FREEDOM 2015 I	368,828
*	Fidelity	FA FREEDOM 2040 I	362,022
*	Fidelity	FA FREEDOM 2025 I	344,797
*	Fidelity	FA FREEDOM 2045 I	182,196
*	Fidelity	FA FREEDOM 2005 I	162,150
*	Fidelity	FA FREEDOM 2020 I	120,860
	Spartan	SPTN 500 INDEX ADV	79,552
	Oppenheimer	OPP DEVELOPING MKT Y	66,200
*	Fidelity	FA FREEDOM 2050 I	63,438
	T Rowe Price	TRP NEW HORIZONS	50,672
	AllianceBernstein	ALL/B DISC GR ADV	44,169
	Franklin Templeton	FKLN RISING DIVS ADV	40,315
	Goldman Sachs	GS SM CAP VALUE INST	30,249
	Pimco	PIM TOTAL RT INST	28,577
*	Fidelity	FA MATERIALS INST	28,113
*	Fidelity	FA STRAT INCOME I	25,029
*	Fidelity	FID RETIRE MMKT	16,148
*	Fidelity	FA FREEDOM 2010 I	13,159
*	Fidelity	FA FREEDOM 2055 INST	8,580
	Scout	SCOUT MID CAP	6,059
	JP Morgan	JPM LG CAP GROWTH R5	3,115
	Janus	JANUS HIGH YIELD I	2,845
	JP Morgan	JPM EQUITY INCOME R5	1,630
	Oppenheimer	OPPHMR GLOBAL OPPTS Y	1,472
*	Fidelity	FA FREEDOM INC I	1,039
	Pimco	PIM RE REAL RET INST	1,021
	Spartan	SPTN MID CAP IDX ADV	842
	Putnam	PUTNAM INCOME Y	747

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**EMPLOYER IDENTIFICATION NUMBER 95-4025490
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)

DECEMBER 31, 2013

(a)	(b) Identity of borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Wells Fargo	WFA PREC METALS I	732
	Spartan	SPTN SM CAP IDX ADV	390
	MainStay	MAINSTAY FLOR RAT I	326
	MFS	MFS UTILITIES R4	184
			<u>3,215,322</u>
*	Participants	Notes receivable from participants - Maturity 2014 to 2023, Interest 4.25% - 6.00%	<u>166,204</u>
			<u>\$ 3,381,526</u>
*	Party-in-interest to the Plan for which a statutory exemption exists		

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

EMPLOYER IDENTIFICATION NUMBER 95-4025490
PLAN NUMBER 001

Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions

FOR THE YEAR ENDED DECEMBER 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51

January 31, 2013	-	-	\$ 8,829	-
February 15, 2013	-	-	\$ 8,250	-
February 28, 2013	-	-	\$ 9,426	-
March 15, 2013	-	-	\$ 8,357	-
March 31, 2013	-	-	\$ 7,065	-
April 1, 2013	-	-	\$ 16,396	-
April 15, 2013	-	-	\$ 7,977	-
April 30, 2013	-	-	\$ 15,678	-
May 15, 2013	-	-	\$ 8,763	-
May 31, 2013	-	-	\$ 286	-
June 14, 2013	-	-	\$ 13,966	-
June 14, 2013	-	-	\$ 1,442	-
March 31, 2013	-	-	\$ 471	-
June 28, 2013	-	-	\$ 12,425	-
July 15, 2013	-	-	\$ 9,405	-
August 31, 2013	-	-	\$ 34,703	-
September 30, 2013	-	-	\$ 18,097	-
November 29, 2013	-	-	\$ 16,395	-

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2013

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beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
MOTIVE ENERGY, INC. 401(K) PROFIT SHARING PLAN
Los Angeles, California

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

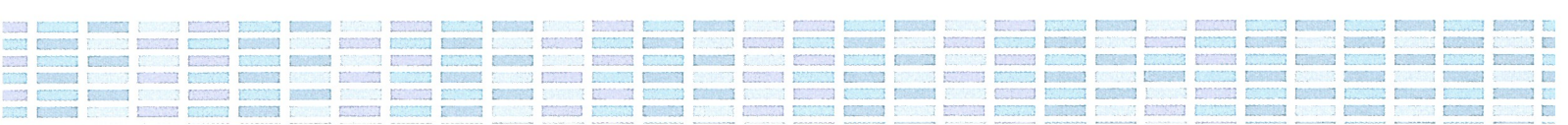
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by State Street Bank and Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from February 1, 2013 to December 31, 2013, and that State Street Bank held the Plan's investment assets and executed investment transactions as of December 31, 2012, and for the period January 1, 2012 to January 31, 2013. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustees is complete and accurate.



Disclaimer of Opinion

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

Other Matter

The supplementary schedules of assets (held at end of year) and delinquent participant contributions are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 supplementary 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 supplementary 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



October 13, 2014

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

ASSETS

	<u>2013</u>	<u>2012</u>
Investments		
Mutual funds	\$ 3,199,174	\$ 2,312,299
Money market	<u>16,148</u>	<u>-</u>
	<u>3,215,322</u>	<u>2,312,299</u>
Receivables		
Participant contributions	22,668	14,166
Employer contributions	120,378	117,899
Notes receivable from participants	<u>166,204</u>	<u>116,872</u>
	<u>309,250</u>	<u>248,937</u>
	<u>3,524,572</u>	<u>2,561,236</u>

LIABILITIES

Contributions Payable	<u>9,619</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 3,514,953</u>	<u>\$ 2,561,236</u>

See accompanying notes to financial statements.

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

Changes to Net Assets Attributed to:

Investment income

Dividends	\$ 178,787
Net appreciation in fair value of investments	<u>258,799</u>

437,586

Interest on notes receivable from participants

5,966

Contributions

Participants	317,764
Employer	114,528
Rollovers	<u>165,746</u>

598,038

1,041,590

Deductions from Net Assets Attributed to:

Benefits paid to participants

81,205

Administrative expenses

6,668

87,873

Net Increase

953,717

Net Assets Available for Benefits, Beginning of Year

2,561,236

Net Assets Available for Benefits, End of Year

\$ 3,514,953

See accompanying notes to financial statements.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Motive Energy, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all employees of Motive Energy, Inc. and its included affiliates, Motive Telecommunications, Inc., Advanced Charging Technologies, Inc., Vertical Manufacturing, LLC and Performance Plus Distributing, Inc. (collectively, the "Company").

In order to satisfy eligibility requirements, the Plan requires employees to attain age 21 and complete one year of service and 1,000 hours.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to the lesser of 88% of eligible pay or the maximum contribution of \$17,500 (plus a \$5,500 catch up provision for participants that have attained age 50), in accordance with the Internal Revenue Code (the "IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market account as investment options for participants.

The Plan provides for discretionary Company matching contributions. Currently the Company makes a discretionary matching contribution of 100%, up to 2% of a participant's compensation. In order to qualify for the discretionary contributions, a participant must be employed on the last day of the year.

The Plan also provides the Company an option of making non-elective contributions. No such contributions were made by the Company during 2013.

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contributions as well as allocations of the Company's discretionary contributions and Plan earnings (losses). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest 20% per year beginning after the second year of service and become fully vested after six years of credited service.

Notes Receivable from Participants

Participants may borrow from their accounts up to a maximum of the lesser of 50% of their vested account balance and \$50,000. The loans are secured by the balance in the participant's account and bear interest at the prime rate as published in the The Wall Street Journal, plus one percentage point. Loans must be repaid over a maximum five year period, unless it is for the purchase of a principal residence, in which case the loan repayment may not extend beyond ten years from the date of the loan. Principal and interest is paid ratably through bi-monthly payroll deductions.

Payment of Benefits

In the event of termination of employment, retirement, disability or death, a participant may elect to (a) receive a lump sum distribution equal to the value of his/her account, (b) request a direct rollover, or (c) may leave the funds in the Plan as deferred vested benefits until required by law to receive minimum distributions. All distributions are made subject to the applicable provisions of the Plan document. Vested account balances payable that are less than or equal to \$1,000 will be distributed as a lump sum distribution as directed by the Plan administrator.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$6,011 and \$15,972, respectively. Forfeitures of terminated participants' nonvested accounts may be used to pay administrative expenses of the Plan or to reduce employer contributions. In 2013, \$5,850 from forfeited nonvested accounts was used to reduce employer contributions to the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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 reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

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 in an orderly transaction between market participants at the measurement date.

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

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. These contributions are refunded to participants subsequent to year end.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Risks and Uncertainties

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

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 3 - PLAN TERMINATION

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

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, custodian, and recordkeeper of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Notes receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company and State Street Bank, the trustees of the Plan for 2013 and 2012, respectively, have certified that the following data included in the accompanying financial statements and supplementary schedule(s) are complete and accurate with respect to investments and notes receivable from participants:

- Investments at fair value
- Notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary schedule(s).

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 6 - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are as follows:

	<u>2013</u>
<i>Fidelity Management Trust Company</i>	
FA Freedom 2030 I	\$ 646,952
FA Freedom 2035 I	\$ 512,914
FA Freedom 2015 I	\$ 368,828
FA Freedom 2040 I	\$ 362,022
FA Freedom 2025 I	\$ 344,797
FA Freedom 2045 I	\$ 182,196
	<u>2012</u>
<i>State Street Bank</i>	
AB Conservative Wealth Strategy - A	\$ 327,533
Alliancebern 2035 Ret Strat - A	\$ 166,647
Nationwide Government Bond - A	\$ 163,949
Alliancebern 2015 Ret Strat - A	\$ 159,529
Alliancebern 2040 Ret Strat - A	\$ 135,833

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan is therefore exempt from federal income taxes under the provisions of Section 501(a) of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan's tax counsel believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The statute of limitations is generally three years from the time the Form 5500 is filed.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 3,514,953	\$ 2,561,236
Less:		
Participant contributions receivable	(22,668)	(14,166)
Employer contributions receivable	(120,378)	(117,899)
Add:		
Contributions payable	9,619	-
Rounding	<u>1</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 3,381,527</u>	<u>\$ 2,429,171</u>

The following is a reconciliation of the changes in net assets available for benefits to the Form 5500:

Net increase per the financial statements	\$ 953,717
Add:	
Net change in contributions payable	9,619
Rounding	1
Less:	
Net change in participant contributions receivable	(8,502)
Net change in employer contributions receivable	<u>(2,479)</u>
Net income per Form 5500	<u>\$ 952,356</u>

NOTE 9 - 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) and the lowest priority to unobservable inputs (level 3).

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 are described 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; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Money market funds: Highly liquid instruments purchased with an initial maturity of three months or less and considered to be cash equivalents valued using level 1 inputs.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and valued using level 1 inputs.

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2013

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012.

**Assets at Fair Value as of
December 31, 2013**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ 16,148	\$ -	\$ -	\$ 16,148
Mutual funds:				
Mid/Large Cap Stock	2,880,150	-	-	2,880,150
Fixed Income	220,714	-	-	220,714
International	67,671	-	-	67,671
Small Cap Stock	<u>30,639</u>	<u>-</u>	<u>-</u>	<u>30,639</u>
Assets at fair value	<u>\$ 3,215,322</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,215,322</u>

**Assets at Fair Value as of
December 31, 2012**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Income	\$ 301,514	\$ -	\$ -	\$ 301,514
Growth & income	1,364,528	-	-	1,364,528
Growth	255,856	-	-	255,856
Aggressive growth	<u>390,401</u>	<u>-</u>	<u>-</u>	<u>390,401</u>
Assets at fair value	<u>\$ 2,312,299</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,312,299</u>

NOTE 10 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 13, 2014, the date at which the financial statements were available to be issued. The Plan is not aware of any significant events that occurred subsequent to the statement of net assets available for benefits date, but prior to October 13, 2014, that would have a material impact on its financial statements.

SUPPLEMENTARY INFORMATION

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**EMPLOYER IDENTIFICATION NUMBER 95-2104587
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)

DECEMBER 31, 2013

(a)	(b) Identity of borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Fidelity	FA FREEDOM 2030 I	\$ 646,952
*	Fidelity	FA FREEDOM 2035 I	512,914
*	Fidelity	FA FREEDOM 2015 I	368,828
*	Fidelity	FA FREEDOM 2040 I	362,022
*	Fidelity	FA FREEDOM 2025 I	344,797
*	Fidelity	FA FREEDOM 2045 I	182,196
*	Fidelity	FA FREEDOM 2005 I	162,150
*	Fidelity	FA FREEDOM 2020 I	120,860
	Spartan	SPTN 500 INDEX ADV	79,552
	Oppenheimer	OPP DEVELOPING MKT Y	66,200
*	Fidelity	FA FREEDOM 2050 I	63,438
	T Rowe Price	TRP NEW HORIZONS	50,672
	AllianceBernstein	ALL/B DISC GR ADV	44,169
	Franklin Templeton	FKLN RISING DIVS ADV	40,315
	Goldman Sachs	GS SM CAP VALUE INST	30,249
	Pimco	PIM TOTAL RT INST	28,577
*	Fidelity	FA MATERIALS INST	28,113
*	Fidelity	FA STRAT INCOME I	25,029
*	Fidelity	FID RETIRE MMKT	16,148
*	Fidelity	FA FREEDOM 2010 I	13,159
*	Fidelity	FA FREEDOM 2055 INST	8,580
	Scout	SCOUT MID CAP	6,059
	JP Morgan	JPM LG CAP GROWTH R5	3,115
	Janus	JANUS HIGH YIELD I	2,845
	JP Morgan	JPM EQUITY INCOME R5	1,630
	Oppenheimer	OPPHMR GLOBAL OPPTS Y	1,472
*	Fidelity	FA FREEDOM INC I	1,039
	Pimco	PIM RE REAL RET INST	1,021
	Spartan	SPTN MID CAP IDX ADV	842
	Putnam	PUTNAM INCOME Y	747

**MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN**

**EMPLOYER IDENTIFICATION NUMBER 95-2104587
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)

DECEMBER 31, 2013

(a)	(b) Identity of borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Wells Fargo	WFA PREC METALS I	732
	Spartan	SPTN SM CAP IDX ADV	390
	MainStay	MAINSTAY FLOR RAT I	326
	MFS	MFS UTILITIES R4	184
			<u>3,215,322</u>
*	Participants	Notes receivable from participants - Maturity 2014 to 2023, Interest 4.25% - 6.00%	<u>166,204</u>
			<u>\$ 3,381,526</u>
*	Party-in-interest to the Plan for which a statutory exemption exists		

MOTIVE ENERGY, INC.
401(K) PROFIT SHARING PLAN

EMPLOYER IDENTIFICATION NUMBER 95-2104587
PLAN NUMBER 001

Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions

FOR THE YEAR ENDED DECEMBER 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51

January 31, 2013	-	-	\$ 8,829	-
February 15, 2013	-	-	\$ 8,250	-
February 28, 2013	-	-	\$ 9,426	-
March 15, 2013	-	-	\$ 8,357	-
March 31, 2013	-	-	\$ 7,065	-
April 1, 2013	-	-	\$ 16,396	-
April 15, 2013	-	-	\$ 7,977	-
April 30, 2013	-	-	\$ 15,678	-
May 15, 2013	-	-	\$ 8,763	-
May 31, 2013	-	-	\$ 286	-
June 14, 2013	-	-	\$ 13,966	-
June 14, 2013	-	-	\$ 1,442	-
March 31, 2013	-	-	\$ 471	-
June 28, 2013	-	-	\$ 12,425	-
July 15, 2013	-	-	\$ 9,405	-
August 31, 2013	-	-	\$ 34,703	-
September 30, 2013	-	-	\$ 18,097	-
November 29, 2013	-	-	\$ 16,395	-

Motive Energy Inc. 401K Plan

ID # 95-4025490

Please see the attached accountants audit report for:

- 1) The list of Assets Held at Year end**
- 2) The list of Delinquent Participant Contributions**