Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1976

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

PROVOST & PRITCHARD ENGINEERING GROUP, INC.

286 W CROMWELL AVE
FRESNO, CA 93711

2b Employer Identification Number (EIN)
94-2187078

2c Sponsor's telephone number
559-449-2700

2d Business code (see instructions)
541330

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	06/25/2015	RUSS MCKAY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	145
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**	123
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	152
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	153
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	153
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROVOST & PRITCHARD ENGINEERING GROUP, INC.

D Employer Identification Number (EIN)
94-2187078

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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)

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	1769	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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.
ARTISAN MID CAP VAL - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

(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.
COL SM CAP VAL II Z - COLUMBIA MGT 04-2838628	0.40%

(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.
COLUMBIA DIV INC A - COLUMBIA MGT 04-2838628	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.
HARBOR CAP APPR INV - HARBOR SERVI 34-1953399	0.40%

(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.
MSIF MID CAP GRTH A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(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 INTL GROWTH A - OFI GLOBAL TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	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.
PIMCO TOT RETURN ADM - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.28%

(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.
THORNBURG INT VAL R5 - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	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.
WFA SM CAP VAL INV - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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 10/01/2013 and ending 09/30/2014

A Name of plan
PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROVOST & PRITCHARD ENGINEERING GROUP, INC.

D Employer Identification Number (EIN)
94-2187078

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)	240000	300000
(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)	1173543	1268299
(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)	121594	178535
(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)	10681459	11654336
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	12216596	13401170
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12216596	13401170

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)	665304	
	(B) Participants	2a(1)(B)	697921	
	(C) Others (including rollovers)	2a(1)(C)	189672	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1552897
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	133	
	(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)	7331	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7464
	(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)	717367	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		717367
	(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)		247500
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2525228
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1338885	
(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)		1338885
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)	1769	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1769
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1340654
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1184574
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MORSE WITTWER & SAMPSON, LLP **(2)** EIN: 26-2521787

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROVOST & PRITCHARD ENGINEERING GROUP, INC.

D Employer Identification Number (EIN)
94-2187078

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): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN
EMPLOYER I.D. 94-2187078
PLAN NO. 001

SCHEDULE H, ITEM 4i -SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES
AS OF SEPTEMBER 30, 2014

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Fidelity Management Trust Company	Fidelity Retirement Money Market, 1,268,298.66 shares	*	$ 1,268,299
**	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund, 223,665.050 shares	*	2,963,562
**	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund, 97,542.582 shares	*	1,303,169
	PIMCO Funds	PIMCO Total Return Fund, 115,070.300 shares	*	1,250,814
**	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund, 57,842.297 shares	*	895,977
**	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund, 76,034.662 shares	*	805,207
**	Fidelity Management Trust Company	Spartan 500 Index Investor, 9,722.807 shares	*	683,416
**	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund, 61,864.628 shares	*	582,765
**	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund, 24,096.061 shares	*	391,802
	Artisan Funds	Artisan Mid Cap Val, 14,461.954 shares	*	390,473
**	Fidelity Management Trust Company	Fidelity International Discovery, 9,252.509 shares	*	358,535
**	Fidelity Management Trust Company	Fidelity Balanced Fund, 13,833.348 shares	*	333,937
**	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund, 24,402.863 shares	*	259,646
	Wells Fargo Advantage	Small Cap Value Investor, 7,393.176 shares	*	251,146
**	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund, 19,397.873 shares	*	246,547
	Morgan Stanley Investment Fund	MSIF Mid Cap Growth A, 3,846.588 shares	*	164,249
	Columbia Funds	Columbia Small Cap Value II Z, 8,877.717 shares	*	155,893
	Oppenheimer	Oppenheimer Inter Growth A, 4,146.529 shares	*	149,151
	Harbor Capital	Harbor Capital Appreciation Inv, 2,444.346 shares	*	144,681
**	Fidelity Management Trust Company	Spartan US Bond Index Advtg, 6,565.218 shares	*	76,222
**	Fidelity Management Trust Company	Spartan Extended Market Index Inv, 1,067.789 shares	*	56,742
	Columbia Funds	Columbia Dividend Income A, 2,500.230 shares	*	48,579
**	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund, 2,996.001 shares	*	35,203
**	Fidelity Management Trust Company	Spartan International Index Inv, 746.802 shares	*	29,738
**	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund, 1,802.160 shares	*	28,006
**	Fidelity Management Trust Company	Fidelity Fund, 617.545 shares	*	26,233
**	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund, 1,792.011 shares	*	21,809
**	Fidelity Management Trust Company	Fidelity Feedom Income, 71.787 shares	*	834
				11,654,336
				12,922,635
**	Notes Receivable From Participants	Interest Rates Range From 4.25% to 9.0%	-	178,535
				$ 13,101,170

* Pursuant to instructions for Form 5500, Schedule H, Part IV, Line i, a special rule exempts disclosure of the cost of investments for plans with participant-directed transactions. Because the Plan qualifies under this special rule, no cost is disclosed.

** Represents parties-in-interest transactions.

Investments totalling $12,922,635 have been certified by Fidelity Management Trust Company, the Custodian as complete and accurate.

See Independent Auditor's Report.

PROVOST & PRITCHARD, INC. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

AUDITED SEPTEMBER 30, 2014 and 2013

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MWS
MORSE WITTWER SAMPSON, LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

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The Trustees
Provost & Pritchard, Inc. 401(k) Profit Sharing Plan
Fresno, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Provost & Pritchard, Inc. 401(k) Profit Sharing Plan, (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 (DOL) 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 3, which was certified by Fidelity Management Trust Company, the custodian of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian

holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of September 30, 2014 and 2013 and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule G, Part I – Schedule of loans or fixed income obligations in default or classified as uncollectible, and Schedule H – Schedule of assets held at end of year, on pages 14 and 15, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Morse Wittwer Sampson, LLP

Morse Wittwer Sampson, LLP
Fresno, California
June 22, 2015

PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
September 30, 2014 and 2013

	2014	2013
ASSETS		
Investments		
Mutual funds - at fair value	**$ 11,654,336**	$ 10,681,459
Money market fund	**1,268,299**	1,173,543
	12,922,635	11,855,002
Receivables		
Employer	**300,000**	240,000
Notes receivable from participants	**178,535**	121,594
	478,535	361,594
Net assets available for benefits	**$ 13,401,170**	$ 12,216,596

See Independent Auditor's Report and Notes to Financial Statements.

PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended September 30, 2014 and 2013

	2014	2013
Additions to Net Assets Attributed to:		
Investment Income		
Net appreciation in fair value of mutual funds	$ 247,500	$ 681,342
Interest - money market fund	133	130
Dividends - mutual funds	717,367	336,750
Total investment income	965,000	1,018,222
Interest - participant notes receivable	7,331	6,648
Contributions		
Participants'	697,921	566,902
Employer	665,304	546,415
Rollover	189,672	189,462
Total contributions	1,552,897	1,302,779
Total additions	2,525,228	2,327,649
Deductions from Net Assets Attributed to:		
Benefits paid to participants	1,338,885	771,547
Administrative expenses	1,769	1,231
Total deductions	1,340,654	772,778
Net increase	1,184,574	1,554,871
Net Assets Available for Benefits:		
Beginning of year	12,216,596	10,661,725
End of year	$ 13,401,170	$ 12,216,596

See Independent Auditor's Report and Notes to Financial Statements.

Note 1. Description of the Plan

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

General: The Plan is a defined contribution plan initially established October 1, 1976 for the benefit of the employees of Provost & Pritchard Engineering Group, Inc. (the "Company"). The Plan Sponsor is the Company. The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility: Employees of the Company, who have attained age eighteen (18) are immediately eligible to participate in the salary deferral portion of the Plan. Eligible employees may elect to participate in the Plan commencing on their employment date. The Company may make discretionary matching and nonelective contributions. The Company also makes a 401(k) safe harbor non-elective contribution equal to 3% of participant's compensation. Interns must work 1,000 hours to be eligible for the safe harbor non-elective contribution.

Contributions: Each year, participants may contribute pretax compensation up to the maximum annual deferral limit as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans in the form of "roll-over contributions". For the years ended September 30, 2014 and 2013 there were roll-over contributions consisting of $189,672 and $189,462, respectively. The Company may make matching contributions equal to a discretionary percentage of the participant's salary deferral in an amount to be determined by the Company's board of directors each year. There were no matching contributions made by the Company during 2014 and 2013. Additional profit sharing amounts may be contributed at the option of the Company's board of directors subject to certain limitations. During the years ended September 30, 2014 and 2013 the Company made a profit sharing contribution of $300,000 and $240,000, respectively. The Company also contributes based on a 401(k) safe harbor provision at 3% of participants' compensation. For the years ended September 30, 2014 and 2013 there were 401(k) safe harbor contributions totaling $365,304 and $306,415, respectively. Participants direct the investment of all contributions into various investment options offered by the Plan.

Participants' Investment Options: Upon enrollment in the Plan, a participant may direct employee contributions and the related employer contributions into one or more investment funds managed by Fidelity Management Trust Company. Participants may change their investment options at any time through the internet or by telephone.

Note 1. Description of the Plan (Continued)

Payment of Benefits: On termination of service due to death, disability or retirement, or any reason, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The Plan allows for the automatic lump sum distribution of participants vested account balances that do not exceed $1,000. At September 30, 2014 and 2013, amounts allocated to participants who have elected to withdraw from the Plan but have not been paid was $0.

Forfeitures: Forfeitures are held in the Plan to pay administrative expenses and any excess forfeitures may be used to reduce employer contributions. For the years ended September 30, 2014 and 2013, there were no forfeitures that were allocated to pay administrative expenses or used to reduce employer contributions. There were no unallocated forfeitures as of September 30, 2014 and 2013.

Participant Accounts: Each participant's account is credited with the participant's contribution, the Company's safe harbor, matching and nonelective contributions, and Plan earnings (losses). Allocations are based on the participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their elective contributions, qualified nonelective contributions, and all Company safe harbor nonelective contributions. The Company's discretionary contributions allocated to participants are subject to vesting percentages based on years of continuous service for participants hired on or subsequent to March 4, 2008. Participants hired on or subsequent to March 4, 2008 are 100 percent vested after six (6) years of credited service for profit sharing and employer matching contributions as follows:

Years of Service	Amount
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Participants who were hired prior to March 4, 2008 are considered to be 100 percent vested in their elective contributions, qualified nonelective contributions, all Company safe harbor nonelective contributions, employer matching contributions and profit sharing.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested balance. Loan terms range from one to five years, or up to 30 years for the purchase of a primary residence. The loans must be adequately secured, bear interest at a fixed rate determined by the Plan Administrator, and paid ratably through payroll deductions. Outstanding loans at September 30, 2014 had interest rates ranging from 4.25% to 9.0%.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition: The Plan's 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. See Note 4 for discussion of fair value measurements.

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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits: Benefit payments to participants are recorded upon distribution.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance plus all accrued but unpaid interest. As of September 30, 2014 and 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan Administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document. Defaulted loans recorded as distributions for the years ended September 30, 2014 and 2013 were $14,491 and $5,780, respectively. At September 30, 2014 there was $2,993 in defaulted loans outstanding. At September 30, 2013 there were no outstanding loans considered to be in default.

Administrative Expenses: Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. The Company absorbs the cost of the annual audit and various indirect administrative expenses which includes a nominal quarterly fee of $375. These are considered exempt party-in-interest transactions. Certain other administrative expenses, primarily investment fees, are paid directly by the Plan.

Note 3. Information Certified by Fidelity Management Trust Company

The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by Fidelity Management Trust Company as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 3. Information Certified by Fidelity Management Trust Company (Continued)

The following presents investments that represent 5% or more of the Plans's net assets at September 30, 2014:

	Amount
Fidelity Freedom 2025 Fund, 223,665.050 shares	$ 2,963,562
Fidelity Freedom 2035 Fund, and 97,542.582 shares	1,303,169
Fidelity Freedom Retirement Money Market Fund, 1,268,298.66 shares	1,268,299
PIMCO Total Return Fund, 115,070.300 shares	1,250,814
Fidelity Freedom 2020 Fund, 57,842.297 shares	895,977
Fidelity Freedom 2045 Fund, 76,034.662 shares	805,207
Spartan 500 Index Investor, 9,722.807 shares	683,416
All other investments combined	3,752,191
	$ 12,922,635

The following presents investments that represent 5% or more of the Plans's net assets at September 30, 2013:

	Amount
Fidelity Freedom 2025 Fund, 191,649.105 shares	$ 2,497,188
Fidelity Freedom Retirement Money Market Fund, 1,173,543.250 shares	1,173,543
Fidelity Freedom 2015 Fund, 84,908.091 shares	1,068,144
Fidelity Freedom 2035 Fund, 78,699.825 shares	1,028,607
Fidelity Freedom 2020 Fund, 51,363.154 shares	789,965
Fidelity Freedom 2045 Fund, 71,867.307 shares	766,105
PIMCO Total Return Fund, 58,896.701 shares	637,262
All other investments combined	3,894,188
	$ 11,855,002

Fidelity Management Trust Company also certified to the completeness and accuracy of $247,500 and $681,342 of investment gains, respectively, (including gains and losses on investments bought and sold as well as any held during the year) and dividends and interest of $717,500 and $336,880, respectively, related to the aforementioned investments for the years ended September 30, 2014 and 2013.

Note 4. Fair Value Measurements

The Plan's investments in mutual funds are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. Investments in money market funds are determined to be cash equivalents and therefore, are not included in the fair value measurement disclosure.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2014:

	Assets at Fair Value as of September 30, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mixed allocation funds	$ 7,868,464	$ -	$ -	$ 7,868,464
Equity funds	2,458,836	-	-	2,458,836
Fixed income funds	1,327,036	-	-	1,327,036
Total assets at fair value	$ 11,654,336	$ -	$ -	$ 11,654,336

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013:

	Assets at Fair Value as of September 30, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mixed allocation funds	$ 7,523,173	$ -	$ -	$ 7,523,173
Equity funds	2,456,202	-	-	2,456,202
Fixed income funds	702,084	-	-	702,084
Total assets at fair value	$ 10,681,459	$ -	$ -	$ 10,681,459

Note 5. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated September 30, 2001, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan was restated and amended with a pre-approved prototype plan document since receiving its determination letter, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Acocunting principles generally accepted in the United States of America require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 6. 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. Participants become 100% vested in the Company's contribution in the event of termination.

Note 7. Party-in-Interest Transactions

As discussed in Note 2, certain administrative expenses are paid for by the Plan sponsor. Investment, consulting, and advisory fees are paid directly by the Plan to the third party administrator, the investment advisor, and the custodian of the investments. Fees paid by the Plan for the investment management services amounted to $1,769 and $1,231 for the years ended September 30, 2014 and 2013, respectively. The Plan's assets are invested with Fidelity Management Trust company, which is also the custodian. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

Note 8. Risk 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 statements of net assets available for benefits.

Note 9. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of the financial statements as of and for the year ended September 30, 2013 to the Schedule H of Form 5500:

	Form 5500 (Cash Basis)	Financial Statements (Accrual Basis)	Difference
Net assets, beginning	$ 10,624,409	$ 10,661,725	$(37,316)
Investment gain	681,342	681,342	-
Interest and dividends	343,528	343,528	-
Contributions			
Participants'	775,216	756,364	18,852
Employer's	564,879	546,415	18,464
Benefit payments	(771,547)	(771,547)	-
Plan expenses	(1,231)	(1,231)	-
Net assets, ending	$ 12,216,596	$ 12,216,596	$ -

The above reconciliation reflects the accrual to cash difference of employer and participant contributions that have been either withheld or approved for payment prior to September 30, 2013 and subsequently paid during the year ended September 30, 2014.

Note 10. Subsequent Events

The date to which events occurring after September 30, 2014, the date of the most recent statement of net assets available for benefits, have been evaluated for possible adjustment to the financial statements or disclosure is June 22, 2015, which is the date on which the financial statements were available to be issued. There were no subsequent events required to be disclosed.

SUPPLEMENTARY SCHEDULES

PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN
EMPLOYER I.D. 94-2187078
PLAN NO. 001

SCHEDULE G, Part I - SCHEDULE OF LOANS OR FIXED INCOME OBLIGATIONS IN DEFAULT OR CLASSIFIED AS UNCOLLECTIBLE
SEPTEMBER 30, 2014

(a)	(b) Identity and Address of Obligator	(c) Detailed Description of Loan Including Dates of Making and Maturity, Interest Rate, the Type and Value of Collateral, any Renegotiation of the Loan and the Terms of the Renegotiation, and Other Material Items	(d) Original Amount of Loan	Amount Received During Reporting Year		(g) Unpaid Balance at End of Year	Amount Overdue	
				(e) Principal	(f) Interest		(h) Principal	(i) Interest
*	Participant #1	Participant loan issued on February 12, 2012, maturing on April 26, 2016, and bearing interest at 4.25%. The loan is secured by the participant's account balance and will be collected in full upon distribution.	$ 4,900	$ 221	$ 27	$ 2,993	$ 2,941	$ 52

* Represents party-in-interest

See Independent Auditor's Report.

PROVOST & PRITCHARD, INC. 401(K) PROFIT SHARING PLAN
EMPLOYER I.D. 94-2187078
PLAN NO. 001

SCHEDULE H, ITEM 4i -SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES
AS OF SEPTEMBER 30, 2014

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Fidelity Management Trust Company	Fidelity Retirement Money Market, 1,268,298.66 shares	*	$ 1,268,299
**	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund, 223,665.050 shares	*	2,963,562
**	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund, 97,542.582 shares	*	1,303,169
	PIMCO Funds	PIMCO Total Return Fund, 115,070.300 shares	*	1,250,814
**	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund, 57,842.297 shares	*	895,977
**	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund, 76,034.662 shares	*	805,207
**	Fidelity Management Trust Company	Spartan 500 Index Investor, 9,722.807 shares	*	683,416
**	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund, 61,864.628 shares	*	582,765
**	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund, 24,096.061 shares	*	391,802
	Artisan Funds	Artisan Mid Cap Val, 14,461.954 shares	*	390,473
**	Fidelity Management Trust Company	Fidelity International Discovery, 9,252.509 shares	*	358,535
**	Fidelity Management Trust Company	Fidelity Balanced Fund, 13,833.348 shares	*	333,937
**	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund, 24,402.863 shares	*	259,646
	Wells Fargo Advantage	Small Cap Value Investor, 7,393.176 shares	*	251,146
**	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund, 19,397.873 shares	*	246,547
	Morgan Stanley Investment Fund	MSIF Mid Cap Growth A, 3,846.588 shares	*	164,249
	Columbia Funds	Columbia Small Cap Value II Z, 8,877.717 shares	*	155,893
	Oppenheimer	Oppenheimer Inter Growth A, 4,146.529 shares	*	149,151
	Harbor Capital	Harbor Capital Appreciation Inv, 2,444.346 shares	*	144,681
**	Fidelity Management Trust Company	Spartan US Bond Index Advtg, 6,565.218 shares	*	76,222
**	Fidelity Management Trust Company	Spartan Extended Market Index Inv, 1,067.789 shares	*	56,742
	Columbia Funds	Columbia Dividend Income A, 2,500.230 shares	*	48,579
**	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund, 2,996.001 shares	*	35,203
**	Fidelity Management Trust Company	Spartan International Index Inv, 746.802 shares	*	29,738
**	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund, 1,802.160 shares	*	28,006
**	Fidelity Management Trust Company	Fidelity Fund, 617.545 shares	*	26,233
**	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund, 1,792.011 shares	*	21,809
**	Fidelity Management Trust Company	Fidelity Feedom Income, 71.787 shares	*	834
				11,654,336
				12,922,635
**	Notes Receivable From Participants	Interest Rates Range From 4.25% to 9.0%	-	178,535
				$ 13,101,170

* Pursuant to instructions for Form 5500, Schedule H, Part IV, Line i, a special rule exempts disclosure of the cost of investments for plans with participant-directed transactions. Because the Plan qualifies under this special rule, no cost is disclosed.

** Represents parties-in-interest transactions.

Investments totalling $12,922,635 have been certified by Fidelity Management Trust Company, the Custodian as complete and accurate.

See Independent Auditor's Report.