

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 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>12/01/2013</u> and ending <u>11/30/2014</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>NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST</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>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/01/1986</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>43-0436600</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>314-621-6000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>332900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>12/01/1986</u>		2b Employer Identification Number (EIN) <u>43-0436600</u>		2c Sponsor's telephone number <u>314-621-6000</u>		2d Business code (see instructions) <u>332900</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>										
1c Effective date of plan <u>12/01/1986</u>											
2b Employer Identification Number (EIN) <u>43-0436600</u>											
2c Sponsor's telephone number <u>314-621-6000</u>											
2d Business code (see instructions) <u>332900</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NOOTER CORPORATION</u> <u>P O BOX 451</u> <u>ST LOUIS, MO 63166-0451</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/11/2015	JOSEPH SCHOMBER
	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 ☒ 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	76
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	52
b Retired or separated participants receiving benefits		6b	9
c Other retired or separated participants entitled to future benefits.....		6c	16
d Subtotal. Add lines 6a , 6b , and 6c		6d	77
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	77
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	56
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
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 2G 2J			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>12/01/2013</u> and ending <u>11/30/2014</u>		
A Name of plan <u>NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NOOTER CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0436600</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)	7377	4490
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	224	4735
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	26737	39293
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3987872	4340747
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4022210	4389265

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1064	1078
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1064	1078

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4021146	4388187
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	91484	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		91484
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1451	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1451
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	99053	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		99053
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	308821	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		308821

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		500809

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	130798	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		130798
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2970	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2970
j Total expenses. Add all expense amounts in column (b) and enter total	2j		133768

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		367041
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DWYER COSTELLO & KNOX

(2) EIN: 43-1245811

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	
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	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		2000000
4e	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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.
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For calendar plan year 2013 or fiscal plan year beginning 12/01/2013 and ending 11/30/2014

A Name of plan <u>NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NOOTER CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0436600</u>

Part I	Distributions
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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	<u>0</u>
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>43-0436600</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)
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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
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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
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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.
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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): _____

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

FINANCIAL STATEMENTS

NOVEMBER 30, 2014 AND 2013

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOVEMBER 30, 2014 AND 2013

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Dwyer Costello and Knox, P.C.

Certified Public Accountants

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Fax • (314) 205-0297

The Plan Administrator
CIC Group, Inc. Office 401(k) Savings Plan and Trust

Independent Auditor's Report

We have audited the accompanying financial statements of Nooter Corporation Shop 401(k) Savings Plan and Trust, which comprise the statements of net assets available for benefits as of November 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Nooter Corporation Shop 401(k) Savings Plan and Trust as of November 30, 2014 and 2013, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

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

A handwritten signature in cursive script that reads "Dinger Costello and Knox, PC".

St Louis, Missouri
July 26, 2015

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

NOVEMBER 30, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value:		
Cash equivalents	\$ 4,735	\$ 224
Pooled funds	1,598,133	1,590,651
Mutual funds	<u>2,742,614</u>	<u>2,397,221</u>
Total investments	4,345,482	3,988,096
Receivables:		
Participant contributions	4,490	7,377
Notes receivable from participants	<u>39,293</u>	<u>26,737</u>
Total receivables	<u>43,783</u>	<u>34,114</u>
Total assets	4,389,265	4,022,210
Liabilities		
Accrued administrative expenses	<u>1,078</u>	<u>1,064</u>
Total liabilities	<u>1,078</u>	<u>1,064</u>
Net Assets Available For Benefits	<u><u>\$ 4,388,187</u></u>	<u><u>\$ 4,021,146</u></u>

The accompanying notes are an integral part of the financial statements.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED NOVEMBER 30, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
Additions		
Additions to Net Assets Attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 308,821	\$ 464,547
Interest and dividends	<u>100,504</u>	<u>76,194</u>
	409,325	540,741
Contributions:		
Participants	91,484	74,901
Rollovers	<u> </u>	<u>46,941</u>
Total additions	500,809	662,583
Deductions		
Deductions from Net Assets Attributed to:		
Benefits paid directly to participants	130,798	192,148
Administrative expenses	<u>2,970</u>	<u>3,037</u>
Total deductions	<u>133,768</u>	<u>195,185</u>
Net Increase (Decrease)	367,041	467,398
Net Assets Available For Benefits:		
Beginning of Year	<u>4,021,146</u>	<u>3,553,748</u>
End of Year	<u><u>\$ 4,388,187</u></u>	<u><u>\$ 4,021,146</u></u>

The accompanying notes are an integral part of the financial statements.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOVEMBER 30, 2014 AND 2013

1. Description of the Plan

The following description of the Nooter Corporation Shop 401(k) Savings Plan and Trust (the Plan) sponsored by Nooter Corporation (the Company) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan was established as of December 1, 1986, as a defined contribution plan covering all employees covered by a collective bargaining agreement as of May 1, 1987, or any covered employee who has completed one year of service and has elected to participate as of any March 1, June 1, September 1, or December 1 thereafter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

The Company's Board of Directors appointed three persons to serve as plan administrators and trustees for the Plan. Profit Sharing Plan Administrators serves as recorder keeper for the Plan. Assets are held in a trust account by the Vanguard Group.

Contributions

Each year participants may contribute 1% to 60% of eligible annual compensation, as defined by the Plan. All contributions are participant-directed into various options offered by the Plan. The Plan currently offers six mutual funds, one pooled fund, and one money market fund as investment options for participants. Participants may also make rollover contributions from other qualified plans. Participants who have attained age 50 may make certain catch-up contributions. All contributions are subject to certain limitations.

No employer contributions are provided for by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution, plan earnings, and charged with an allocation of recordkeeping fees. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

1. Description of the Plan (continued)

Vesting

The interest of a participant in his or her account, including allocation of the plan earnings or losses thereon, is fully vested and nonforfeitable at all times. At November 30, 2014 and 2013, there were no forfeitures.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 and up to the lesser of \$50,000 or 50% of their vested account balance subject to approval by the plan administrator. Loans are secured by the balance in the participant's account and bear interest rate of 3.75%, which is commensurate with local prevailing rates as determined quarterly by the plan administrator.

Principal and interest is paid ratably through monthly payroll deductions. Loan repayment terms are up to five years, except for purchase of a primary residence, which may have a longer term.

Payment of Benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum distributions equal to the value of the account or annual installments over a defined period. Upon reaching 59 ½ years of age or qualifying for a hardship withdrawal, a participant may receive the value of the interest in his or her account as a lump-sum distribution. Hardship withdrawals will be approved only if they conform to the plan provisions and established Internal Revenue Service (IRS) safe harbors.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 26, 2015, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

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

Notes Receivable from Participants

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

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. See Note 3 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 includes the plan's gains and losses on investments bought and sold as well as held during the year.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Certain expenses of maintaining the Plan are paid by the participants of the Plan. Expenses are allocated to the plan participants based on the value of their accounts.

3. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement 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.

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, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs are unobservable and 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 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. Cash equivalents are stated at cost which does not differ materially from fair value.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

3. Fair Value Measurements (Continued)

Level 2 Fair Value Measurements

The fair value of the Retirement Savings Trust (pooled funds) for which quoted market price are not available are valued using a market approach on yields currently available on comparable securities of issuers with similar credit ratings.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of November 30, 2014 and 2013:

		Fair Value Measurements at the End of the Reporting Period Using:	
	<u>Fair Value</u>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<u>November 30, 2014</u>			
Cash equivalents	\$ 4,735	\$ 4,735	
Pooled Funds	1,598,133		\$ 1,598,133
Mutual Funds	<u>2,742,614</u>	<u>2,742,614</u>	
Total	<u>\$ 4,345,482</u>	<u>\$ 2,747,349</u>	<u>\$ 1,598,133</u>
<u>November 30, 2013</u>			
Cash equivalents	\$ 224	\$ 224	
Pooled Funds	1,590,651		\$ 1,590,651
Mutual Funds	<u>2,397,221</u>	<u>2,397,221</u>	
Total	<u>\$ 3,988,096</u>	<u>\$ 2,397,445</u>	<u>\$ 1,590,651</u>

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

4. Investments

During 2014 and 2013 the Plan's investments appreciated in value by \$308,821 and \$464,547, respectively as follows:

	<u>2014</u>	<u>2013</u>
Mutual Funds	<u>\$ 308,821</u>	<u>\$ 464,547</u>

The following presents investments that represent 5% or more of the Plan's net assets.

	November 30	
	<u>2014</u>	<u>2013</u>
Vanguard Retirement Savings Trust IV	\$ 1,598,133	\$ 1,590,651
Vanguard Institutional Index Fund-Instit'l Shares	1,148,758	978,669
Vanguard U.S. Growth Fund - Admiral Shares	555,027	488,039
Vanguard Wellesley Income Fund - Admiral Shares	423,160	369,444
Vanguard Primecap Fund - Admiral Shares	401,407	367,110

5. Transactions With Parties In Interest

The Vanguard Group serves as custodian and asset manager. Investments of the Plan are maintained in Trust Fund accounts at the Vanguard Group. The Vanguard Group collects all income and executes asset transactions as directed by the Plan administrators.

6. Plan Termination

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan subject to the provisions of ERISA and collective bargaining agreements. In the Plan, after payment of necessary expenses, each participant's account shall be distributed to the participant.

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOVEMBER 30, 2014 AND 2013

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated June 8, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

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

8. Risks and Uncertainties

The Plan invests in various 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.

SUPPLEMENTAL INFORMATION

NOOTER CORPORATION SHOP 401(K) SAVINGS PLAN AND TRUST

EIN: 43-0436600

PLAN NUMBER: 004

SCHEDULE H, LINE 4f - SCHEDULE OF ASSETS (Held At End of Year)

NOVEMBER 30, 2014

"(a)"	"(b)"	"(c)"	"(d)"	"(e)"
	"Identity of issue, borrower, lessor, or similar party"	"Description of investment including maturity date, rate of interest, collateral, par or maturity value."	"Cost"	"Current Value"
*	Vanguard Prime Money Market Fund	Money Market Fund		\$ 4,735
*	Vanguard Retirement Savings Trust IV	Pooled Fund		1,598,133
*	Vanguard Instlfr Index Fund - Instlfrl Shares	Mutual Fund		1,148,758
*	Vanguard US Growth Fund-Admiral Shares	Mutual Fund		555,027
*	Vanguard Wellesley Income Fund-Admiral Shares	Mutual Fund		423,159
*	Vanguard Primecap Fund-Admiral Shares	Mutual Fund		401,407
*	Vanguard Windsor II Fund-Admiral Shares	Mutual Fund		148,167
*	Vanguard Intl Growth Fund-Admiral Shares	Mutual Fund		66,096
				<u>4,345,482</u>
	Participant loans	Interest rate of 3.75% maturities through 2019	-0-	<u>39,293</u>
				<u>\$ 4,384,775</u>

*Represents a party in interest to the plan

Column (d) is blank as all investments are participant directed.

NOOTER CORPORATION SHOP 401(k) SAVINGS PLAN AND TRUST

EIN: 43-0436600

PLAN NUMBER: 004

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (Held At End of Year)

NOVEMBER 30, 2014

"(a)"	"(b)"	"(c)"	"(d)"	"(e)"
	"Identity of issue, borrower, lessor, or similar party"	"Description of investment including maturity date, rate of interest, collateral, par or maturity value"	"Cost"	"Current Value"
*	Vanguard Prime Money Market Fund	Money Market Fund		\$ 4,735
*	Vanguard Retirement Savings Trust IV	Pooled Fund		1,598,133
*	Vanguard Instl'l Index Fund - Instl'l Shares	Mutual Fund		1,148,758
*	Vanguard US Growth Fund-Admiral Shares	Mutual Fund		555,027
*	Vanguard Wellesley Income Fund-Admiral Shares	Mutual Fund		423,159
*	Vanguard Primecap Fund-Admiral Shares	Mutual Fund		401,407
*	Vanguard Windsor II Fund-Admiral Shares	Mutual Fund		148,167
*	Vanguard Int'l Growth Fund-Admiral Shares	Mutual Fund		66,096
				<u>4,345,482</u>
	Participant loans	Interest rate of 3.75% maturities through 2019	-0-	39,293
				<u>\$ 4,384,775</u>

*Represents a party in interest to the plan

Column (d) is blank as all investments are participant directed.