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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
FR UTILITY SERVICES LLC 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1964

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

11500 IRON BRIDGE ROAD
CHESTER, VA 23831

2b Employer Identification Number (EIN)
80-0950927

2c Plan Sponsor's telephone number
804-768-1054

2d Business code (see instructions)
238900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	W. MICHAEL WALKER
	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	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	970
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	786
a(2) Total number of active participants at the end of the plan year	**6a(2)**	769
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	243
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1012
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1012
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	751
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	54
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
FR UTILITY SERVICES LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FR UTILITY SERVICES LLC

D Employer Identification Number (EIN)
80-0950927

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	RM83603	751	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
145231	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

NFP SECURITIES, INC.
1250 S CAPITAL OF TEXAS H
WEST LAKE HILL, TX 78746

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
142720			1

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PAUL MELNICK
4801 COX ROAD, STE 109
GLEN ALLEN, VA 23060

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
2511			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	27736488

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	14250910
c	Additions: (1) Contributions deposited during the year	7c(1)	2390783		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	398232		
	(4) Transferred from separate account	7c(4)	574782		
	(5) Other (specify below)	7c(5)	2929115		
	▶ LN INT, LN PRIN, LN DEFAULT, ROLLOVERS				
	(6)Total additions			7c(6)	6292912
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	20543822
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	3503474		
	(2) Administration charge made by carrier	7e(2)	996		
	(3) Transferred to separate account	7e(3)	3589730		
	(4) Other (specify below)	7e(4)	146473		
	▶ LN DISTRIBUTION				
	(5) Total deductions			7e(5)	7240673
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	13303149

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
FR UTILITY SERVICES LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FR UTILITY SERVICES LLC

D Employer Identification Number (EIN)
80-0950927

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

MASSACHUSETTS MUTUAL LIFE INS CO

04-1590850

(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)

KSPH LLC/MARSH MCLENNAN

36-1436000

(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?
13	TPA	0	Yes [X] No [ ]	Yes [ ] No [X]	38530	Yes [ ] No [X]

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

MASSACHUSETTS MUTUAL LIFE INS CO

04-1590850

(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?
52 60 63 64 68 72	CONTRACT ADMIN	5380	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NFP SECURITIES

74-2794194

(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?
53	SVC PROVIDER	0	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

(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
KSPH LLC/MARSH MCLENNAN	13	38530
(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.	
MASSACHUSETTS MUTUAL LIFE INS CO 04-1590850	EXPENSE REIMBURSEMENT TO TPA	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS CO	52 60 72	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.	
SEE ATTACHED LISTING 04-1590850	BASIS POINTS * PLAN ASSETS	

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
FR UTILITY SERVICES LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FR UTILITY SERVICES LLC

D Employer Identification Number (EIN)
80-0950927

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AG

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-1590850-016	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-B2

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0342299-170	P	133514

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-B8

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0342299-171	P	99549

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C9

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0342299-148	P	412148

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CJ

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-1590850-422	P	1450006

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D1

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-1590850-033	P	542974

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D2

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-1590850-034	P	1603779

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D3

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-035	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 676138

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D4

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 197137

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KG

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-466	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1021708

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LV

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-065	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 762422

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LX

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-066	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1146279

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA0OZ

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 90-0342299-208	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3242522

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS COMASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 90-0342299-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 249440

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TI

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 90-0342299-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1490461

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VC

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-277	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3060004

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VI

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-363	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1016867

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WI

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2622246

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W9

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-121	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2691168

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WG

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-127	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2534216

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WH

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO

c EIN-PN 04-1590850-128	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2783910

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
FR UTILITY SERVICES LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FR UTILITY SERVICES LLC

D Employer Identification Number (EIN)
80-0950927

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	43791	36781
(2) Participant contributions	1b(2)	10378	41637
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	755158	1163683
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	28291943	27736488
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	14250910	13303149
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	43352180	42281738
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	152595	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	152595	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	43199585	42281738

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)	642840	
	(B) Participants	2a(1)(B)	2071542	
	(C) Others (including rollovers)	2a(1)(C)	2188096	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4902478
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)	41073	
	(F) Other	2b(1)(F)	398232	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		439305
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1605632
(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		6947415
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7816282	
(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)		7816282
f Corrective distributions (see instructions)	2f		11728
g Certain deemed distributions of participant loans (see instructions)	2g		31872
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5380	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5380
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7865262
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-917847
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)** [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: KEITER **(2)** EIN: 54-1631262

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		22632
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
FR UTILITY SERVICES LLC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FR UTILITY SERVICES LLC

D Employer Identification Number (EIN)
80-0950927

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-1590850

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):

FR UTILITY SERVICES, LLC
401(K) PLAN

Financial Statements

December 31, 2014 and 2013

Keiter
Your Opportunity Advisors

Certified Public
Accountants & Consultants
4401 Dominion Boulevard, 2nd Floor
Glen Allen, VA 23060

www.keitercpa.com

FR UTILITY SERVICES, LLC 401(K) PLAN

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Keiter
Your Opportunity Advisors

REPORT OF INDEPENDENT ACCOUNTANTS

To the Plan Administrator of the
FR Utility Services, LLC 401(k) Plan
Chester, Virginia:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the FR Utility Services, LLC 401(k) Plan (formerly known as the Utility Services Associates, Inc. 401(k) Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the year ended December 31, 2014 and for the period July 1, 2013 through December 31, 2013, 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; 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 audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion Paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations 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 11, which was certified by Massachusetts Mutual Life Insurance 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 certifications from the custodian as of December 31, 2014 and 2013 and for the year ended December 31, 2014 and for the period July 1, 2013 through December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Certified Public
Accountants & Consultants

Mailing Address:
P.O. Box 32066
Richmond VA 23294

4401 Dominion Boulevard
2nd Floor
Glen Allen, VA 23060
Tel: 804.747.0000
Fax: 804.747.3632

Web: www.keitercpa.com

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 significant, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

As described in Note 1, on October 18, 2013, Utility Services Associates ("USA") sold C.W. Wright Construction Company, Inc., Booth & Associates, Inc. and Coastal Power and Electric, Inc. to FR Utility Services, LLC. FR Utility Services, LLC became the plan sponsor, and the Plan was renamed the FR Utility Services, LLC 401(k) Plan. The Plan year was also changed from June 30 to December 31. Our report was not modified with respect to such matters.

Other Matter

The supplemental schedules, as identified in the table of contents, are required by the Department of Labor's ("DOL") Rules and Regulations of Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information 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, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Keiter

October 15, 2015
Glen Allen, Virginia

FR UTILITY SERVICES, LLC 401(K) PLAN

Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

Assets	2014	2013
Investments, at fair value	$42,407,467	$43,946,283
Notes receivable from participants	1,163,683	755,158
Contributions receivable:		
Participants	41,637	10,378
Employer	36,781	43,791
Total assets	43,649,568	44,755,610
Liabilities and Net Assets Available for Benefits		
Excess contribution liability	-	152,595
Net assets available for benefits at fair value	43,649,568	44,603,015
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(1,367,830)	(1,403,430)
Net assets available for benefits at contract value	$42,281,738	$43,199,585

See accompanying notes to financial statements.

FR UTILITY SERVICES, LLC 401(K) PLAN

Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014 and Period from July 1, 2013 through December 31, 2013

	2014	2013
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 398,229	$ 116,720
Net investment gain	1,605,636	2,859,383
Total investment income	2,003,865	2,976,103
Interest on notes receivable from participants	41,072	12,891
Contributions:		
Participants	2,071,542	1,063,902
Employer	642,840	311,413
Rollover and other	2,188,096	15,385,026
Total contributions	4,902,478	16,760,341
Total additions	6,947,415	19,749,335
Deductions from net assets attributed to:		
Benefits paid to participants or beneficiaries	7,816,282	2,068,433
Corrective distributions, net	11,728	580
Deemed distributions of participant loans	31,872	4,829
Administrative expenses	5,380	3,035
Total deductions	7,865,262	2,076,877
Net (decrease) increase	(917,847)	17,672,458
Net assets available for benefits:		
Beginning of year	43,199,585	25,527,127
End of year	$42,281,738	$43,199,585

See accompanying notes to financial statements.

FR UTILITY SERVICES, LLC 401(K) PLAN

Notes to Financial Statements

1. Description of Plan:

The following description of the FR Utility Services, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or summary plan description for a more complete description of the Plan's provisions.

On October 18, 2013, USA sold C.W. Wright Construction Company, Inc., Booth & Associates, Inc., and Coastal Power and Electric, Inc. to FR Utility Services, LLC. FR Utility Services, LLC became the plan sponsor and the Plan was renamed the FR Utility Services 401(k) Plan. Effective October 18, 2013, the Plan signed a new adoption agreement changing the Plan year to a calendar year effective January 1, 2014. The 2013 information presented is a short plan year for the six months ended December 31, 2013.

General: The Plan is a defined contribution plan covering all eligible employees of FR Utility Services, LLC and its subsidiaries (collectively, the "Company"). Employees become eligible to participate after six months of service is attained and upon reaching age 18. Employees are eligible for entry to the Plan on the first day of the quarter coinciding with or next following the date that eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax annual compensation, as defined in the Plan. The Company may make matching contributions as determined annually by the Company's Board of Directors. The Company may contribute additional amounts at the option of the Board of Directors. Participants of qualifying age may make additional "catch-up" contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions also include rollovers during 2014 and 2013 from a related Employee Stock Ownership Plan that is currently in the process of being liquidated. Contributions are subject to certain limitations.

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

Investment Options: Participants may direct Massachusetts Mutual Life Insurance Company ("MassMutual"), the custodian, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time.

1. Description of Plan, Continued:

Vesting: Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's contributions is based on years of continuous service. Participants are fully vested in Company contributions after attaining six years of credited service.

Notes Receivable from Participants: Participants may borrow from their Plan accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest are paid through payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by an affiliate of the custodian. Officers of the Company serve as trustees of the Plan. No such officer receives compensation from the Plan.

Payment of Benefits: Distribution of the vested portion of a participant's account will occur upon the participant's termination of service, retirement, death, or disability, as defined in the Plan. A participant is entitled to receive a lump-sum payment in an amount equal to the vested value of his or her account.

Forfeitures: Forfeited balances of terminated participant's non-vested accounts are used to offset future Company contributions. Forfeitures were $65,098 for the year ended December 31, 2014 and $14,211 for the period from July 1, 2013 through December 31, 2013. Forfeited balances available at December 31, 2014 and 2013 were $51,472 and $18,233, respectively. Forfeitures applied to reduce Company contributions were $33,121 for the year ended 2014 and $10,800 for the period from July 1, 2013 through December 31, 2014.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual method of accounting.

2. Summary of Significant Accounting Policies, Continued:

Basis of Accounting, Continued:

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Investment Valuation and Income Recognition: As further discussed in Note 3, the Plan's investments are stated 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. Net realized and unrealized appreciation is recorded in the accompanying statements of changes in net assets available for benefits as net investment gain.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits: Benefits are recorded when paid.

Use of 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. Actual results may differ from those estimates.

Subsequent Events: Management has evaluated subsequent events through October 15, 2015, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

3. Fair Value Measurements:

The FASB has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

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

Level 2 Quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.

3. Fair Value Measurements, Continued:

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

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Pooled separate accounts: Unit value calculated based on the net asset value ("NAV") of the pooled separate account. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

Guaranteed interest contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of the Plan's year end date:

	Assets at Fair Value as of December 31, 2014		
	Level 2	Level 3	Total
Assets:			
Pooled separate accounts:			
Large cap blend	$ 3,930,189	$ -	$ 3,930,189
Large cap growth	2,622,246	-	2,622,246
Large cap value	4,071,866	-	4,071,866
Mid cap blend	99,549	-	99,549
Mid cap growth	3,708,035	-	3,708,035
Mid cap value	1,490,461	-	1,490,461
Small cap blend	133,514	-	133,514
Small cap growth	2,534,216	-	2,534,216
International	2,471,714	-	2,471,714
Intermediate bond	3,242,522	-	3,242,522
Lifestyle/asset allocation	3,020,028	-	3,020,028
Emerging market equity	412,148	-	412,148
Guaranteed interest contract	-	14,670,979	14,670,979
Total assets at fair value	$ 27,736,488	$ 14,670,979	$ 42,407,467

3. Fair Value Measurements, Continued:

	Assets at Fair Value as of December 31, 2013		
	Level 2	Level 3	Total
Assets:			
Pooled separate accounts:			
Money market	$ 270,807	$ -	$ 270,807
Large cap blend	4,087,744	-	4,087,744
Large cap growth	2,668,039	-	2,668,039
Large cap value	3,755,268	-	3,755,268
Mid cap blend	91,675	-	91,675
Mid cap growth	3,678,413	-	3,678,413
Mid cap value	1,574,602	-	1,574,602
Small cap blend	110,917	-	110,917
Small cap growth	2,568,215	-	2,568,215
International	2,914,170	-	2,914,170
Intermediate bond	3,396,658	-	3,396,658
Lifestyle/asset allocation	2,835,070	-	2,835,070
Emerging market equity	340,364	-	340,364
Guaranteed interest contract	-	15,654,341	15,654,341
Total assets at fair value	$ 28,291,942	$ 15,654,341	$ 43,946,283

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2014 and for the period from July 1, 2013 through December 31, 2013:

	Guaranteed Interest Contract
Balance at July 1, 2013	$ 7,190,610
Interest income	116,720
Issuances	8,613,892
Settlements	(908,843)
Increase in adjustment to fair value	641,962
Balance at December 31, 2013	15,654,341
Interest income	398,229
Issuances	1,583,697
Purchases	574,782
Settlements	(3,504,470)
Decrease in adjustment to fair value	(35,600)
Balance at December 31, 2014	$ 14,670,979

3. Fair Value Measurements, Continued:

The following tables represent the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, the significant unobservable inputs, and the ranges of values for those inputs as of December 31, 2014 and 2013.

December 31, 2014

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Contract Specific Rate
Guaranteed interest contract	$14,670,979	Market value formula	Assumed interest rate	1.25%
			Experience rate	3.01%

December 31, 2013

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Contract Specific Rate
Guaranteed interest contract	$15,654,341	Market value formula	Assumed interest rate	1.16%
			Experience rate	3.09%

The following table summarizes investments measured at fair value based on NAV per share, as of December 31, 2014 and 2013, respectively:

Investment	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
December 31, 2014:				
Pooled separate accounts	$27,736,488	N/A	Daily	30 days
December 31, 2013:				
Pooled separate accounts	$28,291,942	N/A	Daily	30 days

4. Investments:

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

	2014	2013
Guaranteed Interest Account, at contract value	$13,303,149	$14,250,911
Select MetWest Total Return Bond	3,242,522	*
Select PIMCO Total Return Fund	*	3,396,658
T. Rowe Price Spectrum Growth Fund	2,783,910	3,036,960
T. Rowe Price Select Mid Cap Growth II Fund	2,691,168	2,603,251
T. Rowe Price New Horizons Fund	2,534,216	2,568,215
American Washington Mutual Investors Fund	3,060,004	2,961,135
T. Rowe Price Select Blue Chip Growth Fund	2,622,246	2,668,039

* Represents less than 5% of Plan net assets at December 31.

The Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $1,605,636 during 2014 and $2,859,383 during the period from July 1, 2013 through December 31, 2013.

5. Investment Contract with Insurance Company:

The Plan has a guaranteed interest contract with MassMutual. MassMutual maintains the contributions in fixed income accounts, and the accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the statements of net assets available for benefits at fair value and adjusted to contract value, as reporting to the Plan by Mass Mutual.

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were approximately 2.63% for the year ended December 31, 2014 and 2.05% for the period from July 1, 2013 through December 31, 2013.

6. Administrative Expenses:

Although not required by the Plan, a portion of the costs of the Plan administration is absorbed by the Company.

7. Related-Party Transactions:

The Plan invests in a number of MassMutual's pooled separate accounts and a guaranteed interest contract. These are related-party transactions and are identified as parties-in-interest in the accompanying schedules of assets held at year end. The Plan paid administrative fees to the custodian totaling $5,380 during 2014 and $3,035 for the period from July 1, 2013 through December 31, 2013.

8. Plan Termination:

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

9. Tax Status:

The Internal Revenue Service has informed the prototype plan sponsor by letter dated March 31, 2008 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2014 and 2013. The Plan's tax returns since 2011 remain open for examination by tax authorities. The Plan is not currently under audit by any tax jurisdiction.

10. Risks and Uncertainties:

The Plan provides for various investments in pooled separate accounts and a guaranteed interest contract. Investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

11. Financial Information Certified by the Custodian:

MassMutual, the custodian of the Plan, has certified that the following information is complete and accurate:

- Investments, at fair value and at contract value
- Notes receivable from participants
- Interest on notes receivable from participants
- Interest and dividend income
- Net investment gain
- Schedules of assets held at year end

12. Prohibited Transactions:

During the plan year ended December 31, 2014, the Company failed to remit contributions to the Plan timely on several occasions, as reflected in the schedule of delinquent participant contributions. The Company intends to report these transactions to the IRS and make appropriate payments of any excise taxes related to these events. The Company has determined that any additional amounts due to the Plan for lost earnings on investments are not significant enough to record as a receivable to the Plan as of December 31, 2014.

FR UTILITY SERVICES, LLC 401(K) PLAN

EIN: 80-0950927 PLAN: 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2014

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Guaranteed Interest Account	Guaranteed Interest Contract**	$ 13,303,149
*	Thornburg International Value Fund R5	Pooled Separate Account	1,450,006
*	Select MetWest Total Return Bond	Pooled Separate Account	3,242,522
*	RetireSMART Conservative Fund	Pooled Separate Account	542,974
*	RetireSMART Moderate Fund	Pooled Separate Account	1,603,779
*	RetireSMART Moderate Growth Fund	Pooled Separate Account	676,138
*	Northern International Equity Index Fund	Pooled Separate Account	1,021,708
*	RetireSMART Growth Fund	Pooled Separate Account	197,137
*	Northern Trust S&P 500 Index Fund	Pooled Separate Account	1,146,279
*	T. Rowe Price Spectrum Growth Fund	Pooled Separate Account	2,783,910
*	Harris Select Focused Value Fund	Pooled Separate Account	762,422
*	T. Rowe Price Select Mid Cap Growth II Fund	Pooled Separate Account	2,691,168
*	T. Rowe Price New Horizons Fund	Pooled Separate Account	2,534,216
*	Fidelity Advisor Leveraged Company Stock Fund	Pooled Separate Account	1,016,867
*	Oppenheimer Developing Markets Fund	Pooled Separate Account	412,148
*	American Washington Mutual Investors Fund	Pooled Separate Account	3,060,004
*	Columbia Mid Cap Index Fund	Pooled Separate Account	99,549
*	Columbia Small Cap Index Fund	Pooled Separate Account	133,514
*	Loomis Sayles Strategic Income Fund	Pooled Separate Account	249,440
*	T. Rowe Price Select Blue Chip Growth Fund	Pooled Separate Account	2,622,246
*	Perkins Mid Cap Value Fund	Pooled Separate Account	1,490,461
			41,039,637
	Participant loans	4.00% - 7.00%	1,163,683
			$ 42,203,320

"Cost" is not required as all investments are participant directed
* Indicates a party-in-interest to the Plan.
** At contract value.

See report of independent accountants.

FR UTILITY SERVICES, LLC 401(K) PLAN

EIN: 80-0950927 PLAN: 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Guaranteed Interest Account	Guaranteed Interest Contract**	$ 14,250,911
*	Thornburg International Value Fund R5	Pooled Separate Account	1,629,192
*	Select PIMCO Total Return Fund	Pooled Separate Account	3,396,658
*	RetireSMART Conservative Fund	Pooled Separate Account	583,074
*	RetireSMART Moderate Fund	Pooled Separate Account	1,536,637
*	RetireSMART Moderate Growth Fund	Pooled Separate Account	599,920
*	Northern International Equity Index Fund	Pooled Separate Account	1,284,978
*	RetireSMART Growth Fund	Pooled Separate Account	115,439
*	Northern Trust S&P 500 Index Fund	Pooled Separate Account	1,050,784
*	T. Rowe Price Spectrum Growth Fund	Pooled Separate Account	3,036,960
*	Harris Select Focused Value Fund	Pooled Separate Account	637,854
*	T. Rowe Price Select Mid Cap Growth II Fund	Pooled Separate Account	2,603,251
*	T. Rowe Price New Horizons Fund	Pooled Separate Account	2,568,215
*	Fidelity Advisor Leveraged Company Stock Fund	Pooled Separate Account	1,075,162
*	Oppenheimer Developing Markets Fund	Pooled Separate Account	340,364
*	American Washington Mutual Investors Fund	Pooled Separate Account	2,961,135
*	Columbia Mid Cap Index Fund	Pooled Separate Account	91,675
*	Columbia Small Cap Index Fund	Pooled Separate Account	110,917
*	Loomis Sayles Strategic Income Fund	Pooled Separate Account	156,279
*	T. Rowe Price Select Blue Chip Growth Fund	Pooled Separate Account	2,668,039
*	Perkins Mid Cap Value Fund	Pooled Separate Account	1,574,602
			42,542,853
	Participant loans	4.00% - 7.00%	755,158
			$ 43,298,011

"Cost" is not required as all investments are participant directed
* Indicates a party-in-interest to the Plan.
** At contract value.

See report of independent accountants.

FR UTILITY SERVICES, LLC 401(K) PLAN

EIN: 80-0950927 PLAN: 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2014

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions Contributions Not Corrected
Contributions withheld 1/9/2014, remitted 2/25/2014	$ 139
Contributions withheld 1/16/2014, remitted 2/25/2014	126
Contributions withheld 1/23/2014, remitted 2/25/2014	183
Contributions withheld 1/30/2014, remitted 2/25/2014	150
Contributions withheld 4/4/2014, remitted 9/8/2014	6,872
Contributions withheld 4/18/2014, remitted 9/8/2014	5,911
Contributions withheld 5/2/2014, remitted 9/8/2014	4,564
Contributions withheld 5/16/2014, remitted 9/8/2014	4,687
	$ 22,632

See report of independent accountants.

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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
FR Utility Services LLC 401k Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1964

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

11500 Iron Bridge Road

Chester VA 23831

2b Employer Identification Number (EIN)
80-0950927

2c Plan Sponsor's telephone number
804-768-1054

2d Business code (see instructions)
238900

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	Walker	10/15/15	W. Michael Walker
	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)

FR Utility Services LLC 401(k) Plan
RM 83603 - 1
5500 Schedule C Service Provider Information for the period of: 01/01/2014 - 12/31/2014

3. Sources of Indirect Information

Name (b) Service Codes	EIN	(c) Enter Amount of Indirect Compensation
KSPH, LLC / Marsh & McLennan	361436000	
13 **(d) Name and EIN of source of indirect compensation** Massachusetts Mutual Life Insurance Company 041590850	**(e) Describe the indirect compensation including any formula...** Expense reimbursement to third party	14788.83
KSPH, LLC / Marsh & McLennan	361436000	
13 **(d) Name and EIN of source of indirect compensation** Massachusetts Mutual Life Insurance Company 041590850	**(e) Describe the indirect compensation including any formula...** Expense reimbursement to third party	23741.60
Massachusetts Mutual Life Insurance Company	041590850	
52 **(d) Name and EIN of source of indirect compensation** MM RetireSMART Conservative 042483041	**(e) Describe the indirect compensation including any formula...** Basis points * plan assets	0.00
Massachusetts Mutual Life Insurance Company	041590850	
52 **(d) Name and EIN of source of indirect compensation** MM RetireSMART Growth 042483041	**(e) Describe the indirect compensation including any formula...** Basis points * plan assets	0.00
Massachusetts Mutual Life Insurance Company	041590850	
52 **(d) Name and EIN of source of indirect compensation** MM RetireSMART Moderate 042483041	**(e) Describe the indirect compensation including any formula...** Basis points * plan assets	0.00
Massachusetts Mutual Life Insurance Company	041590850	

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52 0.00

(d) Name and EIN of source of indirect compensation
MM RetireSMART Moderate Growth 042483041

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation
Developing Markets (OFI) 936305075

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation
International Value (Thornburg) 850451747

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation
Intl Equity Index II (Northern) 562496727

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation
Leveraged Co Stck(Fidelity Advisor) 043335387

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation
Mid Cap Index (Columbia) 560906609

(e) Describe the indirect compensation including any formula...
Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

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(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

Mid Cap Value (Perkins) 841458637 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

New Horizons (T. Rowe Price) 520791372 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

Small Cap Index (Columbia) 560906609 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

Spectrum Growth (T. Rowe Price) 521560327 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

Strategic Income (Loomis Sayles) 043113285 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

60 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

Washington Mutual Invs (American) 660793788 | Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation | **(e) Describe the indirect compensation including any formula...**

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MM RetireSMART Conservative 042483041 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
MM RetireSMART Growth 042483041 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
MM RetireSMART Moderate 042483041 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
MM RetireSMART Moderate Growth 042483041 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
MM S&P 500 Index II (Nrtn Tr) 043410047 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
Premier Money Market (Babson) 043212059 Basis points * plan assets

Massachusetts Mutual Life Insurance Company 041590850

72 0.00

(d) Name and EIN of source of indirect compensation **(e) Describe the indirect compensation including any formula...**
Select Focused Value (Harris) 043512590 Basis points * plan assets

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FR Utility Services LLC 401(k) Plan
RM 83603 - 1
5500 Schedule C Service Provider Information for the period of: 01/01/2014 - 12/31/2014

Massachusetts Mutual Life Insurance Company		041590850	
72			0.00
(d) Name and EIN of source of indirect compensation		**(e) Describe the indirect compensation including any formula...**	
Select MetWest Total Return Bond	042483041	Basis points * plan assets	
Massachusetts Mutual Life Insurance Company		041590850	
72			0.00
(d) Name and EIN of source of indirect compensation		**(e) Describe the indirect compensation including any formula...**	
Select Mid Cap Gr II (TRP/Frontier)	043512596	Basis points * plan assets	
Massachusetts Mutual Life Insurance Company		041590850	
72			0.00
(d) Name and EIN of source of indirect compensation		**(e) Describe the indirect compensation including any formula...**	
Select TRP/LS Blue Chip Growth	043556992	Basis points * plan assets	

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A Name of Plan	B Three-digit plan Number
FR Utility Services LLC 401(k) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
FR Utility Services LLC	**364500772**

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(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
*	MassMutual	Guaranteed Interest Account	13,303,149	13,303,149
*	MassMutual	Holding Account - SIA-AG	0	0
*	MassMutual	SIA-B2	119,429	133,514
*	MassMutual	SIA-B8	88,942	99,549
*	MassMutual	SIA-C9	425,249	412,148
*	MassMutual	SIA-CJ	1,348,612	1,450,006
*	MassMutual	SIA-D1	464,769	542,974
*	MassMutual	SIA-D2	1,416,079	1,603,779
*	MassMutual	SIA-D3	556,376	676,138
*	MassMutual	SIA-D4	166,115	197,137
*	MassMutual	SIA-KG	981,624	1,021,708
*	MassMutual	SIA-LV	637,668	762,422
*	MassMutual	SIA-LX	801,528	1,146,279
*	MassMutual	SIA-OZ	3,000,659	3,242,522
*	MassMutual	SIA-QL	230,096	249,440
*	MassMutual	SIA-TI	1,114,279	1,490,461
*	MassMutual	SIA-VC	2,415,852	3,060,004
*	MassMutual	SIA-VI	835,932	1,016,867
*	MassMutual	SIA-W1	2,035,598	2,622,246
*	MassMutual	SIA-W9	2,017,199	2,691,168
*	MassMutual	SIA-WG	2,008,714	2,534,216
*	MassMutual	SIA-WH	2,063,322	2,783,910
	Participant Loans	4.250000 - 9.250000	0	1,165,279