Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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;
- [X] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MAXUM PETROLEUM 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/2008

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

MAXUM PETROLEUM OPERATING COMPANY

201 NORTH RUPERT STREET
FORT WORTH, TX 76107

2b Employer Identification Number (EIN)
26-3908405

2c Sponsor's telephone number
817-877-8335

2d Business code (see instructions)
424700

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.	02/13/2017	DAVID W PARMLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name
MAXUM PETROLEUM INC.

4b EIN
20-5461239

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	1922
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	1802
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	1182
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2984
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	2988
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2916
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶
MAXUM PETROLEUM 401(K) PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MAXUM PETROLEUM OPERATING COMPANY	26-3908405

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

DFA

22-2370029

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

DODGE & COX

94-1441976

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

GOLDMAN SACHS

13-5108880

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

HARBOR

04-2679462

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

LAZARD

20-4571006

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

MUNDER

38-3212521

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

OPPENHEIMER

13-2527171

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

VANGUARD

23-1945930

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

FRANKLIN TEMPLETON

94-3167260

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

INVESCO

58-2287224

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

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

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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 49 50 52 62 64	SERVICE PROVIDER	96967	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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

(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

2013

This Form is Open to Public Inspection.

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

A Name of plan
MAXUM PETROLEUM 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MAXUM PETROLEUM OPERATING COMPANY

D Employer Identification Number (EIN)
26-3908405

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: WELLS FARGO STABLE RETURN FUND N25

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
80-6052574-001	C	3578545

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP STABLE VALUE FUND

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
52-1309931-001	C	0

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)

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)

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

2013

This Form is Open to Public Inspection

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

A Name of plan
MAXUM PETROLEUM 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MAXUM PETROLEUM OPERATING COMPANY

D Employer Identification Number (EIN)
26-3908405

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		1003
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	57246	
(2) Participant contributions	1b(2)	89316	
(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)	2106426	1280433
(9) Value of interest in common/collective trusts	1c(9)	5589739	3578545
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	35773793	34988139
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	43616520	39848120
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	43616520	39848120

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)	2881270	
	(B) Participants	2a(1)(B)	4245882	
	(C) Others (including rollovers)	2a(1)(C)	661510	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7788662
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)	49616	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		49616
	(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)	267214	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		267214
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	14367736	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	13798127	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		569609
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	3383946	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		3383946

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		47624
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1738216
c Other income	2c		15150
d Total income. Add all **income** amounts in column (b) and enter total	2d		13860037
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17464051	
(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)		17464051
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		36823
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	97972	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		97972
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17598846
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-3738809
l Transfers of assets:			
(1) To this plan	2l(1)		30029
(2) From this plan	2l(2)		59620

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: LBMC, PC **(2)** EIN: 62-1199757

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		316299
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)
PILOT TRAVEL CENTERS LLC 401(K) PLAN	34-1953155	001

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
MAXUM PETROLEUM 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MAXUM PETROLEUM OPERATING COMPANY

D Employer Identification Number (EIN)
26-3908405

Part I Distributions

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

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

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

EIN(s): 41-6257133 52-1481931

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):

MAXUM PETROLEUM 401(K) PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

MAXUM PETROLEUM 401(K) PLAN

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LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report

The Plan Administrator
Maxum Petroleum 401(k) Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note (3), which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, as of December 31, 2013 and for the year then ended, and by T. Rowe Price Trust Company as of December 31, 2012 and for the period from January 1, 2013 through February 4, 2013. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustees as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013 and the schedule of delinquent participant contributions for the year ended December 31, 2013 are required by the DOL's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pattimore Black Morgan & Cain, PC

Knoxville, Tennessee
October 6, 2014

MAXUM PETROLEUM 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Assets:		
Cash	$ 1,003	$ -
Investments, at fair value:		
Mutual funds	34,988,139	35,773,793
Collective trust fund	3,607,889	5,589,739
Total investments, at fair value	38,596,028	41,363,532
Receivables:		
Plan sponsor contributions	-	57,246
Participant contributions	-	89,316
Notes receivable from participants	1,280,433	2,106,426
Total receivables	1,280,433	2,252,988
Net assets available for benefits, at fair value	39,877,464	43,616,520
Adjustment from fair value to contract value for investment in collective trust fund with fully benefit-responsive investment contracts	(29,344)	(230,398)
Net assets available for benefits	$ 39,848,120	$ 43,386,122

See accompanying notes to the financial statements.

MAXUM PETROLEUM 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2013

Additions to net assets attributed to:	
Net change resulting from investment activity:	
Net appreciation in fair value of investments	$ 5,984,943
Dividends	267,214
Net change resulting from investment activity	6,252,157
Interest on participant notes receivable	49,616
Contributions:	
Plan Sponsor	2,881,270
Participants	4,245,882
Participant rollovers	661,510
Total contributions	7,788,662
Total additions	14,090,435
Deductions from net assets attributed to:	
Benefits paid	17,500,874
Administrative expenses	97,972
Transfer of assets (Note 1)	29,591
Total deductions	17,628,437
Net decrease	(3,538,002)
Net assets available for benefits at beginning of year	43,386,122
Net assets available for benefits at end of year	$ 39,848,120

See accompanying notes to the financial statements.

(1) Description of plan

The following description of the Maxum Petroleum 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan which was established on September 1, 2008 to provide retirement benefits for employees of Maxum Petroleum, Inc. and its subsidiaries (collectively, the "Company" or "Plan Sponsor"). On August 31, 2012, Pilot Travel Centers, LLC ("Pilot") acquired a controlling interest in the Company and assumed administration of the Plan. The Plan covers substantially all full-time employees who are age twenty-one or older and have completed one month of service ("participants"), except for employees covered by a collective bargaining agreement and nonresident alien employees. Eligible employees become participants in the Plan on the first day of the month coincident with or following the date the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan had net transfers to an affiliated plan of $29,591 during 2013.

(b) Contributions

Participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. In order to participate, employees must make a minimum contribution of 1% of compensation. Participant contributions are permitted up to 100% of compensation.

The Plan automatically enrolls all newly eligible employees at a deferral rate of 2%, unless the employee elects to not participate in the Plan.

The Plan Sponsor provides a safe harbor match, consisting of 100% of the first 3% of the participant's elective deferrals and 50% of the elective deferrals that exceed 3%, not to exceed 5%. Plan Sponsor and participant contributions may not exceed the maximum amount deductible for federal income tax purposes.

(c) Participant accounts

Each participant's account is credited (charged) with the participant's contributions, and allocations of Plan Sponsor contributions, investment earnings (losses), and administrative expenses. Allocations are based on participant's compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are immediately vested in their elective salary deferral contributions and the Company contributions plus actual earnings (losses) thereon.

(e) Notes receivable from participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The participant notes receivable are secured by the balance in the participant's account and bear interest at fixed rates ranging from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest are collected ratably through payroll deductions.

(f) Payment of benefits

Plan benefits are available to participants upon retirement, death, disability, termination of employment or in service withdrawals, including financial hardship and after attaining age 59 1/2, as defined in the Plan provisions. Benefits may be paid in a lump-sum amount equal to the value of the participant's vested account.

(g) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution and the related earnings portion of their accounts. Such forfeitures shall be applied first against the Plan Sponsor's contribution obligations for subsequent periods and then against Plan expenses. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $1,328 and $663, respectively. Forfeitures of $9,496 were used to reduce Plan Sponsor contributions during 2013.

(h) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if the participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account balance.

(i) Administrative expenses

Trustee fees associated with administering the Plan and investment management fees are paid from the assets of the Plan, while other costs are paid by the Plan Sponsor.

(j) Amendments

Effective January 1, 2013, the Plan was restated and Wells Fargo Bank, N.A. became the directed trustee and recordkeeper of the Plan.

(k) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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 is prepared on a contract value basis.

(b) Investment valuation and income recognition

Investments are stated at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value.

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

(c) Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between December 31, 2013 and October 6, 2014, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

(3) Summary of information certified by trustee

The following information was certified as complete and accurate by Wells Fargo Bank, N.A., trustees, as of December 31, 2013 and for the year ended December 31, 2013 and by T. Rowe Price Trust Company, trustee, as of December 31, 2012 and for the period from January 1, 2013 through February 4, 2013.

	2013	2012
Cash	$ 1,003	$ -
Investments, at fair value	34,988,139	35,773,793
Collective trust fund, at contract value	3,578,545	5,359,341
Notes receivable from participants	1,280,433	2,106,426
Net change resulting from investment activity	6,252,157	
Interest income from notes receivable from participants	49,616	

(4) Fair value measurements

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity including quoted market prices in active markets for identical assets (Level 1), or significant other observable inputs (Level 2) and the reporting entity's own assumptions about market participant assumptions (Level 3). The Plan does not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2013.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

(i) *Mutual funds*: Valued at the net asset value of shares held by the Plan at year end in an active market.

(ii) *Collective trust fund*: The value of the Plan's interest in the collective trust fund is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan. Each collective trust fund provides for daily redemptions by the Plan at reported net asset values per share with no advance notice requirement.

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's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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 at fair value as of December 31, 2013 and 2012:

	Fair Value Measurements as of December 31, 2013 using the following inputs			
	Level 1	Level 2	Level 3	Total
Collective trust fund	$ -	$ 3,607,889	$ -	$ 3,607,889
Mutual funds:				
Fixed income	507,334	-	-	507,334
Equity	4,090,551	-	-	4,090,551
Balanced	30,390,254	-	-	30,390,254
Total mutual funds	34,988,139	-	-	34,988,139
Total	$ 34,988,139	$ 3,607,889	$ -	$ 38,596,028

	Fair Value Measurements as of December 31, 2012 using the following inputs			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced	$ 30,099,103	$ -	$ -	$ 30,099,103
Fixed income	1,211,196	-	-	1,211,196
Equity:				
Foreign	472,216	-	-	472,216
Large blend	1,596,841	-	-	1,596,841
Mid cap blend	297,599	-	-	297,599
Small blend	522,114	-	-	522,114
Growth	535,963	-	-	535,963
Diversified emerging markets	1,038,761	-	-	1,038,761
Total mutual funds	35,773,793	-	-	35,773,793
Collective trust fund	-	-	5,589,739	5,589,739
Total	$ 35,773,793	$ -	$ 5,589,739	$ 41,363,532

During 2013, the Plan began investing in a different collective trust fund with Wells Fargo Bank, N.A., that is not considered to be a level 3 asset. The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2013 and 2012:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Collective Trust Fund
Balance at December 31, 2011	$ 3,082,901
Realized gains	122,883
Dividends	78,777
Purchases	2,844,590
Settlements	(543,760)
Other adjustments	4,348
Balance at December 31, 2012	5,589,739
Realized gains (losses)	882
Dividends	8,076
Purchases	7,303
Settlements	(5,607,479)
Other adjustments	1,479
Balance at December 31, 2013	$ -

(5) Stable value fund

The Stable Value Fund ("SVF") was a collective trust fund that invests in guaranteed investment contracts (GICs) issued by insurance companies, investment contracts issued by banks, structured or synthetic investment contracts (SICs), separate account contracts, wrapper contracts, and other similar instruments that are intended to maintain a constant net asset value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the SVF at contract value. Contract value represents original cost plus accrued income and contributions, less participant withdrawals and administrative expenses. The SVF imposes certain restrictions on the Plan, and the SVF itself may be subject to circumstances that impact its ability to transact at contract value. Examples include, but are not limited to, partial or complete legal termination of the Plan or SVF, tax disqualification of the Plan or SVF, and certain SVF amendments if issuers' consent is not obtained. Plan management believes the occurrence of events that would cause the SVF to transact at less than contract value is not probable.

There were no reserves against contract value for the credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon by the issuer, but may not be less than zero percent. The SICs are designed to reset the respective crediting rate at least quarterly. The traditional GICs do not reset their crediting rates as they provide for a fixed rate of interest over the term to maturity of the contracts.

Dividends and interest on the SVF were $8,076 and $78,777 for the year ended December 31, 2013 and 2012, respectively.

The SVF was disposed of in 2013 when the Plan changed trustees.

Information on the SVF is as follows:

	2012
Average yield	2.36%
Crediting interest rate at December 31	2.45%

(6) Investments and investment income

The fair value of investments that represent 5% or more of the Plan's net assets as of December 31, 2013 and 2012 are as follows:

	2013	2012
Wells Fargo Stable Return Fund N	$ 3,607,889	**
Wells Fargo Maxum Retirement 2015	2,192,192	**
Wells Fargo Maxum Retirement 2020	4,888,946	**
Wells Fargo Maxum Retirement 2025	4,473,155	**
Wells Fargo Maxum Retirement 2030	5,422,442	**
Wells Fargo Maxum Retirement 2035	5,261,655	**
Wells Fargo Maxum Retirement 2040	2,380,766	**
Wells Fargo Maxum Retirement 2045	2,582,632	**
T. Rowe Price Stable Value Fund	**	$ 5,589,739
T. Rowe Price Retirement 2020 Fund	**	6,217,214
T. Rowe Price Retirement 2030 Fund	**	6,029,307
T. Rowe Price Retirement 2025 Fund	**	5,385,662
T. Rowe Price Retirement 2035 Fund	**	4,158,644

**Investment does not represent 5% or more of the Plan's net assets for the respective year.

Net appreciation in fair value of investments is primarily from mutual funds for the year ended December 31, 2013.

(7) Income tax status

The Plan Sponsor adopted a prototype 401(k) profit sharing plan which received a favorable opinion letter from the Internal Revenue Service ("IRS") on March 31, 2008, which stated that the prototype plan was designed in accordance with the applicable sections of the IRC. The Plan itself has not received a determination letter from the IRS stating that the Plan is qualified under section 401(a) of the IRC. The Plan has been amended since adopting the prototype plan. However, the plan administrator believes that the adopted prototype plan, as amended, is designed and is currently being operated in compliance with the applicable provisions of the IRC and is therefore qualified and exempt from taxation.

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

(8) Related party transactions

Certain Plan investments are shares of mutual funds and collective trust funds managed by Wells Fargo Bank, N.A., the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. During 2013, fees of $97,972 were paid by the Plan to the Trustees of the Plan. The Plan also holds notes receivable from participants which are considered party-in-interest transactions.

(9) Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per the financial statements	$ 39,848,120	$ 43,386,122
Adjustment from fair value to contract value for investment in collective trust fund with fully benefit-responsive contracts in 2012	-	230,398
Net assets available for benefits per the Form 5500	$ 39,848,120	$ 43,616,520

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Change in net assets available for benefits per the financial statements	$ (3,538,002)
Adjustment from fair value to contract value for investment in stable value fund with fully benefit-responsive contracts recorded in 2012	(230,398)
Change in net assets available for benefits per the Form 5500	$ (3,768,400)

(10) Risks and uncertainties

The Plan utilizes various investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

MAXUM PETROLEUM 401(K) PLAN

EIN 26-3908405, PLAN No. 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Cash	Cash	**	$ 1,003
	Collective trust fund:			
*	Wells Fargo	Stable Return Fund N	**	3,607,889
	Mutual funds:			
	Templeton	Global Bond Fund	**	179,721
	Vanguard	Intermediate Term Treasury Fund	**	99,614
	Vanguard	Inflation Protected Securities Fund	**	41,958
	Dimensional Fund Advisors	U.S. Small Company Portfolio	**	504,623
	Goldman Sachs	Mid Cap Value Fund	**	163,925
	Vanguard	Windsor II ADM CL Fund	**	106,498
	Harbor Capital	Appreciation Fund	**	481,610
	Vanguard	Institutional Index Fund	**	779,311
	Munder	Mid Cap Core Growth Fund	**	79,369
	Van Kampen	Equity and Income Fund	**	1,419,144
	Vanguard	REIT Index Fund	**	95,079
	Vanguard	Mid Cap Index Sign Fund	**	242,219
*	Vanguard	Total Bond Index	**	186,040
*	Vanguard	Small Cap Value Index Fund	**	290,418
*	Dodge & Cox	International Equity Stock Fund	**	409,350
*	Lazard	Emerging Markets Portfolio Fund	**	681,084
*	Oppenheimer	International Small Company Fund	**	257,066
*	Wells Fargo	Maxum Retirement 2010	**	487,036
*	Wells Fargo	Maxum Retirement 2015	**	2,192,192
*	Wells Fargo	Maxum Retirement 2020	**	4,888,946
*	Wells Fargo	Maxum Retirement 2025	**	4,473,155
*	Wells Fargo	Maxum Retirement 2030	**	5,422,442
*	Wells Fargo	Maxum Retirement 2035	**	5,261,655
*	Wells Fargo	Maxum Retirement 2040	**	2,380,766
*	Wells Fargo	Maxum Retirement 2045	**	2,582,632
*	Wells Fargo	Maxum Retirement 2050	**	772,853
*	Wells Fargo	Maxum Retirement 2055	**	476,089
*	Wells Fargo	Maxum Retirement Income	**	33,344
	Total mutual funds			34,988,139
*	Notes receivable from participants	Participant loans with interest ranging from 4.25% to 9.25% and maturity dates of 2014 through 2027	-	1,280,433
		Total investments		$ 39,877,464

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by Wells Fargo Bank, N.A., the trustee. The collective trust fund was certified at contrat value by the trustee.

MAXUM PETROLEUM 401(K) PLAN

EIN 26-3908405, PLAN No. 001
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the year ended December 31, 2013

Check Here If Late Participant Loan Payments Are Included	Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	73,370	-	73,370	-	-
	85,799	-	85,799	-	-
*	86,707	-	86,707	-	-
*	70,423	-	70,423	-	-

MAXUM PETROLEUM 401(K) PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

MAXUM PETROLEUM 401(K) PLAN

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LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report

The Plan Administrator
Maxum Petroleum 401(k) Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note (3), which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, as of December 31, 2013 and for the year then ended, and by T. Rowe Price Trust Company as of December 31, 2012 and for the period from January 1, 2013 through February 4, 2013. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustees as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013 and the schedule of delinquent participant contributions for the year ended December 31, 2013 are required by the DOL's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pattimore Black Morgan & Cain, PC

Knoxville, Tennessee
October 6, 2014

MAXUM PETROLEUM 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Assets:		
Cash	$ 1,003	$ -
Investments, at fair value:		
Mutual funds	34,988,139	35,773,793
Collective trust fund	3,607,889	5,589,739
Total investments, at fair value	38,596,028	41,363,532
Receivables:		
Plan sponsor contributions	-	57,246
Participant contributions	-	89,316
Notes receivable from participants	1,280,433	2,106,426
Total receivables	1,280,433	2,252,988
Net assets available for benefits, at fair value	39,877,464	43,616,520
Adjustment from fair value to contract value for investment in collective trust fund with fully benefit-responsive investment contracts	(29,344)	(230,398)
Net assets available for benefits	$ 39,848,120	$ 43,386,122

See accompanying notes to the financial statements.

MAXUM PETROLEUM 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2013

Additions to net assets attributed to:	
Net change resulting from investment activity:	
Net appreciation in fair value of investments	$ 5,984,943
Dividends	267,214
Net change resulting from investment activity	6,252,157
Interest on participant notes receivable	49,616
Contributions:	
Plan Sponsor	2,881,270
Participants	4,245,882
Participant rollovers	661,510
Total contributions	7,788,662
Total additions	14,090,435
Deductions from net assets attributed to:	
Benefits paid	17,500,874
Administrative expenses	97,972
Transfer of assets (Note 1)	29,591
Total deductions	17,628,437
Net decrease	(3,538,002)
Net assets available for benefits at beginning of year	43,386,122
Net assets available for benefits at end of year	$ 39,848,120

See accompanying notes to the financial statements.

(1) Description of plan

The following description of the Maxum Petroleum 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan which was established on September 1, 2008 to provide retirement benefits for employees of Maxum Petroleum, Inc. and its subsidiaries (collectively, the "Company" or "Plan Sponsor"). On August 31, 2012, Pilot Travel Centers, LLC ("Pilot") acquired a controlling interest in the Company and assumed administration of the Plan. The Plan covers substantially all full-time employees who are age twenty-one or older and have completed one month of service ("participants"), except for employees covered by a collective bargaining agreement and nonresident alien employees. Eligible employees become participants in the Plan on the first day of the month coincident with or following the date the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan had net transfers to an affiliated plan of $29,591 during 2013.

(b) Contributions

Participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. In order to participate, employees must make a minimum contribution of 1% of compensation. Participant contributions are permitted up to 100% of compensation.

The Plan automatically enrolls all newly eligible employees at a deferral rate of 2%, unless the employee elects to not participate in the Plan.

The Plan Sponsor provides a safe harbor match, consisting of 100% of the first 3% of the participant's elective deferrals and 50% of the elective deferrals that exceed 3%, not to exceed 5%. Plan Sponsor and participant contributions may not exceed the maximum amount deductible for federal income tax purposes.

(c) Participant accounts

Each participant's account is credited (charged) with the participant's contributions, and allocations of Plan Sponsor contributions, investment earnings (losses), and administrative expenses. Allocations are based on participant's compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are immediately vested in their elective salary deferral contributions and the Company contributions plus actual earnings (losses) thereon.

(e) Notes receivable from participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The participant notes receivable are secured by the balance in the participant's account and bear interest at fixed rates ranging from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest are collected ratably through payroll deductions.

(f) Payment of benefits

Plan benefits are available to participants upon retirement, death, disability, termination of employment or in service withdrawals, including financial hardship and after attaining age 59 1/2, as defined in the Plan provisions. Benefits may be paid in a lump-sum amount equal to the value of the participant's vested account.

(g) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution and the related earnings portion of their accounts. Such forfeitures shall be applied first against the Plan Sponsor's contribution obligations for subsequent periods and then against Plan expenses. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $1,328 and $663, respectively. Forfeitures of $9,496 were used to reduce Plan Sponsor contributions during 2013.

(h) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if the participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account balance.

(i) Administrative expenses

Trustee fees associated with administering the Plan and investment management fees are paid from the assets of the Plan, while other costs are paid by the Plan Sponsor.

(j) Amendments

Effective January 1, 2013, the Plan was restated and Wells Fargo Bank, N.A. became the directed trustee and recordkeeper of the Plan.

(k) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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 is prepared on a contract value basis.

(b) Investment valuation and income recognition

Investments are stated at fair value as reported by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value.

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

(c) Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between December 31, 2013 and October 6, 2014, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

(3) Summary of information certified by trustee

The following information was certified as complete and accurate by Wells Fargo Bank, N.A., trustees, as of December 31, 2013 and for the year ended December 31, 2013 and by T. Rowe Price Trust Company, trustee, as of December 31, 2012 and for the period from January 1, 2013 through February 4, 2013.

	2013	2012
Cash	$ 1,003	$ -
Investments, at fair value	34,988,139	35,773,793
Collective trust fund, at contract value	3,578,545	5,359,341
Notes receivable from participants	1,280,433	2,106,426
Net change resulting from investment activity	6,252,157	
Interest income from notes receivable from participants	49,616	

(4) Fair value measurements

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity including quoted market prices in active markets for identical assets (Level 1), or significant other observable inputs (Level 2) and the reporting entity's own assumptions about market participant assumptions (Level 3). The Plan does not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2013.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

(i) *Mutual funds*: Valued at the net asset value of shares held by the Plan at year end in an active market.

(ii) *Collective trust fund*: The value of the Plan's interest in the collective trust fund is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan. Each collective trust fund provides for daily redemptions by the Plan at reported net asset values per share with no advance notice requirement.

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's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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 at fair value as of December 31, 2013 and 2012:

	Fair Value Measurements as of December 31, 2013 using the following inputs			
	Level 1	Level 2	Level 3	Total
Collective trust fund	$ -	$ 3,607,889	$ -	$ 3,607,889
Mutual funds:				
Fixed income	507,334	-	-	507,334
Equity	4,090,551	-	-	4,090,551
Balanced	30,390,254	-	-	30,390,254
Total mutual funds	34,988,139	-	-	34,988,139
Total	$ 34,988,139	$ 3,607,889	$ -	$ 38,596,028

	Fair Value Measurements as of December 31, 2012 using the following inputs			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced	$ 30,099,103	$ -	$ -	$ 30,099,103
Fixed income	1,211,196	-	-	1,211,196
Equity:				
Foreign	472,216	-	-	472,216
Large blend	1,596,841	-	-	1,596,841
Mid cap blend	297,599	-	-	297,599
Small blend	522,114	-	-	522,114
Growth	535,963	-	-	535,963
Diversified emerging markets	1,038,761	-	-	1,038,761
Total mutual funds	35,773,793	-	-	35,773,793
Collective trust fund	-	-	5,589,739	5,589,739
Total	$ 35,773,793	$ -	$ 5,589,739	$ 41,363,532

During 2013, the Plan began investing in a different collective trust fund with Wells Fargo Bank, N.A., that is not considered to be a level 3 asset. The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2013 and 2012:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Collective Trust Fund
Balance at December 31, 2011	$ 3,082,901
Realized gains	122,883
Dividends	78,777
Purchases	2,844,590
Settlements	(543,760)
Other adjustments	4,348
Balance at December 31, 2012	5,589,739
Realized gains (losses)	882
Dividends	8,076
Purchases	7,303
Settlements	(5,607,479)
Other adjustments	1,479
Balance at December 31, 2013	$ -

(5) Stable value fund

The Stable Value Fund ("SVF") was a collective trust fund that invests in guaranteed investment contracts (GICs) issued by insurance companies, investment contracts issued by banks, structured or synthetic investment contracts (SICs), separate account contracts, wrapper contracts, and other similar instruments that are intended to maintain a constant net asset value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the SVF at contract value. Contract value represents original cost plus accrued income and contributions, less participant withdrawals and administrative expenses. The SVF imposes certain restrictions on the Plan, and the SVF itself may be subject to circumstances that impact its ability to transact at contract value. Examples include, but are not limited to, partial or complete legal termination of the Plan or SVF, tax disqualification of the Plan or SVF, and certain SVF amendments if issuers' consent is not obtained. Plan management believes the occurrence of events that would cause the SVF to transact at less than contract value is not probable.

There were no reserves against contract value for the credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon by the issuer, but may not be less than zero percent. The SICs are designed to reset the respective crediting rate at least quarterly. The traditional GICs do not reset their crediting rates as they provide for a fixed rate of interest over the term to maturity of the contracts.

Dividends and interest on the SVF were $8,076 and $78,777 for the year ended December 31, 2013 and 2012, respectively.

The SVF was disposed of in 2013 when the Plan changed trustees.

Information on the SVF is as follows:

	2012
Average yield	2.36%
Crediting interest rate at December 31	2.45%

(6) Investments and investment income

The fair value of investments that represent 5% or more of the Plan's net assets as of December 31, 2013 and 2012 are as follows:

	2013	2012
Wells Fargo Stable Return Fund N	$ 3,607,889	**
Wells Fargo Maxum Retirement 2015	2,192,192	**
Wells Fargo Maxum Retirement 2020	4,888,946	**
Wells Fargo Maxum Retirement 2025	4,473,155	**
Wells Fargo Maxum Retirement 2030	5,422,442	**
Wells Fargo Maxum Retirement 2035	5,261,655	**
Wells Fargo Maxum Retirement 2040	2,380,766	**
Wells Fargo Maxum Retirement 2045	2,582,632	**
T. Rowe Price Stable Value Fund	**	$ 5,589,739
T. Rowe Price Retirement 2020 Fund	**	6,217,214
T. Rowe Price Retirement 2030 Fund	**	6,029,307
T. Rowe Price Retirement 2025 Fund	**	5,385,662
T. Rowe Price Retirement 2035 Fund	**	4,158,644

**Investment does not represent 5% or more of the Plan's net assets for the respective year.

Net appreciation in fair value of investments is primarily from mutual funds for the year ended December 31, 2013.

(7) Income tax status

The Plan Sponsor adopted a prototype 401(k) profit sharing plan which received a favorable opinion letter from the Internal Revenue Service ("IRS") on March 31, 2008, which stated that the prototype plan was designed in accordance with the applicable sections of the IRC. The Plan itself has not received a determination letter from the IRS stating that the Plan is qualified under section 401(a) of the IRC. The Plan has been amended since adopting the prototype plan. However, the plan administrator believes that the adopted prototype plan, as amended, is designed and is currently being operated in compliance with the applicable provisions of the IRC and is therefore qualified and exempt from taxation.

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

(8) Related party transactions

Certain Plan investments are shares of mutual funds and collective trust funds managed by Wells Fargo Bank, N.A., the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. During 2013, fees of $97,972 were paid by the Plan to the Trustees of the Plan. The Plan also holds notes receivable from participants which are considered party-in-interest transactions.

(9) Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per the financial statements	$ 39,848,120	$ 43,386,122
Adjustment from fair value to contract value for investment in collective trust fund with fully benefit-responsive contracts in 2012	-	230,398
Net assets available for benefits per the Form 5500	$ 39,848,120	$ 43,616,520

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Change in net assets available for benefits per the financial statements	$ (3,538,002)
Adjustment from fair value to contract value for investment in stable value fund with fully benefit-responsive contracts recorded in 2012	(230,398)
Change in net assets available for benefits per the Form 5500	$ (3,768,400)

(10) Risks and uncertainties

The Plan utilizes various investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

MAXUM PETROLEUM 401(K) PLAN

EIN 26-3908405, PLAN No. 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Cash	Cash	**	$ 1,003
	Collective trust fund:			
*	Wells Fargo	Stable Return Fund N	**	3,607,889
	Mutual funds:			
	Templeton	Global Bond Fund	**	179,721
	Vanguard	Intermediate Term Treasury Fund	**	99,614
	Vanguard	Inflation Protected Securities Fund	**	41,958
	Dimensional Fund Advisors	U.S. Small Company Portfolio	**	504,623
	Goldman Sachs	Mid Cap Value Fund	**	163,925
	Vanguard	Windsor II ADM CL Fund	**	106,498
	Harbor Capital	Appreciation Fund	**	481,610
	Vanguard	Institutional Index Fund	**	779,311
	Munder	Mid Cap Core Growth Fund	**	79,369
	Van Kampen	Equity and Income Fund	**	1,419,144
	Vanguard	REIT Index Fund	**	95,079
	Vanguard	Mid Cap Index Sign Fund	**	242,219
*	Vanguard	Total Bond Index	**	186,040
*	Vanguard	Small Cap Value Index Fund	**	290,418
*	Dodge & Cox	International Equity Stock Fund	**	409,350
*	Lazard	Emerging Markets Portfolio Fund	**	681,084
*	Oppenheimer	International Small Company Fund	**	257,066
*	Wells Fargo	Maxum Retirement 2010	**	487,036
*	Wells Fargo	Maxum Retirement 2015	**	2,192,192
*	Wells Fargo	Maxum Retirement 2020	**	4,888,946
*	Wells Fargo	Maxum Retirement 2025	**	4,473,155
*	Wells Fargo	Maxum Retirement 2030	**	5,422,442
*	Wells Fargo	Maxum Retirement 2035	**	5,261,655
*	Wells Fargo	Maxum Retirement 2040	**	2,380,766
*	Wells Fargo	Maxum Retirement 2045	**	2,582,632
*	Wells Fargo	Maxum Retirement 2050	**	772,853
*	Wells Fargo	Maxum Retirement 2055	**	476,089
*	Wells Fargo	Maxum Retirement Income	**	33,344
	Total mutual funds			34,988,139
*	Notes receivable from participants	Participant loans with interest ranging from 4.25% to 9.25% and maturity dates of 2014 through 2027	-	1,280,433
		Total investments		$ 39,877,464

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by Wells Fargo Bank, N.A., the trustee. The collective trust fund was certified at contrat value by the trustee.

MAXUM PETROLEUM 401(K) PLAN

EIN 26-3908405, PLAN No. 001
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the year ended December 31, 2013

Check Here If Late Participant Loan Payments Are Included	Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	73,370	-	73,370	-	-
	85,799	-	85,799	-	-
*	86,707	-	86,707	-	-
*	70,423	-	70,423	-	-

MAXUM PETROLEUM 401(K) PLAN

EIN 26-3908405, PLAN No. 001
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the year ended December 31, 2013

Check Here If Late Participant Loan Payments Are Included	Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	73,370	-	73,370	-	-
	85,799	-	85,799	-	-
*	86,707	-	86,707	-	-
*	70,423	-	70,423	-	-