

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here. ▶ ☐	
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>QUALITY ALUMINUM FORGE 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan <u>05/01/2005</u>		
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GEL INDUSTRIES, INC.</u> <u>810 N LEMON STREET</u> <u>ORANGE, CA 92867</u>	2b Employer Identification Number (EIN) <u>20-1931482</u>	2c Sponsor's telephone number <u>714-639-8191</u>	2d Business code (see instructions) <u>332110</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>TRISTANO CARACCIOLO</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GEL INDUSTRIES, INC. 810 N LEMON STREET ORANGE, CA 92867	3b Administrator's EIN 20-1931482 3c Administrator's telephone number 714-639-8191
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	167
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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	1
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	66
d Subtotal. Add lines 6a , 6b , and 6c	6d	67
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	67
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	67
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2T 3D

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan QUALITY ALUMINUM FORGE 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 GEL INDUSTRIES, INC.	D Employer Identification Number (EIN) 20-1931482

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation STANCORP FINANCIAL GROUP 93-1253576

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

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

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 19 50 60	NONE	4227	Yes ☒ No ☐	Yes ☐ No ☒	1772	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 ☐

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan QUALITY ALUMINUM FORGE 401(K) RETIREMENT PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GEL INDUSTRIES, INC.	D Employer Identification Number (EIN) 20-1931482
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB STABLE VALUE FUND
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b Name of sponsor of entity listed in (a):	CHARLES SCWAB TRUST COMPANY
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c EIN-PN	81-0625180-001	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	515182
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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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
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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
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>QUALITY ALUMINUM FORGE 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>20-1931482</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	692	0
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)	93545	148373
	(9) Value of interest in common/collective trusts	1c(9)	452651	515182
	(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)	1272143	1261345
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1819031	1924900

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1819031	1924900
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	98612	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		98612
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)	4849	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4849
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		26886
(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)		3999
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		134346

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10455	
(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)		10455
f Corrective distributions (see instructions)	2f		16437
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1585	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1585
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		28477

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		105869
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITE NELSON & COMPANY LLP

(2) EIN: 33-0686301

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		200000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
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:

0

- 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)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>QUALITY ALUMINUM FORGE 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>20-1931482</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2011

WITH INDEPENDENT AUDITORS' REPORT

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
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DECEMBER 31, 2011**

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INDEPENDENT AUDITORS' REPORT

To the Participants and
Administrative Committee of the
Quality Aluminum Forge 401(k) Retirement Plan
Orange, California

We were engaged to audit the financial statements of Quality Aluminum Forge 401(k) Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by The Charles Schwab Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 11, 2012

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS

	<u>2011</u>	<u>2010</u>
Investments:		
At Fair Value:		
Mutual Funds:		
Artisan Mid Cap Value	\$ 46,871	\$ 47,629
Artisan Small Cap	14,192	14,604
Dodge & Cox Income	172,158	181,882
Fidelity Advisor Diversified International	84,504	98,509
Munder Veracity Small Cap Value	16,118	20,833
Growth Fund Of America	98,191	111,240
Rainier Intermediate Fixed Income	74,148	59,993
Rainier Small/Mid Cap Equity	41,673	45,524
Vanguard Life Strategy Income	36,794	44,983
Vanguard Life Strategy Growth	183,093	182,901
Vanguard Life Strategy Conservative Growth	122,686	113,865
Vanguard Life Strategy Moderate Growth	66,645	62,569
Vanguard Windsor II	70,141	67,983
Vanguard Index 500	<u>234,125</u>	<u>220,322</u>
Total Mutual Funds	1,261,339	1,272,837
Stable Value Funds:		
Stable Value Fund Institutional Class	542,170	-
Stable Value Fund B	<u>-</u>	<u>463,618</u>
Total Investments At Fair Value	1,803,509	1,736,455
Receivables:		
Notes Receivable From Participants	<u>148,379</u>	<u>93,545</u>
Total Assets	1,951,888	1,830,000

LIABILITIES

Excess Contributions Payable	<u>8,040</u>	<u>16,437</u>
Total Liabilities	<u>8,040</u>	<u>16,437</u>
Net Assets With All Investments Valued At Fair Value	1,943,848	1,813,563
Adjustment From Fair Value To Contract Value For Fully Benefit-Responsive Investment Contract	<u>(26,988)</u>	<u>(10,967)</u>
Net Assets Available For Benefits	<u>\$ 1,916,860</u>	<u>\$ 1,802,596</u>

The accompanying notes are an integral part of these financial statements

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

Additions To Net Assets Attributed To:

Contributions:

Employee	\$ 90,570
----------	-----------

Earnings On Investments:

At Fair Value:

Net Realized And Unrealized Gain On Mutual Funds	3,999
--	-------

Net Realized And Unrealized Gain On Stable Value Fund	<u>26,886</u>
---	---------------

Total Earnings On Investments	30,885
-------------------------------	--------

Interest From Participant Loans	<u>4,849</u>
---------------------------------	--------------

Total Additions To Net Assets Available For Benefits	126,304
--	---------

Deductions From Net Assets Attributed To:

Benefits Paid To Participants	10,455
-------------------------------	--------

Administrative Expenses	<u>1,585</u>
-------------------------	--------------

Total Deductions From Net Assets Available For Benefits	12,040
---	--------

Change In Net Assets Available For Benefits	114,264
---	---------

Net Assets Available For Benefits, December 31, 2010	<u>1,802,596</u>
--	------------------

Net Assets Available For Benefits, December 31, 2011	\$ <u><u>1,916,860</u></u>
--	----------------------------

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE A: **Description Of The Plan** - The following description of the Quality Aluminum Forge 401(k) Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- (1) **General** - The Plan is a defined contribution plan which was adopted by G.E.L. Industries, Inc. (the "Company") effective May 1, 2005, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have reached the age of 18 and completed three months of service. The Charles Schwab Trust Company ("Charles Schwab") serves as the trustee of the Plan. Standard Retirement Services, Inc. ("Standard Retirement") serves as the record keeper.
- (2) **Contributions** - Participants may elect to contribute their pretax annual compensation not to exceed the maximum deferral limitation as defined in the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may elect to make qualified non-elective contributions to its non-highly compensated employees at the discretion of the Board of Directors. For the year ended December 31, 2011, there were no Company contributions.
- (3) **Participant Accounts** - Each participant's account is credited with the participant's contribution and allocations of the Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- (4) **Vesting** - Participants are immediately vested in their contributions plus actual earnings thereon.
- (5) **Notes Receivable From Participants** - Participants may borrow against their Plan account balance within Plan guidelines. Loan terms are at the discretion of the borrower but generally cannot exceed five years. The loan amount can be a minimum of \$500, but cannot exceed the lesser of (a) one-half of the participant's interest under the Plan, or (b) \$50,000. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through bi-weekly payroll deductions. The loans are secured by the vested account balance in the participant's account. Participant's can have a maximum of two loans outstanding at any time.

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE A: Description Of The Plan - (Continued)

- (6) Benefit Payments - Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum distribution equal to the portion of his or her account, as defined in the Plan document. For termination of service for other reasons, a participant will receive the value of the interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship, participants are allowed to withdraw their funds from the Plan.

- (7) Forfeitures - Forfeitures are used to reduce the Plan's administrative costs, or distributable as non-elective contributions. At December 31, 2011, there were no forfeited non-allocated accounts.

- (8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. The majority of administrative expenses incurred by the Plan are absorbed by the Company, except for fees related to administration of participant loans, which are deducted from the applicable participants' accounts.

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair values of investments.

NOTE B: Summary Of Significant Accounting Policies - The following are the significant accounting policies of the Plan:

- (1) Basis Of Accounting - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. 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 statement of net assets available for benefits presents 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 statement of changes in net assets available for benefits is prepared on a contract value basis.

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE B: Summary Of Significant Accounting Policies - (Continued)

- (2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2011 and 2010. 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 N for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Capital gains and/or losses are reported the day after the trade date.

Net realized and unrealized appreciation is recorded in the accompanying statement of changes in net assets available for benefits as earnings on investments.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

- (3) Payment Of Benefits - Benefits are recorded when paid.
- (4) Use Of Estimates - The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and gains, and expenses and losses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.
- (5) Recent Accounting Pronouncements - In May 2011, the FASB issued Accounting Standards Update No. 2011-04, "*Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*" (ASU 2011-04). ASU 2011-04 represents clarification of Topic 820 provisions, but also to expand the disclosure requirements for assets measured using Level 3 inputs. This update will be effective in the year ending December 31, 2012, and the Plan is currently evaluating the impact of the pending adoption of ASU 2011-04 on the Plan's financial statements.

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

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE C: Concentrations, Risks And Uncertainties - (Continued)

The Plan held substantially all of its assets with one institution. In the event of the institution's failure, the Plan could be subject to losses on its stable value fund investments at December 31, 2011 and 2010, totaling \$515,182 and \$452,651, respectively. The Plan is also at risk of loss in any of its investments in mutual funds which could fail to the extent of the dollar amounts invested. The brokerage firms are insured by the Securities Investors Protection Corporation (SIPC).

NOTE D: Information Prepared And Certified By Trustee - The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Charles Schwab, the Plan's trustee.

	December 31, 2011	December 31, 2010
Investments, At Fair Value:		
Mutual Funds	\$ 1,261,339	\$ 1,272,837
Stable Value Fund:		
Stable Value Fund Instl CL	542,170	-
Stable Value Fund B	-	463,618
Notes Receivable From Participants	148,373	93,545

Charles Schwab also certified the completeness and accuracy of \$30,885 of net appreciation in fair value of investments and \$4,849 of interest related to participant loans for the year ended December 31, 2011.

NOTE E: Investments - The following table presents the investments that represent 5 percent or more of the Plan's net assets:

	2011	2010
Mutual Funds:		
Dodge & Cox Income	\$ 172,158	\$ 181,882
Fidelity Advisor Diversified Int'l	Under 5%	98,509
American Funds - Growth Fund Of America	98,191	111,240
Vanguard Life Strategy Growth	183,093	182,901
Vanguard Life Strategy Conservative Growth	122,686	113,865
Vanguard Index 500	234,125	220,322
Stable Value Funds:		
Stable Value Fund Instl CL	542,170	-
Stable Value Fund B	-	463,618

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE F: **Stable Value Funds:** At December 31, 2011 and 2010, the Plan invests in two separate stable value funds, which are described separately below.

Stable Value Fund Institutional Class - At December 31, 2011, the Plan invests in a Stable Value Fund Institutional Class (the "Fund"), which is a fully benefit-responsive collective trust, and mutual funds. The Fund is a synthetic guaranteed investment contract with Charles Schwab at December 31, 2011. On November 8, 2011, Charles Schwab announced its plans to terminate the Fund effective as of the close of the business day of April 30, 2012. The Fund invests in a wrap contract. In a wrap contract, the underlying investments are owned by the Fund and held in trust for Plan participants. The Fund purchases an insurance wrap contract from a high-quality insurance company or bank. The wrap contract amortizes the realized and unrealized gains and losses on the underlying bonds, typically over the duration of the bonds; through adjustments to the future interest crediting rate (which is the rate earned by participants in the Fund for the underlying investments). The issuer of the wrap contract provides assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero. An interest crediting rate less than zero would result in a loss of principal or accrued interest.

Wrap contracts' interest crediting rates are typically reset on a monthly basis. While there may be slight variations from one contract to another, most wrap contracts use a formula that is based on the characteristics of the underlying portfolio of bonds. Over time, the crediting rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the underlying bonds.

Because changes in market interest rates affect the yield to maturity and the market value of the underlying bonds, they can have a material impact on the contract's interest crediting rate. In addition, participant withdrawals and transfers from the Fund are paid at the contract value but funded through the market value liquidation of the underlying bonds, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying bonds relative to the contract value are represented on the Fund's statement of assets and liabilities as the "adjustment from fair value to contract value for fully benefit-responsive investment contracts". If the adjustment from fair value to contract value is positive for a given contract, this indicates that the contract value is greater than the market value of the underlying bonds. The embedded market value losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. And if the adjustment figure is negative, this indicates that the contract value is less than the market value of the underlying bonds. The amortization of the embedded market value gains will cause the future interest crediting rate to be higher than it otherwise would have been.

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE F: Stable Value Funds - (Continued)

Stable Value Fund Institutional Class - (Continued)

All wrap contracts provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fall to zero, the wrap issuers will pay to the Plan the shortfall needed to maintain the interest crediting rate at zero. This ensures that participants' principal and accrued interest will be protected. The key factors that influence future interest crediting rates for a wrap contract include (1) the level of market interest rates (2) the amount and timing of participant contributions, transfers, and withdrawals into/out of the contract (3) the investment returns generated by the bonds that back the wrap contract and (4) the duration of the underlying investments backing the contract.

Many of the investment contracts issued today stipulate that if an employer-initiated event (for example, a layoff, early retirement window, sale of a division, plant closure, etc.) occurs, all withdrawals attributable to this event that exceed a specified level are payable at fair value rather than at contract value.

However, the investment contracts for the Fund are all fully benefit responsive at contract value. Participant-directed withdrawals in accordance with the plan are payable at contract value even if the withdrawal is precipitated by an employer-initiated event, so long as the employee experiences a bona fide job loss. In the event of a spin-off or sale of a division where the employee does not experience a bona fide job loss, the issuer will make a clone contract available to the successor employer's Plan.

In the event that the Plan is terminated, there is a material adverse change to the provisions of the Plan, or the employer elects to withdraw from a contract in order to switch to a different investment provider, the amount withdrawn from the contract would be payable at fair value rather than at contract value.

The contracts for the Fund limit the circumstances under which the issuer of the wrap contract may unilaterally terminate the contract. The issuer may terminate the contract upon short notice upon the Plan's loss of its qualified status, un-cured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events was to occur, the issuer could terminate the wrap contract at the market value of the underlying bonds.

In all other circumstances, the contracts for the Fund permit the issuer to terminate their contract responsibilities only upon two to three years notice. Either the Fund can use this period to find a replacement wrap contract, or it can elect to change the investment strategy of the underlying investments to provide for a winding down of the issuer's responsibilities at contract value over time.

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011**

NOTE F: Stable Value Funds - (Continued)

Stable Value Fund Institutional Class - (Continued)

The average yield earned by the Fund for the year ended December 31, 2011 was 1.53 percent. The average yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund for the year ended December 31, 2011, was 4.59 percent.

At December 31, 2011, the Fund's management does not believe that the occurrence of any such market value event limiting the Fund's ability to transact at contract value with participants is probable.

Stable Value Fund B - At December 31, 2010, the Plan invested in a stable value fund B (the "Fund B"), which is a fully benefit-responsive collective trust, and mutual funds. The Fund B is a synthetic guaranteed investment contract with Bank of America at December 31, 2010. The Fund B is considered an alternative investment contract and is comprised of both investment and contractual components. The investment component consists of securities, referred to as the underlying investments. Underlying investments may include, but are not limited to:

- Synthetic Collective Investment Fund
- Short-Term Investments

The investment component is "wrapped" by contracts issued by third-party financial institutions. Generally, these wrap contracts provide for qualified benefit withdrawals and qualified investment exchanges at the full contract value of the alternative investment contracts (i.e., principal plus accrued interest) notwithstanding the actual market value of the underlying investments (i.e., fair value of security plus accrued interest). In this manner, wrap contracts are designed to smooth out the impact of normal market value fluctuations associated with the performance of the underlying investments.

The underlying fund is unlikely to maintain a stable contract value if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying securities. Investment contracts generally impose conditions on both the fund and the wrap provider. Assuming conditions are met and neither the fund nor the issuer is in default, the fund can buy and sell covered investments and process withdrawals through the sale of covered investments.

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011**

NOTE F: Stable Value Funds - (Continued)

Stable Value Fund B - (Continued)

If an event of default, within the meaning of an investment contract occurs and is not cured, the non-defaulting party may terminate the contract. The following (among other events) may cause the Fund B to be in default: a change to the qualification status of participant employer or plan; a breach of material obligation under the contract; a material misrepresentation; a material amendment to the trust agreement, in the administration of the trust, or in the investment of fund assets without consent from the issuer; and an incurred violation of the fund's investment guidelines.

The issuer may be in default if it breaches a material obligation under the investment contract; makes a material misrepresentation; has a decline in its long-term credit rating below a threshold set forth in the contract; or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to its issuers. If, in the event of default of an issuer, the Fund B was unable to obtain a replacement investment contract, withdrawing plans may experience losses if the value of the fund's assets no longer covered by the contract is below contract value. The Fund B may seek to add additional issuers over time to diversify the Fund B's exposure to such risk, but there is no assurance that the fund will be able to do so.

The average yield earned by the Fund B for the year ended December 31, 2010 was 2.36 percent. The average yield earned by the Fund B with an adjustment to reflect the actual interest rate credited to participants in the Fund B for the years ended December 31, 2010 was 2.40 percent.

Market value events may limit the ability of the Fund B to transact at contract value with the issuer. Market value events are events or conditions the occurrence of which are outside of the normal operation of the Fund B and leads to any Fund B disbursements which have or will have a material adverse affect on the operations of the Fund and a financial effect on the investment contract or wrap issuer's interest hereunder.

At December 31, 2010, the Fund B's management does not believe that the occurrence of any such market value event limiting the Fund's ability to transact at contract value with participants is probable.

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE G: **Excess Contributions Payable** - ERISA requires the Plan to satisfy certain nondiscrimination provisions. For the years ended December 31, 2011 and 2010, the Plan is required to return some excess contributions in order to satisfy these provisions. At December 31, 2011 and 2010, the contributions payable are \$8,040 and \$16,437, respectively.

NOTE H: **Withdrawn Participants** - At December 31, 2011 and 2010, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not been paid.

NOTE I: **Party-In-Interest** - The majority of the investments in mutual funds and the Stable Value Fund Institutional C are held by Charles Schwab, the trustee, as defined by the Plan, and; therefore, these transactions qualify as party-in-interest transactions. Additionally, the notes receivable from participants also qualify as party-in-interest transactions.

NOTE J: **Tax Status** - The Plan is based on a Prototype Non-standardized Profit Sharing Plan with CODA filed with Standard Retirement, which received a determination letter from the Internal Revenue Service ("IRS") dated August 30, 2001, stating that the Prototype Plan was designed in accordance with the provisions of the IRC. The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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 2008.

NOTE K: **Plan Termination** - In 2011, the Plan sponsor terminated the Plan effective October 28, 2011, due to the sale of the Company to a publically traded company in a similar business (see Note M). In accordance with the provisions of ERISA, all participants became fully vested in their accounts at October 28, 2011, as a result of the Plan termination. As of October 28, 2011, the Plan was frozen and did not allow new enrollment or contributions. All assets of the Plan were transferred to the acquiring company's Plan in January 2012.

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE L: **Fidelity Bond** - ERISA requires that the Plan be covered by a fidelity bond. The amount of the bond must be equal to the lesser of 10 percent of the funds handled or \$500,000 at the beginning of the Plan year. As of January 1, 2011, the Plan was in compliance with applicable bonding requirements.

NOTE M: **Fair Value Measurements** - Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, "*Fair Value Measurements and Disclosures*", provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liabilities;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011**

NOTE M: Fair Value Measurements - (Continued)

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, 2011 and 2010.

Mutual Funds - The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Stable Value Funds - Based on the fair value of the collective trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end. The underlying fund invests primarily in synthetic guaranteed investment contracts. Financial statements for the underlying fund in which the stable value fund invests should be read in conjunction with the stable value fund's financial statements. Investments in regulated investment companies or collective investment funds are valued at the net asset value per share/unit on the valuation date. Securities for which market quotations are not readily available or have quotations which management believes are not appropriate are valued at fair value as determined in good faith by the Trustee.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Stable Value Fund Instl CL	\$ -	\$ 518,762	\$ -	\$ 518,762
Mutual Funds:				
Conservative Allocation	342,573	-	-	342,573
Foreign Large Blend	84,504	-	-	84,504
Intermediate-Term Bond	246,306	-	-	246,306
Large Blend	234,125	-	-	234,125
Large Growth	98,191	-	-	98,191
Large Value	70,141	-	-	70,141
Mid-Cap Growth	41,673	-	-	41,673
Mid-Cap Value	46,871	-	-	46,673

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE M: Fair Value Measurements - (Continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds: - (Continued)				
Moderate Allocation	66,645	-	-	66,645
Small Blend	<u>30,310</u>	<u>-</u>	<u>-</u>	<u>30,310</u>
Total Assets At Fair Value	<u>\$1,261,339</u>	<u>\$ 518,762</u>	<u>\$ -</u>	<u>\$1,780,101</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	<u>Stable Value B Funds</u>
Balance, Beginning Of Year	\$ 463,618
Interest Income	-
Realized And Unrealized Gains/(Losses)	3,235
Purchases	31,587
Sales	(487,628)
Issuances And Settlements (Net)	<u>(10,812)</u>
Balance, End Of Year	<u>\$ -</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2010:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Stable Value B Fund	\$ -	\$ -	\$ 463,618	\$ 463,618
Mutual Funds:				
Conservative Allocation	341,749	-	-	341,749
Foreign Large Blend	98,509	-	-	98,509
Intermediate-Term Bond	241,875	-	-	241,875
Large Blend	220,322	-	-	220,322
Large Growth	111,240	-	-	111,240
Large Value	67,983	-	-	67,983
Mid-Cap Growth	45,524	-	-	45,524
Mid-Cap Value	47,629	-	-	47,629
Moderate Allocation	62,569	-	-	62,569
Small Blend	<u>35,437</u>	<u>-</u>	<u>-</u>	<u>35,437</u>
Total Assets At Fair Value	<u>\$1,272,837</u>	<u>\$ -</u>	<u>\$ 463,618</u>	<u>\$1,736,455</u>

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011**

NOTE N: **Net Asset Value Per Share (NAV)** - The following table for December 31, 2011 and 2010, sets forth a summary of the Plan's investments whose fair value is estimated using NAV (or its equivalent):

	<u>Unfunded</u>	<u>Redemption</u>	<u>Other</u>	<u>Redemption</u>
	<u>Commitment</u>	<u>Frequency</u>	<u>Restrictions</u>	<u>Notice</u>
				<u>Period</u>
Stable Value				
Fund (a)	None	Daily	None	None

(a) Stable Value Fund - The Fund seeks to maintain principal value, protect against market price volatility, obtain consistent income return and provide liquidity for benefit payments and withdrawals. In light of the upcoming termination of the Fund and in order to promote liquidity and limit volatility during the period following the Charles Schwab November 8th termination announcement, the Fund's fixed income investments were sold and reinvested in four short-term government funds. The Fund also invests in one bank-issued guaranteed investment contract

NOTE O: **Differences On Form 5500** - The financial statements have been prepared on the accrual basis as required by accounting principles generally accepted in the United States of America. However, for the years ended December 31, 2011 and 2010, the Form 5500 filed with the Internal Revenue Service have been prepared on the cash basis.

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

	<u>2011</u>	<u>2010</u>
Net Assets Available For Benefits		
Per The Financial Statements	\$ 1,916,860	\$ 1,802,596
Plus: Excess Contributions Payable	<u>8,040</u>	<u>16,437</u>
Net Assets Available For Benefits Per Form 5500	<u>\$ 1,924,900</u>	<u>\$ 1,819,033</u>

The following is a reconciliation of contributions received per the financial statements to the Form 5500:

Contributions Received Per The Financial Statements	\$ 90,570
Plus: Excess Contributions Payable	<u>8,040</u>
Contributions Received Per The Form 5500	<u>\$ 98,610</u>

NOTE P: **Reclassifications** - Certain reclassifications have been made to the 2010 financial statements in order to conform with the current year presentation.

**QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011**

NOTE Q: **Subsequent Events** - Other events occurring after December 31, 2011, have been evaluated for possible adjustment to the financial statements or disclosure as of October 11, 2012, which is the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

QUALITY ALUMINUM FORGE
401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

FEIN: 20-1931482
PLAN #001

Form 5500 Schedule H, Line 4i

(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
	<u>Mutual Funds:</u>			
*	Artisan	Artisan Mid Cap Value	**	\$ 46,871
*	Artisan	Artisan Small Cap	**	14,192
*	Dodge & Cox	Dodge & Cox Income	**	172,158
*	Fidelity Investments	Fidelity Advisor Diversified International	**	84,504
*	Munder	Munder Veracity Small Cap Value	**	16,118
*	American Funds	Growth Fund Of America	**	98,191
*	Rainier	Rainier Intermediate Fixed Income	**	74,148
*	Rainier	Rainier Small/Mid Cap Equity	**	41,673
*	Vanguard	Vanguard Life Strategy Income	**	36,794
*	Vanguard	Vanguard Life Strategy Growth	**	183,093
*	Vanguard	Vanguard Life Strategy Conservative Growth	**	122,686
*	Vanguard	Vanguard Life Strategy Moderate Growth	**	66,645
*	Vanguard	Vanguard Windsor II	**	70,141
*	Vanguard	Vanguard Index 500	**	<u>234,125</u>
	Total Mutual Funds			1,261,339
	<u>Stable Value Fund:</u>			
*	Charles Schwab	Stable Value Fund Instl CL	**	542,170
*	<u>Notes Receivable From</u>			
	<u>Participants:</u>	Variable Interest Rates From 3.25% To 9.25%	-	<u>148,379</u>
	Total Assets Held For Investments			<u>\$ 1,951,888</u>

* Party-In-Interest

** Cost Information not available as permitted for participant directed accounts

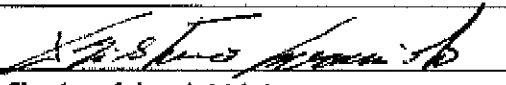
Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 101 and 4085 of the 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. 1510-0110 1510-0089 2011 This Form is Open to Public Inspection
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Part I Annual Report Identification Information For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:		☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) _____	
B This return/report is:		☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here: ☐			
D Check box if filing under:		☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description) _____	

Part II Basic Plan Information —enter all requested information			
1a Name of plan <u>Quality Aluminum Forge 401(k) Retirement Plan</u>		1b Three-digit plan number (PN) <u>001</u>	1c Effective date of plan <u>05/01/2005</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GEL Industries, Inc.</u> <u>810 N Lemon Street</u> <u>Orange</u> <u>CA</u> <u>92867</u>		2b Employer Identification Number (EIN) <u>20-1931482</u>	2c Sponsor's telephone number <u>(714) 639-8191</u>
		2d Business code (see instructions) <u>332110</u>	

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

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

SIGN HERE		<u>10/11/12</u>	<u>Tristano Caracciolo</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012811

Form 5500 (2011)

Page 2

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN	
		4c PN	
5 Total number of participants at the beginning of the plan year		5	167
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	1
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	66
d Subtotal. Add lines 6a, 6b, and 6c.		6d	67
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e.		6f	67
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	67
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 Characteristic Codes in the instructions: 2E 2F 2G 2J 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information - Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Quality Aluminum Forge 401(k) Retirement Plan

EIN: 20-1931482

Plan Sponsor's Name GEL Industries, Inc.

PN: 001

(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
*	Standard Insurance Co.	Interest Rates From 4.25% to 9.25% Participant Loans		148,373
	Schwab Stable Value	Stable Value Common Collective Trust		515,182
	Vanguard Life Strategy	Growth Fund I Mutual Fund		183,093
	Vanguard Life Strategy	Income Fund I Mutual Fund		36,794
	Vanguard Life Strategy	Conservative Grth Fund I Mutual Fund		122,686
	Vanguard Winsor II	Portfolio Investment Multual Fund		70,141
	Vanguard 500 Index Fund	Investor SHS Mutual Fund		234,125

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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	American Fund Growth	Fund of America R5 Mutual Fund		98,191
	Artisan MidCap Value	Mutual Fund		46,871
	Artisan Small Cap	Investor Fund Mutual Fund		14,196
	Dodge & Cox Income Fund	Mutual Fund		172,158
	Fidelity ADV Diversified	Intl CL A Mutual Fund		84,504
	Munder Veracity Small	Cap Value A Mutual Fund		16,118
	Rainier Interm Fixed	Income Fund Mutual Fund		74,148

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	Rainier Small Mid-Cap	Equity Portfolio Mutual Fund		41,673
	Vanguard Life Strategy	Mod Growth Fund I Mutual Fund		66,645