

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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</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>DEFIANCE METAL PRODUCTS COMPANY 401(K) PLAN AND TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1977</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>DEFIANCE METAL PRODUCTS CO.</u> <u>21 SENECA</u> <u>DEFIANCE, OH 43512</u>	2b Employer Identification Number (EIN) <u>34-4411796</u> 2c Sponsor's telephone number <u>419-784-5332</u> 2d Business code (see instructions) <u>332900</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>04/10/2013</u>	<u>KEN DAISS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>04/10/2013</u>	<u>KEN DAISS</u>
	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") DEFIANCE METAL PRODUCTS CO. 21 SENECA DEFIANCE, OH 43512	3b Administrator's EIN 34-4411796 3c Administrator's telephone number 419-784-5332
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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	1508
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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	1094
b Retired or separated participants receiving benefits.....	6b	5
c Other retired or separated participants entitled to future benefits.....	6c	407
d Subtotal. Add lines 6a , 6b , and 6c	6d	1506
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1508
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1305
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	224

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 2K 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

- (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 10/01/2011 and ending 09/30/2012

A Name of plan <u>DEFIANCE METAL PRODUCTS COMPANY 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEFIANCE METAL PRODUCTS CO.</u>	D Employer Identification Number (EIN) <u>34-4411796</u>

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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	43865	Yes ☒ No ☐	Yes ☒ No ☐	0	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GENESIS - TR CL - STATE STREET B 200 CLARENDON STREET BOSTON, MA 02116	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL T - JANUS SERVIC 43-1804048	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO LOW DUR ADM - BOSTON FINANCIA 04-2526037	0.27%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TMPL FRGN SM CO A - FRANKLIN TEMPLE 94-3167260	0.40%	
(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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>DEFIANCE METAL PRODUCTS COMPANY 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DEFIANCE METAL PRODUCTS CO.</u>	D Employer Identification Number (EIN) <u>34-4411796</u>	

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1183650</u>
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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)
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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)
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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)
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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)
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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)
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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)
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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
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
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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) 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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>		
A Name of plan <u>DEFIANCE METAL PRODUCTS COMPANY 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEFIANCE METAL PRODUCTS CO.</u>	D Employer Identification Number (EIN) <u>34-4411796</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3058	0
(2) Participant contributions	1b(2)	19109	0
(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)	1320623	1313389
(9) Value of interest in common/collective trusts.....	1c(9)	1087436	1183650
(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)	18977811	20713186
(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	21408037	23210225

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	21408037	23210225
---	-----------	----------	----------

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)	222112	
(B) Participants	2a(1)(B)	1269865	
(C) Others (including rollovers)	2a(1)(C)	70914	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1562891
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)	57685	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		57685
(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)	532086	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		532086
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		28037
(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)		3057116
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5237815

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3373922	
(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)		3373922
f Corrective distributions (see instructions)	2f		4941
g Certain deemed distributions of participant loans (see instructions).....	2g		10878
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)	1207	
(4) Other	2i(4)	44679	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		45886
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3435627

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1802188
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: DAVENPORT, HANF & COMPANY LLC

(2) EIN: 41-2173670

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.).....	☒	☐	25780
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
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.	☐	☒	

- 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)

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 10/01/2011 and ending 09/30/2012

A Name of plan <u>DEFIANCE METAL PRODUCTS COMPANY 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEFIANCE METAL PRODUCTS CO.</u>	D Employer Identification Number (EIN) <u>34-4411796</u>

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	<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>04-6568107</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): _____

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Financial Statements and Supplemental Schedules
Years Ended September 30, 2012 and 2011
With Report of Independent Auditors

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Financial Statements and
Supplemental Schedules
Years Ended September 30, 2012 and 2011

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Report of Independent Auditors



The Plan Administrator
Defiance Metal Products Company
401(k) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits of the Defiance Metal Products Company 401(k) Plan and Trust (the Plan) as of September 30, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended September 30, 2012 and 2011, and the supplemental Schedule H, line 4a-Schedule of Delinquent Participant Contributions for the year ended September 30, 2012 and supplemental Schedule H, line 4i-Schedule of Assets (Held at End of Year) as of September 30, 2012. These financial statements and supplemental schedules 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, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 certifications from the Trustee as of and for the years then ended September 30, 2012 and 2011, 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 schedules taken as a whole. The supplemental schedule is presented for the purposes 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 the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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 the Employee Retirement Income Security Act of 1974.

Davenport, Hanf & Company, LLC

April 10, 2013

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Statements of Net Assets Available for Benefits

Assets

	September 30, 2012	2011
Investments, at Fair Value		
Mutual funds	\$20,713,186	\$18,977,811
Common/collective trust	1,183,650	1,087,436
	<u>21,896,836</u>	<u>20,065,247</u>
Notes Receivable from Participants	1,484,712	1,482,509
Receivables		
Participant	-	19,109
Employer	-	3,058
	<u>-</u>	<u>22,167</u>
Net Assets Available for Benefits at Fair Value	23,381,548	21,569,923
Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	<u>(38,307)</u>	<u>(25,570)</u>
Net Assets Available for Benefits	<u>\$23,343,241</u>	<u>\$21,544,353</u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Statements of Changes in Net Assets Available for Benefits

Additions			
		Years Ended September 30,	
		2012	2011
Investment Income (Loss)			
Net appreciation (depreciation) in fair value of mutual funds		\$ 3,057,117	\$ (703,282)
Interest and dividends		532,273	412,712
Net gain from common/collective trust		15,113	15,562
		<u>3,604,503</u>	<u>(275,008)</u>
Interest on Notes Receivable from Participants		70,912	73,736
Contributions			
Participant		1,269,865	1,330,150
Employer		222,112	208,260
Rollovers		70,914	34,192
		<u>1,562,891</u>	<u>1,572,602</u>
		5,238,306	1,371,330
Deductions			
Benefit Payments Directly to Participants		3,393,532	1,464,453
Administrative Expenses		45,886	47,826
		<u>3,439,418</u>	<u>1,512,279</u>
Net Increase (Decrease)		1,798,888	(140,949)
Net Assets Available for Benefits			
Beginning of year		21,544,353	21,685,302
End of year		<u><u>\$23,343,241</u></u>	<u><u>\$21,544,353</u></u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 1 – Description of Plan

The following description of the Defiance Metal Products Company 401(k) Plan and Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan Document for complete information about the Plan.

General

The Plan is a defined contribution plan covering eligible employees, as defined in the Plan document, of Defiance Metal Products Company (the Company and Plan Administrator). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participant Accounts

Each participant's account is credited with the participant's contributions, Company contributions (as applicable), a segment of administrative expenses (as applicable), and an allocation of Plan earnings and losses. The allocation of Plan earnings and losses are based on each participant's account balance and the participant's investment choices, as defined in the Plan document.

The benefit to which a participant is entitled is the benefit that can be provided from the vested value of the participant's account. Participants direct the investment of their account balances into the investment options offered by the Plan.

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 vested account balance. Terms of the loan are specified within the individual promissory note, in accordance with the Plan document. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest not to exceed the maximum rate permitted by law. Principal and interest are paid through payroll deductions.

Contributions

Participants may elect to defer up to 100% of compensation, as defined in the Plan document. Unless electing otherwise, newly eligible employees will be auto enrolled at an initial pre-tax contribution of 3%, as further defined in the Plan document. Participant deferrals may not exceed the maximum allowable contribution under applicable laws. The Company may make discretionary matching and profit sharing contributions at the option of the Company's Board of Directors. The amount of additional contributions, if any, is at the sole discretion of the Company.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 1 – Description of Plan (continued)

Payment of Benefits

Subject to the restrictions in the Plan document, benefits are payable in the form of a lump sum payment or installments if a participant retires, becomes disabled, or expires. For termination of service due to other reasons, benefits are payable in the form of a lump-sum distribution.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited service. As identified in the Plan document, if the participant terminated employment prior to 2002, the participant was vested after seven years.

Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to reduce employer contributions. Unallocated forfeitures at September 30, 2012 and 2011 were \$10,190 and \$8,278, respectively. Forfeitures totaling \$26,766 were used to fund employer contributions in 2012 (\$45,818 in 2011).

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the entire interest in each participant's account is fully vested and distributed to participants.

Administrative Expenses

Administrative costs, as rendered by parties-in-interest, are paid by the Company (for audit and other services) or by the Plan (for loan fees and administrative costs related to terminated participants).

Note 2 – Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Benefit payments are recorded upon distribution.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 2 – Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition

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 presents the fair value of the investment contract 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. This applies even when the investment contracts are not held directly by the plan but are underlying assets in a common/collective trust (CCT) investment held by the plan.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There have been no changes in the valuation methods used. The Plan's investments are held by Fidelity Management Trust Company, the Plan's Trustee.

Mutual funds represent investments with various investment managers. The fair values of these investments are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the net asset value.

Common/collective trust funds represent investments with various investment managers. Units held in CCTs, including stable value funds, are fair valued at the unit value as reported by the investment managers. CCTs are not available in an exchange and active market; however, the fair value is determined based on the underlying investments as traded in an exchange and active market. The Plan holds shares of The Fidelity Managed Income Portfolio.

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

Purchases and sales of the investments within the Plan are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 2 – Summary of Accounting Policies (continued)

Contributions

Participant contributions are recorded when the Company makes payroll deductions from Plan participants gross pay. The Company contributions are accrued in the period in which they become obligations.

Notes Receivable from Participants

Notes receivable from participants represent outstanding loans and are measured at their unpaid principal balance plus accrued interest.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Note 3 – Investments

All investment information disclosed in the accompanying financial statements and schedules, including investments held at September 30, 2012 and 2011, net appreciation (depreciation) in fair value of mutual fund investments, net gain from common/collective trust, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	September 30, 2012	2011
*Fidelity Management Trust Company		
Balanced	\$ 4,475,149	\$ 4,113,989
GNMA	1,905,769	2,091,630
Dividend Growth	1,527,827	1,437,240
Spartan 500 Index Adv	1,444,224	1,078,108
Diversified Intl	1,303,315	1,169,501
Mgd Inc Port	1,183,650	1,087,436

* Represents investment in fund sponsored by the Plan Trustee or a party in interest to the Plan

**Less than 5% of the Plan's net assets available for benefits.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurement

The various inputs that may be used to determine the value of the Plan's investments are summarized in three broad levels within the fair value hierarchy. The three levels are described below:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets and liabilities;
- Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial 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 tables set forth by level within the fair value hierarchy the Plan's investments at fair value, as of September 30, 2012 and 2011. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investments at Fair Value as of September 30, 2012		
	Level 1	Level 2	Total
Mutual Funds			
Blended investments	\$ 8,629,101	\$ -	\$ 8,629,101
Stock investments		-	
Large cap	4,021,864		4,021,864
Mid cap	2,655,647	-	2,655,647
International	2,272,336	-	2,272,336
Specialty	518,911	-	518,911
Small cap	3,778	-	3,778
Bond investment - income	2,611,549	-	2,611,549
	20,713,186	-	20,713,186
Common/Collective Trust	-	1,183,650	1,183,650
Total Investments at Fair Value	<u>\$ 20,713,186</u>	<u>\$ 1,183,650</u>	<u>\$ 21,896,836</u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurement (continued)

	Investments at Fair Value as of September 30, 2011		
	Level 1	Level 2	Total
Mutual Funds			
Blended investments	\$ 7,531,572	\$ -	\$ 7,531,572
Bond investment - income	2,800,991	-	2,800,991
Stock investments			
Large cap	3,413,997	-	3,413,997
International	2,327,749	-	2,327,749
Mid cap	1,509,704	-	1,509,704
Small cap	1,053,868	-	1,053,868
Specialty	339,930	-	339,930
	18,977,811	-	18,977,811
Common/Collective Trust	-	1,087,436	1,087,436
Total Investments at Fair Value	<u>\$ 18,977,811</u>	<u>\$ 1,087,436</u>	<u>\$ 20,065,247</u>

Note 5 – Restrictions on Net Assets

The following table sets forth a summary of the Plan's investments with redemption restrictions for September 30, 2012 and 2011:

	Type of Withdrawal	Redemption Frequency	Redemption Notice Period
Fidelity Investments Mgd Inc Port	Participant withdrawals	Daily	None
	Terminated participation in the fund	Daily, within 12 months following date of notification	Up to 12 months

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 6 – Differences between Financial Statements and Form 5500

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

	September 30, 2012	2011
Net Assets Available for Benefits per the Financial Statements	\$ 23,343,241	\$ 21,544,353
Amounts Allocated to Defaulted Participant Loans	(171,323)	(161,886)
Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	38,307	25,570
Net Assets Available for Benefits per the Form 5500	<u>\$ 23,210,225</u>	<u>\$ 21,408,037</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended September 30, 2012:

Net Increase in Net Assets Available for Benefits per the Financial Statements	\$ 1,798,888
Net Change in Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	12,737
Offset of Previously Defaulted Participant Loans	14,669
Deemed Distributions on Defaulted Participant Loans	(10,878)
Interest Repayment on Defaulted Participant Loans	<u>(13,228)</u>
Net Increase in Net Assets Available for Benefits per the Form 5500	<u>\$ 1,802,188</u>

Note 7 – Income Tax Status

The Internal Revenue Service ruled on March 31, 2008 that the Volume Submitter Profit Sharing Plan with CODA (the prototype plan of the Trustee upon which the Plan is based) qualifies under Section 401(a) of the Internal Revenue Code (IRC) and the related trust is, therefore, not subject to tax under present income tax law. Subsequent to this ruling the Plan was amended. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the IRC.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 7 – Income Tax Status (continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2009.

Note 8 – Risks and Uncertainties

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

Note 9 – Subsequent Events

Management has evaluated subsequent events through April 10, 2013, the date the financial statements were issued and determined that no events have occurred that require recognition or disclosure.

Supplemental Schedules

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

EIN #34-4411796 Plan #001

Schedule H, line 4a – Schedule of Delinquent Participant Contributions

Year Ended September 30, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☒				
\$25,780 for the year ended September 30, 2011	\$25,780 of employee contributions and loan repayments withheld May 31, 2011, were remitted to the Plan, including lost earnings, in December 2011 for contributions and in January 2012 for loan repayments.			

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

EIN #34-4411796 Plan #001

Schedule H, line 4i – Schedule of Assets
(Held at End of Year)

September 30, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Fidelity Management Trust Company			
Common/collective trust			
*Fidelity Investments	Mgd Inc Port		\$ 1,183,650
Mutual funds			
*Fidelity Investments	Balanced		4,475,149
	GNMA		1,905,769
	Dividend Growth		1,527,827
	Spartan 500 Index Adv		1,444,224
	Diversified Intl		1,303,315
	Independence		985,242
	Freedom 2030		740,023
	Freedom 2020		669,670
	Freedom 2025		655,798
	Freedom 2040		607,373
	Sptn Extnd Mkt Index Adv		577,590
	Emerg Mrkts		562,318
	Real Estate Invs		518,911
	Freedom 2035		463,560
	Spartan US Bd Index		414,152
	Freedom 2050		335,111
	Spartan Intl Index Adv		309,217
	Freedom 2045		268,413
	Freedom 2015		245,766
	Mid Cap Stock		243,112
	Freedom Income		63,644
	Freedom 2055		35,785
	Freedom 2010		28,385
	Freedom 2000		21,843
	Freedom 2005		18,581
Neuberger Berman	Genesis - Tr CL		1,035,418
Janus	Perkins Mid Cp Val T		799,527
PIMCO	Low Dur Adm		155,898
Vanguard	Infl Prot Sec		135,730
Franklin Templeton Investments	Foreign Sm Co A		97,486
DFA	US LG Cap Val		64,571
	US Small Cap I		3,778
			<u>20,713,186</u>
*Participant loans	Interest rates ranging from 4.25% to 9.25%	\$ –	1,313,389
			<u>\$23,210,225</u>

*Indicates Party in Interest to the Plan

See report of independent auditors.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Financial Statements and Supplemental Schedules
Years Ended September 30, 2012 and 2011
With Report of Independent Auditors

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Financial Statements and
Supplemental Schedules
Years Ended September 30, 2012 and 2011

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Report of Independent Auditors



The Plan Administrator
Defiance Metal Products Company
401(k) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits of the Defiance Metal Products Company 401(k) Plan and Trust (the Plan) as of September 30, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended September 30, 2012 and 2011, and the supplemental Schedule H, line 4a-Schedule of Delinquent Participant Contributions for the year ended September 30, 2012 and supplemental Schedule H, line 4i-Schedule of Assets (Held at End of Year) as of September 30, 2012. These financial statements and supplemental schedules 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, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 certifications from the Trustee as of and for the years then ended September 30, 2012 and 2011, 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 schedules taken as a whole. The supplemental schedule is presented for the purposes 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 the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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 the Employee Retirement Income Security Act of 1974.

Davenport, Hanf & Company, LLC

April 10, 2013

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Statements of Net Assets Available for Benefits

Assets

	September 30, 2012	2011
Investments, at Fair Value		
Mutual funds	\$20,713,186	\$18,977,811
Common/collective trust	1,183,650	1,087,436
	<u>21,896,836</u>	<u>20,065,247</u>
Notes Receivable from Participants	1,484,712	1,482,509
Receivables		
Participant	-	19,109
Employer	-	3,058
	<u>-</u>	<u>22,167</u>
Net Assets Available for Benefits at Fair Value	23,381,548	21,569,923
Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	<u>(38,307)</u>	<u>(25,570)</u>
Net Assets Available for Benefits	<u>\$23,343,241</u>	<u>\$21,544,353</u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Statements of Changes in Net Assets Available for Benefits

Additions			
		Years Ended September 30,	
		2012	2011
Investment Income (Loss)			
Net appreciation (depreciation) in fair value of mutual funds		\$ 3,057,117	\$ (703,282)
Interest and dividends		532,273	412,712
Net gain from common/collective trust		15,113	15,562
		<u>3,604,503</u>	<u>(275,008)</u>
Interest on Notes Receivable from Participants		70,912	73,736
Contributions			
Participant		1,269,865	1,330,150
Employer		222,112	208,260
Rollovers		70,914	34,192
		<u>1,562,891</u>	<u>1,572,602</u>
		5,238,306	1,371,330
Deductions			
Benefit Payments Directly to Participants		3,393,532	1,464,453
Administrative Expenses		45,886	47,826
		<u>3,439,418</u>	<u>1,512,279</u>
Net Increase (Decrease)		1,798,888	(140,949)
Net Assets Available for Benefits			
Beginning of year		21,544,353	21,685,302
End of year		<u><u>\$23,343,241</u></u>	<u><u>\$21,544,353</u></u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 1 – Description of Plan

The following description of the Defiance Metal Products Company 401(k) Plan and Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan Document for complete information about the Plan.

General

The Plan is a defined contribution plan covering eligible employees, as defined in the Plan document, of Defiance Metal Products Company (the Company and Plan Administrator). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participant Accounts

Each participant's account is credited with the participant's contributions, Company contributions (as applicable), a segment of administrative expenses (as applicable), and an allocation of Plan earnings and losses. The allocation of Plan earnings and losses are based on each participant's account balance and the participant's investment choices, as defined in the Plan document.

The benefit to which a participant is entitled is the benefit that can be provided from the vested value of the participant's account. Participants direct the investment of their account balances into the investment options offered by the Plan.

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 vested account balance. Terms of the loan are specified within the individual promissory note, in accordance with the Plan document. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest not to exceed the maximum rate permitted by law. Principal and interest are paid through payroll deductions.

Contributions

Participants may elect to defer up to 100% of compensation, as defined in the Plan document. Unless electing otherwise, newly eligible employees will be auto enrolled at an initial pre-tax contribution of 3%, as further defined in the Plan document. Participant deferrals may not exceed the maximum allowable contribution under applicable laws. The Company may make discretionary matching and profit sharing contributions at the option of the Company's Board of Directors. The amount of additional contributions, if any, is at the sole discretion of the Company.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 1 – Description of Plan (continued)

Payment of Benefits

Subject to the restrictions in the Plan document, benefits are payable in the form of a lump sum payment or installments if a participant retires, becomes disabled, or expires. For termination of service due to other reasons, benefits are payable in the form of a lump-sum distribution.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited service. As identified in the Plan document, if the participant terminated employment prior to 2002, the participant was vested after seven years.

Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to reduce employer contributions. Unallocated forfeitures at September 30, 2012 and 2011 were \$10,190 and \$8,278, respectively. Forfeitures totaling \$26,766 were used to fund employer contributions in 2012 (\$45,818 in 2011).

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the entire interest in each participant's account is fully vested and distributed to participants.

Administrative Expenses

Administrative costs, as rendered by parties-in-interest, are paid by the Company (for audit and other services) or by the Plan (for loan fees and administrative costs related to terminated participants).

Note 2 – Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Benefit payments are recorded upon distribution.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 2 – Summary of Accounting Policies (continued)

Investment Valuation and Income Recognition

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 presents the fair value of the investment contract 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. This applies even when the investment contracts are not held directly by the plan but are underlying assets in a common/collective trust (CCT) investment held by the plan.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There have been no changes in the valuation methods used. The Plan's investments are held by Fidelity Management Trust Company, the Plan's Trustee.

Mutual funds represent investments with various investment managers. The fair values of these investments are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the net asset value.

Common/collective trust funds represent investments with various investment managers. Units held in CCTs, including stable value funds, are fair valued at the unit value as reported by the investment managers. CCTs are not available in an exchange and active market; however, the fair value is determined based on the underlying investments as traded in an exchange and active market. The Plan holds shares of The Fidelity Managed Income Portfolio.

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

Purchases and sales of the investments within the Plan are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 2 – Summary of Accounting Policies (continued)

Contributions

Participant contributions are recorded when the Company makes payroll deductions from Plan participants gross pay. The Company contributions are accrued in the period in which they become obligations.

Notes Receivable from Participants

Notes receivable from participants represent outstanding loans and are measured at their unpaid principal balance plus accrued interest.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Note 3 – Investments

All investment information disclosed in the accompanying financial statements and schedules, including investments held at September 30, 2012 and 2011, net appreciation (depreciation) in fair value of mutual fund investments, net gain from common/collective trust, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	September 30, 2012	2011
*Fidelity Management Trust Company		
Balanced	\$ 4,475,149	\$ 4,113,989
GNMA	1,905,769	2,091,630
Dividend Growth	1,527,827	1,437,240
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Diversified Intl	1,303,315	1,169,501
Mgd Inc Port	1,183,650	1,087,436

* Represents investment in fund sponsored by the Plan Trustee or a party in interest to the Plan

**Less than 5% of the Plan's net assets available for benefits.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurement

The various inputs that may be used to determine the value of the Plan's investments are summarized in three broad levels within the fair value hierarchy. The three levels are described below:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets and liabilities;
- Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial 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 tables set forth by level within the fair value hierarchy the Plan's investments at fair value, as of September 30, 2012 and 2011. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investments at Fair Value as of September 30, 2012		
	Level 1	Level 2	Total
Mutual Funds			
Blended investments	\$ 8,629,101	\$ -	\$ 8,629,101
Stock investments		-	
Large cap	4,021,864		4,021,864
Mid cap	2,655,647	-	2,655,647
International	2,272,336	-	2,272,336
Specialty	518,911	-	518,911
Small cap	3,778	-	3,778
Bond investment - income	2,611,549	-	2,611,549
	20,713,186	-	20,713,186
Common/Collective Trust	-	1,183,650	1,183,650
Total Investments at Fair Value	<u>\$ 20,713,186</u>	<u>\$ 1,183,650</u>	<u>\$ 21,896,836</u>

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurement (continued)

	Investments at Fair Value as of September 30, 2011		
	Level 1	Level 2	Total
Mutual Funds			
Blended investments	\$ 7,531,572	\$ -	\$ 7,531,572
Bond investment - income	2,800,991	-	2,800,991
Stock investments			
Large cap	3,413,997	-	3,413,997
International	2,327,749	-	2,327,749
Mid cap	1,509,704	-	1,509,704
Small cap	1,053,868	-	1,053,868
Specialty	339,930	-	339,930
	18,977,811	-	18,977,811
Common/Collective Trust	-	1,087,436	1,087,436
Total Investments at Fair Value	<u>\$ 18,977,811</u>	<u>\$ 1,087,436</u>	<u>\$ 20,065,247</u>

Note 5 – Restrictions on Net Assets

The following table sets forth a summary of the Plan's investments with redemption restrictions for September 30, 2012 and 2011:

	Type of Withdrawal	Redemption Frequency	Redemption Notice Period
Fidelity Investments Mgd Inc Port	Participant withdrawals	Daily	None
	Terminated participation in the fund	Daily, within 12 months following date of notification	Up to 12 months

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 6 – Differences between Financial Statements and Form 5500

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

	September 30, 2012	2011
Net Assets Available for Benefits per the Financial Statements	\$ 23,343,241	\$ 21,544,353
Amounts Allocated to Defaulted Participant Loans	(171,323)	(161,886)
Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	38,307	25,570
Net Assets Available for Benefits per the Form 5500	<u>\$ 23,210,225</u>	<u>\$ 21,408,037</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended September 30, 2012:

Net Increase in Net Assets Available for Benefits per the Financial Statements	\$ 1,798,888
Net Change in Adjustment from Fair Value to Contract Value for Interest in Common/Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	12,737
Offset of Previously Defaulted Participant Loans	14,669
Deemed Distributions on Defaulted Participant Loans	(10,878)
Interest Repayment on Defaulted Participant Loans	<u>(13,228)</u>
Net Increase in Net Assets Available for Benefits per the Form 5500	<u>\$ 1,802,188</u>

Note 7 – Income Tax Status

The Internal Revenue Service ruled on March 31, 2008 that the Volume Submitter Profit Sharing Plan with CODA (the prototype plan of the Trustee upon which the Plan is based) qualifies under Section 401(a) of the Internal Revenue Code (IRC) and the related trust is, therefore, not subject to tax under present income tax law. Subsequent to this ruling the Plan was amended. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the IRC.

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

Notes to Financial Statements
Years Ended September 30, 2012 and 2011

Note 7 – Income Tax Status (continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2009.

Note 8 – Risks and Uncertainties

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

Note 9 – Subsequent Events

Management has evaluated subsequent events through April 10, 2013, the date the financial statements were issued and determined that no events have occurred that require recognition or disclosure.

Supplemental Schedules

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

EIN #34-4411796 Plan #001

Schedule H, line 4a – Schedule of Delinquent Participant Contributions

Year Ended September 30, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☒				
\$25,780 for the year ended September 30, 2011	\$25,780 of employee contributions and loan repayments withheld May 31, 2011, were remitted to the Plan, including lost earnings, in December 2011 for contributions and in January 2012 for loan repayments.			

DEFIANCE METAL PRODUCTS COMPANY
401(k) PLAN AND TRUST

EIN #34-4411796 Plan #001

Schedule H, line 4i – Schedule of Assets
(Held at End of Year)

September 30, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Fidelity Management Trust Company			
Common/collective trust			
*Fidelity Investments	Mgd Inc Port		\$ 1,183,650
Mutual funds			
*Fidelity Investments	Balanced		4,475,149
	GNMA		1,905,769
	Dividend Growth		1,527,827
	Spartan 500 Index Adv		1,444,224
	Diversified Intl		1,303,315
	Independence		985,242
	Freedom 2030		740,023
	Freedom 2020		669,670
	Freedom 2025		655,798
	Freedom 2040		607,373
	Sptn Extnd Mkt Index Adv		577,590
	Emerg Mrkts		562,318
	Real Estate Invs		518,911
	Freedom 2035		463,560
	Spartan US Bd Index		414,152
	Freedom 2050		335,111
	Spartan Intl Index Adv		309,217
	Freedom 2045		268,413
	Freedom 2015		245,766
	Mid Cap Stock		243,112
	Freedom Income		63,644
	Freedom 2055		35,785
	Freedom 2010		28,385
	Freedom 2000		21,843
	Freedom 2005		18,581
Neuberger Berman	Genesis - Tr CL		1,035,418
Janus	Perkins Mid Cp Val T		799,527
PIMCO	Low Dur Adm		155,898
Vanguard	Infl Prot Sec		135,730
Franklin Templeton Investments	Foreign Sm Co A		97,486
DFA	US LG Cap Val		64,571
	US Small Cap I		3,778
			<u>20,713,186</u>
*Participant loans	Interest rates ranging from 4.25% to 9.25%	\$ –	1,313,389
			<u>\$23,210,225</u>

*Indicates Party in Interest to the Plan

See report of independent auditors.