

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>07/01/2011</u> and ending <u>06/30/2012</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>BRADKEN 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2004</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>BRADKEN, INC.</u> <u>12200 NW AMBASSADOR DRIVE</u> <u>STE 647</u> <u>KANSAS CITY, MO 64163</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>30-0258772</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>913-367-2121</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>331500</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>30-0258772</u>	2c Sponsor's telephone number <u>913-367-2121</u>	2d Business code (see instructions) <u>331500</u>	
2b Employer Identification Number (EIN) <u>30-0258772</u>					
2c Sponsor's telephone number <u>913-367-2121</u>					
2d Business code (see instructions) <u>331500</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	04/15/2013	AMIE PEREZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BRADKEN, INC. 12200 NW AMBASSADOR DRIVE STE 647 KANSAS CITY, MO 64163		3b Administrator's EIN 30-0258772	
		3c Administrator's telephone number 913-367-2121	
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 BRADKEN		4b EIN 74-3110041 4c PN 001	
5 Total number of participants at the beginning of the plan year		5	1446
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	965
b Retired or separated participants receiving benefits.....		6b	4
c Other retired or separated participants entitled to future benefits.....		6c	275
d Subtotal. Add lines 6a , 6b , and 6c		6d	1244
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e	7
f Total. Add lines 6d and 6e		6f	1251
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	1082
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	17
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance	(1) ☐ Insurance		
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts		
(3) ☒ Trust	(3) ☒ Trust		
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor		
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)		
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)		
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)		
	(4) ☒ C (Service Provider Information)		
	(5) ☒ D (DFE/Participating Plan Information)		
	(6) ☐ G (Financial Transaction Schedules)		

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

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan BRADKEN 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRADKEN, INC.	D Employer Identification Number (EIN) 30-0258772	

Part I	Service Provider Information (see instructions)
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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)

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	7417	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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 65 60	RECORDKEEPER	3619	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 ☐

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.
AF CAP WORLD G&I R5 - AMERICAN FUND 95-2566717	0.05%

(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.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(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.
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

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.
ASTON/F MID CAP N - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940		0.40%
(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.
BROWN SMALL CO INV - ALPS FUND SERV 20-3247785		0.40%
(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.
COLUMBIA BALANCED Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266-8081		0.40%

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.	
GS GROWTH OPPS A - GOLDMAN, SACHS & 13-5108880	0.35%	
(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.	
HARTFORD CAP APP Y - HARTFORD ADMIN 41-0679409	0.15%	
(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.	
INVS DIVRS DIVD INST - INVESCO AIM 98-0557567	0.35%	

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
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
INVS MDCP CORE EQ A - INVESCO CANAD 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.50%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
JPM US EQUITY R5 - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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 07/01/2011 and ending 06/30/2012

A Name of plan BRADKEN 401(K) PLAN	B Three-digit plan number (PN) ▶	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BRADKEN, INC.	D Employer Identification Number (EIN) 30-0258772
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

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

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1050381
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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
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan BRADKEN 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRADKEN, INC.	D Employer Identification Number (EIN) 30-0258772	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1368885	1778392
	(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)	1088500	1380453
	(9) Value of interest in common/collective trusts.....	1c(9)	896474	1050381
	(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)	26643883	29418233
	(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	29997742	33627459

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	29997742	33627459
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2461880	
(B) Participants	2a(1)(B)	2229424	
(C) Others (including rollovers)	2a(1)(C)	63529	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4754833
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	318	
(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)	64392	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		64710
(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)	726620	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		726620
(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)		26581
(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)		-399805
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5172939

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1430004	
(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)		1430004
f Corrective distributions (see instructions)	2f		74218
g Certain deemed distributions of participant loans (see instructions).....	2g		16591
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)	7417	
(4) Other	2i(4)	4163	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11580
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1532393

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3640546
l Transfers of assets:			
(1) To this plan.....	2l(1)		8718
(2) From this plan	2l(2)		19547

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: PICKETT, CHANEY, AND MCMULLEN LLP

(2) EIN: 48-1246310

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 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)

BRADKEN-ATCHISON/ST. JOSEPH HOURLY PLAN

5b(2) EIN(s)	5b(3) PN(s)
30-2058772	004

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 07/01/2011 and ending 06/30/2012

A Name of plan <u>BRADKEN 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRADKEN, INC.</u>	D Employer Identification Number (EIN) <u>30-0258772</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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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): _____

BRADKEN 401(k) PLAN

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
JUNE 30, 2012 AND 2011

BRADKEN 401(k) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS AS OF JUNE 30, 2012 AND 2011 AND FOR THE YEAR ENDED JUNE 30, 2012:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-10
SUPPLEMENTAL SCHEDULE -	
Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year) As of June 30, 2012	11

Note - Certain supplemental schedules required by the rules and regulations of the Department of Labor are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

Plan Administrator and Participants of Bradken 401(k) Plan
Atchison, Kansas

We were engaged to audit the financial statements and supplemental schedule of the Bradken 401(k) Plan (the "Plan") as of June 30, 2012 and 2011, and for the year ended June 30, 2012, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of June 30, 2012 and 2011, and for the year ended June 30, 2012, 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 express, and do not, express an opinion on these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pickett, Chaney & McMullen LLP

April 12, 2013

BRADKEN 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS JUNE 30, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 29,418,233	\$ 26,643,883
Money market fund	1,778,392	1,368,885
Common/collective trust fund	<u>1,050,381</u>	<u>896,474</u>
Total investments	32,247,006	28,909,242
Receivables:		
Employer	2,014,701	1,630,073
Participants'	14,448	
Notes receivable from participants	<u>1,380,453</u>	<u>1,088,500</u>
Total receivables	<u>3,409,602</u>	<u>2,718,573</u>
Total assets	35,656,608	31,627,815
LIABILITIES		
Excess refundable contributions	<u>24,703</u>	<u>70,381</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	35,631,905	31,557,434
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(30,061)</u>	<u>(17,123)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 35,601,844</u>	<u>\$ 31,540,311</u>

See notes to financial statements.

BRADKEN 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED JUNE 30, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Income:

Interest and dividends	\$ 804,973
Net depreciation in fair value of investments	<u>(399,805)</u>
Total income	405,168

Contributions:

Participants'	2,243,872
Employer	2,846,508
Rollovers	<u>63,529</u>
Total contributions	<u>5,153,909</u>

Total additions	5,559,077
-----------------	-----------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	1,458,544
Deemed distributions	16,591
Administrative expenses	<u>11,580</u>

Total deductions	<u>1,486,715</u>
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NET INCREASE	4,072,362
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NET TRANSFERS FROM PLAN	(10,829)
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>31,540,311</u>
End of year	<u>\$ 35,601,844</u>

See notes to financial statements.

BRADKEN 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS YEARS ENDED JUNE 30, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

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

General – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") for all eligible employees of Bradken-Atchison/St. Joseph, Inc., Bradken – Amite, Inc. and Bradken – Atlas Limited Partnership (collectively the "Company"). The Company adopted a new plan agreement effective August 4, 2011.

Fidelity Management Trust Company ("Fidelity") serves as the trustee and recordkeeper for the Plan.

Eligibility – An individual is eligible to participate in the Plan on the first day of the month after completing 3 months of service. The Plan is not open to union employees, janitorial employees or non-resident aliens.

Contributions – Participants may contribute up to 50% of their annual compensation on a pretax basis, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Additionally, participants may also contribute on an after-tax basis, subject to certain IRC limitations.

The Company matches participant contributions at an amount equal to 50% of each eligible contribution, not to exceed 6% of compensation in any period.

In addition, the Company may contribute a discretionary profit sharing amount annually. In fiscal 2012, the Company contributed 4% of eligible compensation. The contribution was paid into the Plan subsequent to year end. In order to receive a discretionary profit sharing contribution a participant must be employed on the last day of the Plan year and have at least 1,000 hours of service.

Participant Accounts – Each participant's account is credited with the participant's contributions, interest and dividends earned, and is charged with the participant's withdrawals and distributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments – Participants direct their contributions into various mutual funds, a common/collective trust fund ("CCT") or a money market fund.

Vesting – Participants' contributions are fully vested at all times. The Company's contributions are 100% vested after three years of service, except for Atlas Limited Partnership employees hired before April 1, 2009, for which all prior employer contributions are 100% vested. In the event of permanent disability, death, or termination of the Plan, the Company's contributions will become fully vested.

Forfeitures – Forfeitures occur upon termination of employment by a participant who is not fully vested in the Plan. Forfeitures are used to reduce future employer matching contributions. As of June 30, 2012, there is approximately \$51,000 available in forfeitures.

Payment of Benefits – Distributions from the Plan are made upon death, retirement or termination pursuant to the Plan's provisions and as permitted by law. A participant's vested account balance under \$5,000 will be subject to automatic distribution. Vested balances between \$1,000 and \$5,000 will be automatically rolled over to an IRA account in the participant's name, unless otherwise instructed by the participant. If the account balance is \$5,000 or greater, distributions can be in the form of a lump-sum payment, installments, or rollover to a personal IRA or another trustee.

In-Service Withdrawals – As described below, certain participants may make withdrawals prior to termination of employment. Hardship withdrawals are available to Plan participants, as defined by the Plan and permitted by the IRC. Hardship withdrawals are limited to the participant's account balance that is 100% vested. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants who have obtained the age of 59 ½ are allowed to receive a distribution of all or any portion of their vested account balances.

Notes Receivables 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. Interest rates are established by the Company based on the prevailing interest rates of local financial institutions. The maximum term for a loan is 5 years, except if the loan is to acquire the participant's principal residence, which has a maximum term of 30 years. Loan repayments are made ratably through payroll deductions.

Administrative Expenses – The Company pays the majority of the expenses of the Plan.

Plan Transfers – Participant account balances are transferred between Bradken-Atchison/St. Joseph, Inc. Hourly Employees' 401(k) Plan and the Plan due to changes in classification of employees and eligibility to participate in the Plan.

Termination of the Plan – Although the Company has not expressed any intent to do so, it has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the Plan and under ERISA. In the event that the Plan should be terminated, participants' accounts would become fully vested, and all remaining Plan assets would be allocated to the participants as described in the full text of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes

therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions – Contributions are recorded in the year in which the services are rendered to the Company by the Plan participants.

Investment Valuation and Income Recognition – The Plan's investments are valued 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Managed Income Portfolio is a stable value fund that is a CCT of the Fidelity Management Trust Company for employee benefit plans. The fund invests in a diversified portfolio of fixed-income securities or bond funds and enters into "wrapper" contracts issued by a third-party. Participants may ordinarily direct the withdrawals or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits – Benefit payments are recorded upon distribution.

Date of Management's Review – Subsequent events have been evaluated through April 12, 2013, the date that these financial statements were available to be issued.

New Accounting Pronouncement – In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance expands the qualitative and quantitative fair value disclosure requirements for Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact of this guidance on the Plan's financial statement disclosures.

3. FAIR VALUE MEASUREMENTS

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

Level 1 – Inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.

Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011:

Mutual Funds and Money Market Fund– Valued at the net asset value (NAV) of shares held by the plan at year end based on published quoted prices.

Common Collective Trust Fund – Valued at the trust NAV per unit based on fair value of the underlying investments, adjusted for trustee fees accrued daily, if applicable. CCTs can be redeemed on a daily basis. There are no unfunded commitments.

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 at the reporting date.

The Plan's investments are reported at fair value as follows at June 30, 2012 and 2011:

	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
June 30, 2012:				
Mutual funds:				
Fixed income funds	\$ 1,809,622	\$ 1,809,622		
Target/allocation funds	8,676,967	8,676,967		
Index funds	4,630,537	4,630,537		
Value funds	2,720,177	2,720,177		
Blended funds	2,599,127	2,599,127		
Growth funds	6,361,188	6,361,188		
Global funds	2,620,615	2,620,615		
Money market fund	1,778,392	1,778,392		
Common collective trust funds	1,050,381		\$ 1,050,381	
	\$ 32,247,006	\$ 31,196,625	\$ 1,050,381	

	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
June 30, 2011:				
Mutual funds:				
Fixed income funds	\$ 1,589,786	\$ 1,589,786		
Target/allocation funds	6,894,820	6,894,820		
Index funds	4,079,987	4,079,987		
Value funds	2,486,893	2,486,893		
Blended funds	2,659,804	2,659,804		
Growth funds	6,209,172	6,209,172		
Global funds	2,723,421	2,723,421		
Money market fund	1,368,885	1,368,885		
Common collective trust funds	896,474		\$ 896,474	
	\$ 28,909,242	\$ 28,012,768	\$ 896,474	

4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of June 30 are as follows:

	2012	2011
Fidelity International Discovery Fund	\$ 2,388,353	\$ 2,439,575
Fidelity Freedom 2020 Fund	2,541,505	1,889,083
Spartan 500 Index Fund	3,408,500	3,134,399
Fidelity Contrafund	3,357,039	3,281,773
Brown Capital Mgmt Small Co	1,928,569	2,124,498

* Investment did not exceed stated threshold on that particular date.

During fiscal 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$399,805.

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

5. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments as of June 30, 2012 and 2011, and for the year ended June 30, 2012:

- Investments, at fair value
- Notes receivable from participants
- Net depreciation in fair value of investments
- Interest and dividends
- Schedule of Assets (Held at End of Year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are mutual funds, money market fund, and a common/collective trust fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Company adopted a Prototype Non-standardized Profit-Sharing Plan which received a favorable opinion letter from the IRS on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the date of the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of June 30, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 35,601,844	\$ 31,540,311
Employer and participant receivables	(2,029,149)	(1,630,073)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	30,061	17,123
Excess refundable contributions	<u>24,703</u>	<u>70,381</u>
Net assets available for benefits per the Form 5500	<u>\$ 33,627,459</u>	<u>\$ 29,997,742</u>

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended June 30, 2012:

Net increase per the financial statements	\$ 4,072,362
Employer and participant receivables - current year	(2,029,149)
Employer receivable - prior year	1,630,073
Net adjustment from fair value to contract value for fully benefit-responsive investment contracts	12,938
Excess refundable contributions - current year	24,703
Excess refundable contributions - prior year	<u>(70,381)</u>
Net income per Form 5500	<u>\$ 3,640,546</u>

9. SUBSEQUENT EVENTS

Effective March 1, 2013, once participants have met the eligibility requirements, automatic deferrals equal to 3% of compensation will be made to the Plan with annual increases of 1% starting August 15, 2014, to a maximum of 6% deferral, unless the participant states in writing to defer more or less than the automatic deferral percentage

BRADKEN 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR) – JUNE 30, 2012

EIN: 74-3110041, PLAN IDENTIFICATION NUMBER: 001

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	PIMCO Total Return Fund	Mutual fund	\$ 1,181,027
	JPMorgan US Equity	Mutual fund	337,126
	Columbia Balanced	Mutual fund	1,304,097
	Brown Capital Mgmt Small Co	Mutual fund	1,928,569
	T. Rowe Price Growth Stock Fund	Mutual fund	155,964
	Invesco Diversified Dividend	Mutual fund	1,384,014
	T. Rowe Price Small-Cap Value Fund	Mutual fund	347,613
	Invesco Mid Cap Core Equity Fund	Mutual fund	51,114
	Aston/Optimum Mid Cap Fund	Mutual fund	649,855
	Artisan Mid Cap Value Fund	Mutual fund	988,550
	American Funds Capital World Growth & Income	Mutual fund	232,262
	Goldman Sachs Growth Opportunities	Mutual fund	919,616
	Royce Total Return Fund	Mutual fund	50,655
*	Fidelity Contrafund	Mutual fund	3,357,039
*	Fidelity Capital & Income Fund	Mutual fund	628,595
*	Fidelity International Discovery Fund	Mutual fund	2,388,353
*	Fidelity Freedom Income Fund	Mutual fund	1,510,377
*	Fidelity Freedom 2000 Fund	Mutual fund	111,759
*	Fidelity Freedom 2010 Fund	Mutual fund	340,085
*	Fidelity Freedom 2020 Fund	Mutual fund	2,541,505
*	Fidelity Freedom 2030 Fund	Mutual fund	1,462,255
*	Spartan 500 Index Fund	Mutual fund	3,408,500
*	Spartan U.S. Bond Index Fund	Mutual fund	1,222,037
*	Fidelity Freedom 2040 Fund	Mutual fund	1,013,612
*	Fidelity Freedom 2005 Fund	Mutual fund	3,541
*	Fidelity Freedom 2015 Fund	Mutual fund	487,106
*	Fidelity Freedom 2025 Fund	Mutual fund	411,239
*	Fidelity Freedom 2035 Fund	Mutual fund	454,575
*	Fidelity Freedom 2045 Fund	Mutual fund	257,071
*	Fidelity Freedom 2050 Fund	Mutual fund	277,332
*	Fidelity Freedom 2055 Fund	Mutual fund	12,790
	Total mutual funds		29,418,233
*	Fidelity Retirement Money Market Portfolio	Money market fund	1,778,392
*	Fidelity Retirement Managed Income Portfolio	Common/collective trust fund	1,050,381
*	Notes receivable from participants	Various participants, interest rates range from 5.25% - 10.25%	1,380,453
	Total Investments		\$ 33,627,459

* Represents a party-in-interest to the Plan.

BRADKEN 401(k) PLAN

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
JUNE 30, 2012 AND 2011

BRADKEN 401(k) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS AS OF JUNE 30, 2012 AND 2011 AND FOR THE YEAR ENDED JUNE 30, 2012:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-10
SUPPLEMENTAL SCHEDULE -	
Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year) As of June 30, 2012	11

Note - Certain supplemental schedules required by the rules and regulations of the Department of Labor are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

Plan Administrator and Participants of Bradken 401(k) Plan
Atchison, Kansas

We were engaged to audit the financial statements and supplemental schedule of the Bradken 401(k) Plan (the "Plan") as of June 30, 2012 and 2011, and for the year ended June 30, 2012, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of June 30, 2012 and 2011, and for the year ended June 30, 2012, 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 express, and do not, express an opinion on these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pickett, Chaney & McMullen LLP

April 12, 2013

BRADKEN 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS JUNE 30, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 29,418,233	\$ 26,643,883
Money market fund	1,778,392	1,368,885
Common/collective trust fund	<u>1,050,381</u>	<u>896,474</u>
Total investments	32,247,006	28,909,242
Receivables:		
Employer	2,014,701	1,630,073
Participants'	14,448	
Notes receivable from participants	<u>1,380,453</u>	<u>1,088,500</u>
Total receivables	<u>3,409,602</u>	<u>2,718,573</u>
Total assets	35,656,608	31,627,815
LIABILITIES		
Excess refundable contributions	<u>24,703</u>	<u>70,381</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	35,631,905	31,557,434
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(30,061)</u>	<u>(17,123)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 35,601,844</u>	<u>\$ 31,540,311</u>

See notes to financial statements.

BRADKEN 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED JUNE 30, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Income:

Interest and dividends	\$ 804,973
Net depreciation in fair value of investments	<u>(399,805)</u>
Total income	405,168

Contributions:

Participants'	2,243,872
Employer	2,846,508
Rollovers	<u>63,529</u>
Total contributions	<u>5,153,909</u>

Total additions	5,559,077
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	1,458,544
Deemed distributions	16,591
Administrative expenses	<u>11,580</u>

Total deductions	<u>1,486,715</u>
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NET INCREASE	4,072,362
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NET TRANSFERS FROM PLAN	(10,829)
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>31,540,311</u>
End of year	<u>\$ 35,601,844</u>

See notes to financial statements.

BRADKEN 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS YEARS ENDED JUNE 30, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

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

General – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") for all eligible employees of Bradken-Atchison/St. Joseph, Inc., Bradken – Amite, Inc. and Bradken – Atlas Limited Partnership (collectively the "Company"). The Company adopted a new plan agreement effective August 4, 2011.

Fidelity Management Trust Company ("Fidelity") serves as the trustee and recordkeeper for the Plan.

Eligibility – An individual is eligible to participate in the Plan on the first day of the month after completing 3 months of service. The Plan is not open to union employees, janitorial employees or non-resident aliens.

Contributions – Participants may contribute up to 50% of their annual compensation on a pretax basis, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Additionally, participants may also contribute on an after-tax basis, subject to certain IRC limitations.

The Company matches participant contributions at an amount equal to 50% of each eligible contribution, not to exceed 6% of compensation in any period.

In addition, the Company may contribute a discretionary profit sharing amount annually. In fiscal 2012, the Company contributed 4% of eligible compensation. The contribution was paid into the Plan subsequent to year end. In order to receive a discretionary profit sharing contribution a participant must be employed on the last day of the Plan year and have at least 1,000 hours of service.

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Investments – Participants direct their contributions into various mutual funds, a common/collective trust fund ("CCT") or a money market fund.

Vesting – Participants' contributions are fully vested at all times. The Company's contributions are 100% vested after three years of service, except for Atlas Limited Partnership employees hired before April 1, 2009, for which all prior employer contributions are 100% vested. In the event of permanent disability, death, or termination of the Plan, the Company's contributions will become fully vested.

Forfeitures – Forfeitures occur upon termination of employment by a participant who is not fully vested in the Plan. Forfeitures are used to reduce future employer matching contributions. As of June 30, 2012, there is approximately \$51,000 available in forfeitures.

Payment of Benefits – Distributions from the Plan are made upon death, retirement or termination pursuant to the Plan's provisions and as permitted by law. A participant's vested account balance under \$5,000 will be subject to automatic distribution. Vested balances between \$1,000 and \$5,000 will be automatically rolled over to an IRA account in the participant's name, unless otherwise instructed by the participant. If the account balance is \$5,000 or greater, distributions can be in the form of a lump-sum payment, installments, or rollover to a personal IRA or another trustee.

In-Service Withdrawals – As described below, certain participants may make withdrawals prior to termination of employment. Hardship withdrawals are available to Plan participants, as defined by the Plan and permitted by the IRC. Hardship withdrawals are limited to the participant's account balance that is 100% vested. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants who have obtained the age of 59 ½ are allowed to receive a distribution of all or any portion of their vested account balances.

Notes Receivables 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. Interest rates are established by the Company based on the prevailing interest rates of local financial institutions. The maximum term for a loan is 5 years, except if the loan is to acquire the participant's principal residence, which has a maximum term of 30 years. Loan repayments are made ratably through payroll deductions.

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Plan Transfers – Participant account balances are transferred between Bradken-Atchison/St. Joseph, Inc. Hourly Employees' 401(k) Plan and the Plan due to changes in classification of employees and eligibility to participate in the Plan.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes

therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

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Payment of Benefits – Benefit payments are recorded upon distribution.

Date of Management's Review – Subsequent events have been evaluated through April 12, 2013, the date that these financial statements were available to be issued.

New Accounting Pronouncement – In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance expands the qualitative and quantitative fair value disclosure requirements for Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact of this guidance on the Plan's financial statement disclosures.

3. FAIR VALUE MEASUREMENTS

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

Level 1 – Inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.

Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011:

Mutual Funds and Money Market Fund– Valued at the net asset value (NAV) of shares held by the plan at year end based on published quoted prices.

Common Collective Trust Fund – Valued at the trust NAV per unit based on fair value of the underlying investments, adjusted for trustee fees accrued daily, if applicable. CCTs can be redeemed on a daily basis. There are no unfunded commitments.

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 at the reporting date.

The Plan's investments are reported at fair value as follows at June 30, 2012 and 2011:

	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
June 30, 2012:				
Mutual funds:				
Fixed income funds	\$ 1,809,622	\$ 1,809,622		
Target/allocation funds	8,676,967	8,676,967		
Index funds	4,630,537	4,630,537		
Value funds	2,720,177	2,720,177		
Blended funds	2,599,127	2,599,127		
Growth funds	6,361,188	6,361,188		
Global funds	2,620,615	2,620,615		
Money market fund	1,778,392	1,778,392		
Common collective trust funds	1,050,381		\$ 1,050,381	
	\$ 32,247,006	\$ 31,196,625	\$ 1,050,381	

	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
June 30, 2011:				
Mutual funds:				
Fixed income funds	\$ 1,589,786	\$ 1,589,786		
Target/allocation funds	6,894,820	6,894,820		
Index funds	4,079,987	4,079,987		
Value funds	2,486,893	2,486,893		
Blended funds	2,659,804	2,659,804		
Growth funds	6,209,172	6,209,172		
Global funds	2,723,421	2,723,421		
Money market fund	1,368,885	1,368,885		
Common collective trust funds	896,474		\$ 896,474	
	\$ 28,909,242	\$ 28,012,768	\$ 896,474	

4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of June 30 are as follows:

	2012	2011
Fidelity International Discovery Fund	\$ 2,388,353	\$ 2,439,575
Fidelity Freedom 2020 Fund	2,541,505	1,889,083
Spartan 500 Index Fund	3,408,500	3,134,399
Fidelity Contrafund	3,357,039	3,281,773
Brown Capital Mgmt Small Co	1,928,569	2,124,498

* Investment did not exceed stated threshold on that particular date.

During fiscal 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$399,805.

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

5. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments as of June 30, 2012 and 2011, and for the year ended June 30, 2012:

- Investments, at fair value
- Notes receivable from participants
- Net depreciation in fair value of investments
- Interest and dividends
- Schedule of Assets (Held at End of Year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are mutual funds, money market fund, and a common/collective trust fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Company adopted a Prototype Non-standardized Profit-Sharing Plan which received a favorable opinion letter from the IRS on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the date of the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of June 30, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 35,601,844	\$ 31,540,311
Employer and participant receivables	(2,029,149)	(1,630,073)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	30,061	17,123
Excess refundable contributions	<u>24,703</u>	<u>70,381</u>
Net assets available for benefits per the Form 5500	<u>\$ 33,627,459</u>	<u>\$ 29,997,742</u>

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended June 30, 2012:

Net increase per the financial statements	\$ 4,072,362
Employer and participant receivables - current year	(2,029,149)
Employer receivable - prior year	1,630,073
Net adjustment from fair value to contract value for fully benefit-responsive investment contracts	12,938
Excess refundable contributions - current year	24,703
Excess refundable contributions - prior year	<u>(70,381)</u>
Net income per Form 5500	<u>\$ 3,640,546</u>

9. SUBSEQUENT EVENTS

Effective March 1, 2013, once participants have met the eligibility requirements, automatic deferrals equal to 3% of compensation will be made to the Plan with annual increases of 1% starting August 15, 2014, to a maximum of 6% deferral, unless the participant states in writing to defer more or less than the automatic deferral percentage

BRADKEN 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR) – JUNE 30, 2012

EIN: 74-3110041, PLAN IDENTIFICATION NUMBER: 001

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	PIMCO Total Return Fund	Mutual fund	\$ 1,181,027
	JPMorgan US Equity	Mutual fund	337,126
	Columbia Balanced	Mutual fund	1,304,097
	Brown Capital Mgmt Small Co	Mutual fund	1,928,569
	T. Rowe Price Growth Stock Fund	Mutual fund	155,964
	Invesco Diversified Dividend	Mutual fund	1,384,014
	T. Rowe Price Small-Cap Value Fund	Mutual fund	347,613
	Invesco Mid Cap Core Equity Fund	Mutual fund	51,114
	Aston/Optimum Mid Cap Fund	Mutual fund	649,855
	Artisan Mid Cap Value Fund	Mutual fund	988,550
	American Funds Capital World Growth & Income	Mutual fund	232,262
	Goldman Sachs Growth Opportunities	Mutual fund	919,616
	Royce Total Return Fund	Mutual fund	50,655
*	Fidelity Contrafund	Mutual fund	3,357,039
*	Fidelity Capital & Income Fund	Mutual fund	628,595
*	Fidelity International Discovery Fund	Mutual fund	2,388,353
*	Fidelity Freedom Income Fund	Mutual fund	1,510,377
*	Fidelity Freedom 2000 Fund	Mutual fund	111,759
*	Fidelity Freedom 2010 Fund	Mutual fund	340,085
*	Fidelity Freedom 2020 Fund	Mutual fund	2,541,505
*	Fidelity Freedom 2030 Fund	Mutual fund	1,462,255
*	Spartan 500 Index Fund	Mutual fund	3,408,500
*	Spartan U.S. Bond Index Fund	Mutual fund	1,222,037
*	Fidelity Freedom 2040 Fund	Mutual fund	1,013,612
*	Fidelity Freedom 2005 Fund	Mutual fund	3,541
*	Fidelity Freedom 2015 Fund	Mutual fund	487,106
*	Fidelity Freedom 2025 Fund	Mutual fund	411,239
*	Fidelity Freedom 2035 Fund	Mutual fund	454,575
*	Fidelity Freedom 2045 Fund	Mutual fund	257,071
*	Fidelity Freedom 2050 Fund	Mutual fund	277,332
*	Fidelity Freedom 2055 Fund	Mutual fund	12,790
	Total mutual funds		29,418,233
*	Fidelity Retirement Money Market Portfolio	Money market fund	1,778,392
*	Fidelity Retirement Managed Income Portfolio	Common/collective trust fund	1,050,381
*	Notes receivable from participants	Various participants, interest rates range from 5.25% - 10.25%	1,380,453
	Total Investments		\$ 33,627,459

* Represents a party-in-interest to the Plan.