Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] 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
HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/11/2002

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

HUDSON PRODUCTS CORPORATION

9660 GRUNWALD ROAD
BEASLEY, TX 77417

2b Employer Identification Number (EIN) 74-1586257

2c Sponsor's telephone number 281-275-8227

2d Business code (see instructions) 339900

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.	06/11/2013	STEVEN W. BREWER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	662
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**	405
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	79
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	484
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f Total. Add lines **6d** and **6e**	**6f**	489
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	454
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUDSON PRODUCTS CORPORATION

D Employer Identification Number (EIN)
74-1586257

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

ARTISAN

39-1811840

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

BLACKROCK

04-6171663

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

BUFFALO

48-1069845

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

COLUMBIA

93-0577450

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

FIDELITY INVESTMENTS

06-1194217

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

HARBOR

04-2679462

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

MANAGERS FUNDS

06-1298481

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

OPPENHEIMER FUNDS

13-2527171

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

MAINSTAY

52-2206685

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)

AON INVESTMENT CONSULTING

59-2706923

(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?
17 50	SERVICE PROVIDER	35034	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 62 64	SERVICE PROVIDER	55800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HUDSON PRODUCTS CORPORATION

D Employer Identification Number (EIN)
74-1586257

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251296-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N15

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
80-6052573-001	C	5773665

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUDSON PRODUCTS CORPORATION

D Employer Identification Number (EIN)
74-1586257

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		1958
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	8752	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	358743	403273
(9) Value of interest in common/collective trusts	1c(9)	6464461	5773665
(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)	10425651	11532489
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17257607	17711385
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	13611	25038
i Acquisition indebtedness	1i		
j Other liabilities	1j	29495	
k Total liabilities (add all amounts in lines 1g through1j)	1k	43106	25038
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17214501	17686347

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)	144465	
(B) Participants	2a(1)(B)	945147	
(C) Others (including rollovers)	2a(1)(C)	31226	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1120838
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	16792	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16792
(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)	320162	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		320162
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		111559
(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)		1266035
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2835386
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2243211	
(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)		2243211
f Corrective distributions (see instructions)	2f		29495
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	90834	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		90834
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2363540
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		471846
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BKD, LLP **(2)** EIN: 44-0160260

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUDSON PRODUCTS CORPORATION

D Employer Identification Number (EIN)
74-1586257

Part I Distributions

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

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

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

EIN(s): 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Auditor's Report and Financial Statements

December 31, 2012 and 2011

BKD LLP
CPAs & Advisors

Hudson Products Corporation
Retirement Savings Plan
December 31, 2012 and 2011

Contents

Independent Auditor's Report..... 1

Financial Statements

Statements of Net Assets Available for Benefits..... 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)..... 12

BKD LLP
CPAs & Advisors

400 Cross Pointe Boulevard
P.O. Box 628
Evansville, IN 47704-0628
812.428.6500 Fax 812.428.6545 www.bkd.com

Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements and the accompanying supplemental schedule.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* (ERISA), the Plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which were certified by Wells Fargo Bank, N.A. (Wells Fargo), the 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 and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

experience BKD

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Supplementary Information

The accompanying supplemental schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BKD, LLP

Evansville, Indiana
June 6, 2013
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets

	2012	2011
Investments, At Fair Value	$ 17,473,624	$ 17,058,217
Receivables		
Participants' contributions	-	8,752
Notes receivable from participants	403,273	358,743
	403,273	367,495
Cash	1,958	-
Total assets	17,878,855	17,425,712

Liabilities

Administrative fees payable	25,038	13,611
Excess contributions payable	-	29,495
Total liabilities	25,038	43,106
Net Assets Available for Benefits, At Fair Value	17,853,817	17,382,606
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(167,470)	(168,105)
Net Assets Available for Benefits	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Investment Income		
Net appreciation (depreciation) in fair value of investments	$ 1,539,305	$ (83,496)
Interest and dividends	158,451	117,013
Net investment income	1,697,756	33,517
Interest Income on Notes Receivable From Participants	16,792	18,059
Contributions		
Participants	945,147	804,430
Employer	144,465	-
Rollovers	31,226	-
	1,120,838	804,430
Total additions	2,835,386	856,006
Deductions		
Benefits paid to participants	2,272,706	594,463
Administrative expenses	90,834	99,015
Total deductions	2,363,540	693,478
Net Increase	471,846	162,528
Net Assets Available for Benefits, Beginning of Year	17,214,501	17,051,973
Net Assets Available for Benefits, End of Year	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan administrator.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. (Wells Fargo) is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100 percent of eligible compensation. Employee rollover and catch-up contributions are also permitted. Company matching and profit-sharing contributions are discretionary as determined by the Company's board of directors. Effective September 1, 2012, the Company's board of directors authorized discretionary contributions to be made to the Plan at 50 percent of employees' salary deferral amounts on the first six percent of employees' compensation. No discretionary matching contributions were made to the Plan for the year ended December 31, 2011. No profit sharing contributions were made to the Plan for the years ended December 31, 2012 and 2011. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce Company contributions or to pay administrative expenses of the Plan.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $408 and $69, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the year ended December 31, 2012, the Plan paid $830 of administrative expenses from forfeited nonvested accounts.

Participant Loans

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be $1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of $50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan administrator.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

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 Plan invests in investment contracts through a collective trust. The statement of net assets available for benefits presents the fair value of the investment in the collective trust, as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. 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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are generally valued at the net asset value (NAV) of shares held by the Plan at year-end, although the Plan also holds a unitized mutual fund investment that holds shares of a mutual fund and minimal other short-term investments. The unit price of the unitized mutual fund investment is not quoted on an active market; however, the input price is based on the underlying investment that is traded on an active market. The Plan's interest in the common trust fund is valued based on information reported by the custodian using the audited financial statements of the common trust fund at year-end.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable From Participants

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

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype defined contribution plan document sponsored by Wells Fargo Bank, N.A. This prototype retirement plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state, local or non-U.S. income tax examinations by tax authorities for years before 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Note 3: Investments

The following table presents the Plan's investments. The fair values of the Plan's investments that represent five percent or more of total Plan assets at the end of the year are as follows:

	2012	2011
Mutual funds		
PIMCO Total Return Fund	$ 1,692,995	$ 1,563,866
Buffalo Small Cap Fund	991,104	905,485
T. Rowe Price Retirement 2015 Fund	935,621	877,096
Vanguard Extended Market Index Fund	1,045,008	969,638
Other mutual funds	6,867,761	6,109,566
Collective trust fund – Wells Fargo Stable Return Fund	5,941,135	6,632,566
	$ 17,473,624	$ 17,058,217

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value by $1,539,305 and $(83,496), respectively, as follows:

	2012	2011
Mutual funds	$ 1,427,724	$ (221,629)
Collective trust fund	111,581	138,133
	$ 1,539,305	$ (83,496)

Interest and dividends realized on the Plan's investments for the years ended 2012 and 2011 were $158,451 and $117,013, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded $55,800 and $53,510 of administrative fees to Wells Fargo during 2012 and 2011, respectively. The Company also recorded $35,034 and $45,505 of fees to the third-party investment advisor during 2012 and 2011, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 5: Plan Amendment

On June 1, 2012, the Plan was amended to clarify certain provisions related to participating employers under the Plan. All other significant provisions remain unchanged as a result of this amendment.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Mutual funds				
Small and mid cap U.S. equities	$ 2,991,771	$ 2,991,771	$ -	$ -
Large cap U.S. equities	1,962,076	1,962,076	-	-
Fixed income	1,945,906	252,911	1,692,995	-
International equities	811,102	811,102	-	-
Balanced/asset allocation	3,821,634	3,821,634	-	-
Collective trust fund				
Fixed income	5,941,135	-	5,941,135	-
	$ 17,473,624	$ 9,839,494	$ 7,634,130	$ -
December 31, 2011				
Mutual funds				
Small and mid cap U.S. equities	$ 2,793,213	$ 2,793,213	$ -	$ -
Large cap U.S. equities	1,971,946	1,971,946	-	-
Fixed income	1,790,142	226,276	1,563,866	-
International equities	760,781	760,781	-	-
Balanced/asset allocation	3,109,569	3,109,569	-	-
Collective trust fund				
Fixed income	6,632,566	-	6,632,566	-
	$ 17,058,217	$ 8,861,785	$ 8,196,432	$ -

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include mutual funds excluding the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. Level 2 investments include a collective trust fund and the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Note 7: Risks and Uncertainties

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

Note 8: Operational Matters

During 2012, the Company became aware of certain Plan operational matters concerning an unnamed participating employer under the Plan and a failure to formally execute certain Plan amendments. The Plan has filed under the Internal Revenue Service Voluntary Compliance Program with respect to these matters and is awaiting a final response.

Note 9: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financials statements were available to be issued.

Supplemental Schedule

Hudson Products Corporation
Retirement Savings Plan
EIN 74-1586257 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	150,622 shares	$ 1,692,995
Artisan Mid Cap Value Fund	28,959 shares	602,056
Blackrock Equity Dividend Fund	34,669 shares	690,955
Buffalo Small Cap Fund	35,183 shares	991,104
Columbia Small Cap Value Fund	1,495 shares	65,485
Harbor International Fund	11,724 shares	728,318
Mainstay Large Cap Growth Fund	69,811 shares	557,094
TimesSquared Mid Cap Growth Fund	19,144 shares	288,118
Oppenheimer International Growth Fund	2,696 shares	82,784
Fidelity Spartan 500 Index Fund	14,142 shares	714,027
T. Rowe Price Retirement Income Fund	18,130 shares	252,911
T. Rowe Price Retirement Fund 2010	1,090 shares	17,959
T. Rowe Price Retirement Fund 2015	72,641 shares	935,621
T. Rowe Price Retirement Fund 2020	13,645 shares	243,973
T. Rowe Price Retirement Fund 2025	61,809 shares	810,928
T. Rowe Price Retirement Fund 2030	37,366 shares	706,959
T. Rowe Price Retirement Fund 2035	16,749 shares	224,100
T. Rowe Price Retirement Fund 2040	18,606 shares	355,185
T. Rowe Price Retirement Fund 2045	12,256 shares	155,776
T. Rowe Price Retirement Fund 2050	34,160 shares	364,145
T. Rowe Price Retirement Fund 2055	663 shares	6,988
Vanguard Extended Market Index Fund	26,516 shares	1,045,008
		11,532,489
Collective Trust Fund		
*Wells Fargo Stable Return Fund	516,378 shares	5,941,135
***Participant Loans**	Participant Plan notes Lowest interest rate – 3.25% Highest interest rate – 6.00% through December 2017	403,273
		$ 17,876,897

*Party-in-interest

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Auditor's Report and Financial Statements

December 31, 2012 and 2011

BKD LLP
CPAs & Advisors

Hudson Products Corporation
Retirement Savings Plan
December 31, 2012 and 2011

Contents

Independent Auditor's Report..... 1

Financial Statements

Statements of Net Assets Available for Benefits..... 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)..... 12

BKD LLP
CPAs & Advisors

400 Cross Pointe Boulevard
P.O. Box 628
Evansville, IN 47704-0628
812.428.6500 Fax 812.428.6545 www.bkd.com

Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements and the accompanying supplemental schedule.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* (ERISA), the Plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which were certified by Wells Fargo Bank, N.A. (Wells Fargo), the 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 and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

experience BKD

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Supplementary Information

The accompanying supplemental schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BKD, LLP

Evansville, Indiana
June 6, 2013
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets

	2012	2011
Investments, At Fair Value	$ 17,473,624	$ 17,058,217
Receivables		
Participants' contributions	-	8,752
Notes receivable from participants	403,273	358,743
	403,273	367,495
Cash	1,958	-
Total assets	17,878,855	17,425,712

Liabilities

Administrative fees payable	25,038	13,611
Excess contributions payable	-	29,495
Total liabilities	25,038	43,106
Net Assets Available for Benefits, At Fair Value	17,853,817	17,382,606
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(167,470)	(168,105)
Net Assets Available for Benefits	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Investment Income		
Net appreciation (depreciation) in fair value of investments	$ 1,539,305	$ (83,496)
Interest and dividends	158,451	117,013
Net investment income	1,697,756	33,517
Interest Income on Notes Receivable From Participants	16,792	18,059
Contributions		
Participants	945,147	804,430
Employer	144,465	-
Rollovers	31,226	-
	1,120,838	804,430
Total additions	2,835,386	856,006
Deductions		
Benefits paid to participants	2,272,706	594,463
Administrative expenses	90,834	99,015
Total deductions	2,363,540	693,478
Net Increase	471,846	162,528
Net Assets Available for Benefits, Beginning of Year	17,214,501	17,051,973
Net Assets Available for Benefits, End of Year	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan administrator.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. (Wells Fargo) is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100 percent of eligible compensation. Employee rollover and catch-up contributions are also permitted. Company matching and profit-sharing contributions are discretionary as determined by the Company's board of directors. Effective September 1, 2012, the Company's board of directors authorized discretionary contributions to be made to the Plan at 50 percent of employees' salary deferral amounts on the first six percent of employees' compensation. No discretionary matching contributions were made to the Plan for the year ended December 31, 2011. No profit sharing contributions were made to the Plan for the years ended December 31, 2012 and 2011. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce Company contributions or to pay administrative expenses of the Plan.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $408 and $69, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the year ended December 31, 2012, the Plan paid $830 of administrative expenses from forfeited nonvested accounts.

Participant Loans

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be $1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of $50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan administrator.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

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 Plan invests in investment contracts through a collective trust. The statement of net assets available for benefits presents the fair value of the investment in the collective trust, as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. 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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are generally valued at the net asset value (NAV) of shares held by the Plan at year-end, although the Plan also holds a unitized mutual fund investment that holds shares of a mutual fund and minimal other short-term investments. The unit price of the unitized mutual fund investment is not quoted on an active market; however, the input price is based on the underlying investment that is traded on an active market. The Plan's interest in the common trust fund is valued based on information reported by the custodian using the audited financial statements of the common trust fund at year-end.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable From Participants

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

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype defined contribution plan document sponsored by Wells Fargo Bank, N.A. This prototype retirement plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state, local or non-U.S. income tax examinations by tax authorities for years before 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Note 3: Investments

The following table presents the Plan's investments. The fair values of the Plan's investments that represent five percent or more of total Plan assets at the end of the year are as follows:

	2012	2011
Mutual funds		
PIMCO Total Return Fund	$ 1,692,995	$ 1,563,866
Buffalo Small Cap Fund	991,104	905,485
T. Rowe Price Retirement 2015 Fund	935,621	877,096
Vanguard Extended Market Index Fund	1,045,008	969,638
Other mutual funds	6,867,761	6,109,566
Collective trust fund – Wells Fargo Stable Return Fund	5,941,135	6,632,566
	$ 17,473,624	$ 17,058,217

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value by $1,539,305 and $(83,496), respectively, as follows:

	2012	2011
Mutual funds	$ 1,427,724	$ (221,629)
Collective trust fund	111,581	138,133
	$ 1,539,305	$ (83,496)

Interest and dividends realized on the Plan's investments for the years ended 2012 and 2011 were $158,451 and $117,013, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded $55,800 and $53,510 of administrative fees to Wells Fargo during 2012 and 2011, respectively. The Company also recorded $35,034 and $45,505 of fees to the third-party investment advisor during 2012 and 2011, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 5: Plan Amendment

On June 1, 2012, the Plan was amended to clarify certain provisions related to participating employers under the Plan. All other significant provisions remain unchanged as a result of this amendment.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Mutual funds				
Small and mid cap U.S. equities	$ 2,991,771	$ 2,991,771	$ -	$ -
Large cap U.S. equities	1,962,076	1,962,076	-	-
Fixed income	1,945,906	252,911	1,692,995	-
International equities	811,102	811,102	-	-
Balanced/asset allocation	3,821,634	3,821,634	-	-
Collective trust fund				
Fixed income	5,941,135	-	5,941,135	-
	$ 17,473,624	$ 9,839,494	$ 7,634,130	$ -
December 31, 2011				
Mutual funds				
Small and mid cap U.S. equities	$ 2,793,213	$ 2,793,213	$ -	$ -
Large cap U.S. equities	1,971,946	1,971,946	-	-
Fixed income	1,790,142	226,276	1,563,866	-
International equities	760,781	760,781	-	-
Balanced/asset allocation	3,109,569	3,109,569	-	-
Collective trust fund				
Fixed income	6,632,566	-	6,632,566	-
	$ 17,058,217	$ 8,861,785	$ 8,196,432	$ -

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include mutual funds excluding the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. Level 2 investments include a collective trust fund and the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Note 7: Risks and Uncertainties

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

Note 8: Operational Matters

During 2012, the Company became aware of certain Plan operational matters concerning an unnamed participating employer under the Plan and a failure to formally execute certain Plan amendments. The Plan has filed under the Internal Revenue Service Voluntary Compliance Program with respect to these matters and is awaiting a final response.

Note 9: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financials statements were available to be issued.

Supplemental Schedule

Hudson Products Corporation
Retirement Savings Plan
EIN 74-1586257 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	150,622 shares	$ 1,692,995
Artisan Mid Cap Value Fund	28,959 shares	602,056
Blackrock Equity Dividend Fund	34,669 shares	690,955
Buffalo Small Cap Fund	35,183 shares	991,104
Columbia Small Cap Value Fund	1,495 shares	65,485
Harbor International Fund	11,724 shares	728,318
Mainstay Large Cap Growth Fund	69,811 shares	557,094
TimesSquared Mid Cap Growth Fund	19,144 shares	288,118
Oppenheimer International Growth Fund	2,696 shares	82,784
Fidelity Spartan 500 Index Fund	14,142 shares	714,027
T. Rowe Price Retirement Income Fund	18,130 shares	252,911
T. Rowe Price Retirement Fund 2010	1,090 shares	17,959
T. Rowe Price Retirement Fund 2015	72,641 shares	935,621
T. Rowe Price Retirement Fund 2020	13,645 shares	243,973
T. Rowe Price Retirement Fund 2025	61,809 shares	810,928
T. Rowe Price Retirement Fund 2030	37,366 shares	706,959
T. Rowe Price Retirement Fund 2035	16,749 shares	224,100
T. Rowe Price Retirement Fund 2040	18,606 shares	355,185
T. Rowe Price Retirement Fund 2045	12,256 shares	155,776
T. Rowe Price Retirement Fund 2050	34,160 shares	364,145
T. Rowe Price Retirement Fund 2055	663 shares	6,988
Vanguard Extended Market Index Fund	26,516 shares	1,045,008
		11,532,489
Collective Trust Fund		
*Wells Fargo Stable Return Fund	516,378 shares	5,941,135
***Participant Loans**	Participant Plan notes Lowest interest rate – 3.25% Highest interest rate – 6.00% through December 2017	403,273
		$ 17,876,897

*Party-in-interest

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Auditor's Report and Financial Statements

December 31, 2012 and 2011

BKD LLP
CPAs & Advisors

Hudson Products Corporation
Retirement Savings Plan
December 31, 2012 and 2011

Contents

Independent Auditor's Report..... 1

Financial Statements

Statements of Net Assets Available for Benefits..... 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)..... 12

BKD LLP
CPAs & Advisors

400 Cross Pointe Boulevard
P.O. Box 628
Evansville, IN 47704-0628
812.428.6500 Fax 812.428.6545 www.bkd.com

Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements and the accompanying supplemental schedule.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* (ERISA), the Plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which were certified by Wells Fargo Bank, N.A. (Wells Fargo), the 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 and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

experience BKD

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Supplementary Information

The accompanying supplemental schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BKD, LLP

Evansville, Indiana
June 6, 2013
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets

	2012	2011
Investments, At Fair Value	$ 17,473,624	$ 17,058,217
Receivables		
Participants' contributions	-	8,752
Notes receivable from participants	403,273	358,743
	403,273	367,495
Cash	1,958	-
Total assets	17,878,855	17,425,712

Liabilities

Administrative fees payable	25,038	13,611
Excess contributions payable	-	29,495
Total liabilities	25,038	43,106
Net Assets Available for Benefits, At Fair Value	17,853,817	17,382,606
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(167,470)	(168,105)
Net Assets Available for Benefits	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Investment Income		
Net appreciation (depreciation) in fair value of investments	$ 1,539,305	$ (83,496)
Interest and dividends	158,451	117,013
Net investment income	1,697,756	33,517
Interest Income on Notes Receivable From Participants	16,792	18,059
Contributions		
Participants	945,147	804,430
Employer	144,465	-
Rollovers	31,226	-
	1,120,838	804,430
Total additions	2,835,386	856,006
Deductions		
Benefits paid to participants	2,272,706	594,463
Administrative expenses	90,834	99,015
Total deductions	2,363,540	693,478
Net Increase	471,846	162,528
Net Assets Available for Benefits, Beginning of Year	17,214,501	17,051,973
Net Assets Available for Benefits, End of Year	$ 17,686,347	$ 17,214,501

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan administrator.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. (Wells Fargo) is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100 percent of eligible compensation. Employee rollover and catch-up contributions are also permitted. Company matching and profit-sharing contributions are discretionary as determined by the Company's board of directors. Effective September 1, 2012, the Company's board of directors authorized discretionary contributions to be made to the Plan at 50 percent of employees' salary deferral amounts on the first six percent of employees' compensation. No discretionary matching contributions were made to the Plan for the year ended December 31, 2011. No profit sharing contributions were made to the Plan for the years ended December 31, 2012 and 2011. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Hudson Products Corporation
Retirement Savings Plan
Notes to Financial Statements
December 31, 2012 and 2011

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce Company contributions or to pay administrative expenses of the Plan.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $408 and $69, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the year ended December 31, 2012, the Plan paid $830 of administrative expenses from forfeited nonvested accounts.

Participant Loans

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be $1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of $50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan administrator.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

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 Plan invests in investment contracts through a collective trust. The statement of net assets available for benefits presents the fair value of the investment in the collective trust, as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. 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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are generally valued at the net asset value (NAV) of shares held by the Plan at year-end, although the Plan also holds a unitized mutual fund investment that holds shares of a mutual fund and minimal other short-term investments. The unit price of the unitized mutual fund investment is not quoted on an active market; however, the input price is based on the underlying investment that is traded on an active market. The Plan's interest in the common trust fund is valued based on information reported by the custodian using the audited financial statements of the common trust fund at year-end.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable From Participants

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

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype defined contribution plan document sponsored by Wells Fargo Bank, N.A. This prototype retirement plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state, local or non-U.S. income tax examinations by tax authorities for years before 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Note 3: Investments

The following table presents the Plan's investments. The fair values of the Plan's investments that represent five percent or more of total Plan assets at the end of the year are as follows:

	2012	2011
Mutual funds		
PIMCO Total Return Fund	$ 1,692,995	$ 1,563,866
Buffalo Small Cap Fund	991,104	905,485
T. Rowe Price Retirement 2015 Fund	935,621	877,096
Vanguard Extended Market Index Fund	1,045,008	969,638
Other mutual funds	6,867,761	6,109,566
Collective trust fund – Wells Fargo Stable Return Fund	5,941,135	6,632,566
	$ 17,473,624	$ 17,058,217

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value by $1,539,305 and $(83,496), respectively, as follows:

	2012	2011
Mutual funds	$ 1,427,724	$ (221,629)
Collective trust fund	111,581	138,133
	$ 1,539,305	$ (83,496)

Interest and dividends realized on the Plan's investments for the years ended 2012 and 2011 were $158,451 and $117,013, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded $55,800 and $53,510 of administrative fees to Wells Fargo during 2012 and 2011, respectively. The Company also recorded $35,034 and $45,505 of fees to the third-party investment advisor during 2012 and 2011, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 5: Plan Amendment

On June 1, 2012, the Plan was amended to clarify certain provisions related to participating employers under the Plan. All other significant provisions remain unchanged as a result of this amendment.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Mutual funds				
Small and mid cap U.S. equities	$ 2,991,771	$ 2,991,771	$ -	$ -
Large cap U.S. equities	1,962,076	1,962,076	-	-
Fixed income	1,945,906	252,911	1,692,995	-
International equities	811,102	811,102	-	-
Balanced/asset allocation	3,821,634	3,821,634	-	-
Collective trust fund				
Fixed income	5,941,135	-	5,941,135	-
	$ 17,473,624	$ 9,839,494	$ 7,634,130	$ -
December 31, 2011				
Mutual funds				
Small and mid cap U.S. equities	$ 2,793,213	$ 2,793,213	$ -	$ -
Large cap U.S. equities	1,971,946	1,971,946	-	-
Fixed income	1,790,142	226,276	1,563,866	-
International equities	760,781	760,781	-	-
Balanced/asset allocation	3,109,569	3,109,569	-	-
Collective trust fund				
Fixed income	6,632,566	-	6,632,566	-
	$ 17,058,217	$ 8,861,785	$ 8,196,432	$ -

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include mutual funds excluding the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. Level 2 investments include a collective trust fund and the Plan's unitized mutual fund investment in the PIMCO Total Return Fund. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Note 7: Risks and Uncertainties

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

Note 8: Operational Matters

During 2012, the Company became aware of certain Plan operational matters concerning an unnamed participating employer under the Plan and a failure to formally execute certain Plan amendments. The Plan has filed under the Internal Revenue Service Voluntary Compliance Program with respect to these matters and is awaiting a final response.

Note 9: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financials statements were available to be issued.

Supplemental Schedule

Hudson Products Corporation
Retirement Savings Plan
EIN 74-1586257 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	150,622 shares	$ 1,692,995
Artisan Mid Cap Value Fund	28,959 shares	602,056
Blackrock Equity Dividend Fund	34,669 shares	690,955
Buffalo Small Cap Fund	35,183 shares	991,104
Columbia Small Cap Value Fund	1,495 shares	65,485
Harbor International Fund	11,724 shares	728,318
Mainstay Large Cap Growth Fund	69,811 shares	557,094
TimesSquared Mid Cap Growth Fund	19,144 shares	288,118
Oppenheimer International Growth Fund	2,696 shares	82,784
Fidelity Spartan 500 Index Fund	14,142 shares	714,027
T. Rowe Price Retirement Income Fund	18,130 shares	252,911
T. Rowe Price Retirement Fund 2010	1,090 shares	17,959
T. Rowe Price Retirement Fund 2015	72,641 shares	935,621
T. Rowe Price Retirement Fund 2020	13,645 shares	243,973
T. Rowe Price Retirement Fund 2025	61,809 shares	810,928
T. Rowe Price Retirement Fund 2030	37,366 shares	706,959
T. Rowe Price Retirement Fund 2035	16,749 shares	224,100
T. Rowe Price Retirement Fund 2040	18,606 shares	355,185
T. Rowe Price Retirement Fund 2045	12,256 shares	155,776
T. Rowe Price Retirement Fund 2050	34,160 shares	364,145
T. Rowe Price Retirement Fund 2055	663 shares	6,988
Vanguard Extended Market Index Fund	26,516 shares	1,045,008
		11,532,489
Collective Trust Fund		
*Wells Fargo Stable Return Fund	516,378 shares	5,941,135
***Participant Loans**	Participant Plan notes Lowest interest rate – 3.25% Highest interest rate – 6.00% through December 2017	403,273
		$ 17,876,897

*Party-in-interest