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
REGAL RESEARCH & MFG. COMPANY 401(K) PPROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1993

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

REGAL RESEARCH & MFG. COMPANY

1200 E PLANO PKWY
PLANO, TX 75074-8522

2b Employer Identification Number (EIN) 20-4235852

2c Sponsor's telephone number 972-494-0359

2d Business code (see instructions) 332900

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.	07/10/2013	DAVID LINK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	202
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**	180
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	202
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	202
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	163
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
REGAL RESEARCH & MFG. COMPANY 401(K) PPROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REGAL RESEARCH & MFG. COMPANY

D Employer Identification Number (EIN)
20-4235852

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

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45-6062081

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

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

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

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45-6062081

(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 25	NONE	17429	Yes [X] No [ ]	Yes [X] 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 [ ]

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
REGAL RESEARCH & MFG. COMPANY 401(K) PPROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REGAL RESEARCH & MFG. COMPANY

D Employer Identification Number (EIN)
20-4235852

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-001	C	938637

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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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
REGAL RESEARCH & MFG. COMPANY 401(K) PPROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REGAL RESEARCH & MFG. COMPANY

D Employer Identification Number (EIN)
20-4235852

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	37314	44292
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	151520	158718
(9) Value of interest in common/collective trusts	1c(9)	776536	925496
(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)	2482340	2910381
(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	3447710	4038887
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	37309	44292
k Total liabilities (add all amounts in lines 1g through1j)	1k	37309	44292
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3410401	3994595

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)	69282	
(B) Participants	2a(1)(B)	302592	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		371874
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)	5852	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5852
(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)	87026	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		87026
(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)		
(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)		302508
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		767260
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	165637	
(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)		165637
f Corrective distributions (see instructions)	2f		
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)	17429	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17429
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		183066
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		584194
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: PRICE KUBECKA, PLLC **(2)** EIN: 75-2783674

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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
REGAL RESEARCH & MFG. COMPANY 401(K) PPROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REGAL RESEARCH & MFG. COMPANY

D Employer Identification Number (EIN)
20-4235852

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**

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): 45-6062081

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):

Regal Research and Mfg. Company
401(k) Profit Sharing Plan

Audited Financial Statements
and
Supplementary Data

December 31, 2012 and 2011

PriceKubecka®, PLLC

Certified Public Accountants

PriceKubecka

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
December 31, 2012 and 2011

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PriceKubecka
PK
PriceKubecka, PLLC
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Plano, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Regal Research and Mfg. Company 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

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Addison, TX 75001

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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, any auditing procedures with respect to the information summarized in Note 3, which was certified by Alerus Financial, N.A., the trustee and custodian of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee and custodian hold the plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee and custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and custodian, 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.



PriceKubecka, PLLC
Addison, Texas

July 1, 2013

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Cash and cash equivalents	$ 44,292	$ 37,314
Investments at Fair Value:		
Registered investment companies	2,910,381	2,482,340
Investment in collective investment trust	938,637	789,965
Total investments at fair value	3,849,018	3,272,305
Receivables:		
Notes receivable from participants	158,718	151,520
Total Assets	4,052,028	3,461,139
Liabilities		
Payables:		
Due to broker for securities purchased	44,292	37,309
Total Liabilities	44,292	37,309
Net Assets at Fair Value	4,007,736	3,423,830
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(13,141)	(13,429)
Net Assets Available for Benefits	$ 3,994,595	$ 3,410,401

See accompanying independent auditors' report and notes to financial statements.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to Net Assets:		
Contributions:		
Employer	$	69,282
Participants		302,592
Total Contributions		371,874
Investment Income (Loss):		
Interest on notes receivable from participants		5,852
Net depreciation in fair value of investments, including interest and dividend income		389,534
Total Investment Income (Loss)		395,386
Total Additions		767,260
Deductions from Net Assets:		
Benefits paid to participants		165,637
Administrative expenses		17,429
Total Deductions		183,066
Increase (Decrease) in Net Assets		584,194
Net Assets Available for Benefits - Beginning of Year		3,410,401
Net Assets Available for Benefits - End of Year	$	3,994,595

See accompanying independent auditors' report and notes to financial statements.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 – Description of Plan

The following description of Regal Research and Mfg. Company 401(k) Profit Sharing Plan (the Plan) provides only general information. The Plan is sponsored by Regal Research and Mfg. Co. (the Company and the Plan Sponsor). Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, effective July 1, 1993, covering all employees of the Company who are not union employees whose employment is governed by a collective bargaining agreement under which retirement benefits are the subject of good faith bargaining or certain nonresident aliens who have no earned income from sources within the United States. Employees are eligible to participate on the first day of the month after they have completed one year of service (1,000 hours) and have attained age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974, as well as certain provisions of the federal income tax laws.

On October 1, 2010, the Company amended the Plan to comply with various provisions of the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART). The amendment provisions related to the clarification of the use of differential wages, continuation of benefit accruals in the event of a participant's death while performing military service, distributions to a participant while performing military service, and other miscellaneous provisions

Contributions

Participants may elect to reduce their compensation by a specific percentage or dollar amount and have that amount contributed to the Plan as an elective deferral up to the maximum allowed by law. Participants may choose from two types of elective deferral: pre-tax deferrals and Roth deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan.

At the discretion of the Plan Administrator, participants may be permitted to deposit or "rollover" into the Plan distributions they have received from other plans and certain IRAs. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions to the maximum limit allowed by law.

The Company may make a discretionary matching contribution equal to a uniform percentage or dollar amount of the participant's elective deferrals each payroll period. Participants must complete one year of service (1,000 hours) to be eligible to receive matching contributions. For the year ended December 31, 2012, the Company made matching contributions of $69,282.

Note 1 – Description of Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, allocation of the Company's contribution, and Plan earnings or losses and charged with an allocation of administrative expenses. Allocations may be charged based on either the size of the participant's account balance or equally to each participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their elective deferrals including Roth 401(k) deferrals and catch-up contributions, rollover contributions from other plans, and actual earnings thereon. The method for crediting vesting service for Company matching contributions is based on vesting periods of service. Participants are credited with a period of service for each twelve-month period from their hire date until their termination date. A participant is always 100% vested in their Company matching contributions if they are employed on or after their Normal Retirement Age or if they terminate employment on account of their death or disability. Participants are vested in Company matching contributions based on the following schedule:

Periods of Service	Percentage Vested
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeited Accounts

At December 31, 2012 and 2011, no accounts were forfeited. At any time when accounts are forfeited, these accounts will first be used to pay any administrative expenses and then used to reduce any matching contribution.

Notes Receivable from Participants

Participants who are active employees may borrow against their vested account balances a minimum of $1,000 up to a maximum amount equal to the lesser of 50% of their vested account balance or $50,000. The loans in the form of promissory notes, are secured by the balances in the participant's account, and bear interest at reasonable rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. A participant may have two loans outstanding at any one time. Principal and interest on notes receivable from participants are repaid through payroll deductions and generally repaid within five years.

Note 1 – Description of Plan (Continued)

Benefits Paid to Participants

Participants are entitled to receive an in-service distribution as either a lump-sum equal to the value of the participant's vested interest in their account balance or a payment in the form of a joint account and survivor annuity commencing upon the participant's attainment of the Normal Retirement Age; however, this distribution is not in addition to the participant's other benefits and will therefore reduce the value of the benefits received at retirement.

Participants may elect to receive a distribution from certain accounts prior to termination of employment provided they have attained the age of 59 ½, incurred a financial hardship, or incurred a disability. In the event of death before retirement while working for the Company, the participant's account balance is paid to the selected beneficiary.

Benefits paid to participants are recorded when paid. The Plan requires a distribution in the form of a single lump-sum cash payment for any distribution of an account balance that does not exceed and has never exceeded $5,000.

Plan Expenses

It is the philosophy of the Company to absorb and pay most plan administration expenses such as audit fees and other administrative functions so as not to decrease plan assets. Any fee or expense paid, directly or indirectly, by the Company is not considered a contribution to the Plan provided the fee or the expense relates to the ordinary and necessary administration of the Plan. During the years ended December 31, 2012 and 2011, the Company paid plan administrative expenses of approximately $8,000 and $8,000, respectively.

In addition, during the year ended December 31, 2012, the Plan incurred approximately $17,429 of asset sales charges directly with its third party administrator. These charges are reflected in the accompanying statement of changes in net assets available for benefits.

Termination of the Plan

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, no further contributions will be made to the Plan and all amounts credited to the participant's account will become 100% vested. The Company will direct the distribution of the participant's account in a manner permitted by the Plan as soon as practicable.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Note 2 – Summary of Significant Accounting Policies (Continued)

Use of Estimates

Preparing the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain reclassifications have been made to the 2011 financial statement presentation to correspond to the current year's format. Total net assets available for benefits are unchanged due to these reclassifications.

Investment Valuation and Income Recognition

The Plan's investments in mutual funds and investment in a collective investment trust are stated at fair value (Note 4), representing the net assets of shares or units held by the Plan at December 31, 2012 and 2011. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis with dividends being recorded on the ex-dividend date. Net appreciation includes the gains and losses on its investments bought and sold as well as those 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. The Plan recognizes interest income from the notes receivable as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All administrative expenses of maintaining the Plan are paid by the Company.

Subsequent Events

Subsequent events were evaluated through July 1, 2013, which is the date the financial statements were available to be issued.

Note 3 – Information Certified by Trustee

The plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator limited auditing procedures with respect to the investments certified by the trustee, which included total investments as of December 31, 2012 and 2011, and the total investment income for the year ended December 31, 2012, and all information included in the supplemental schedule Form 5500, Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at End of Year.

Note 4 – Fair Value Measurement

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10 provides a framework for measuring fair value under GAAP. FASB ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. FASB ASC 820-10 also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

Fair value accounting guidance requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

There are three general valuation techniques that may be used to measure fair value, as described below:

A) Market approach – Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach – Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach – Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Note 4 – Fair Value Measurement (Continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end and are classified within Level 1 of the hierarchy.

Investment in Collective Investment Trust

This investment is comprised of a benefit-responsive collective investment trust. The reported value for the collective investment trust is reported daily based on the valuation formula disclosed by the trust, as calculated by the trustee of the trust. The general financial condition of the trust is evaluated as a component of validating whether the calculated contract value of the trust is an accurate value. All of these inputs are generally considered obtainable/observable through the review of existing contracts and readily available financial information. The price/unit value for the trust is calculated daily by the trustee of the trust according to the formula described by the trust.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. As such, the investment in collective investment trust is classified within Level 2 of the hierarchy.

Below are the Plan’s financial instruments carried at fair value on a recurring basis by the FASB ASC 820-10 fair value hierarchy levels:

Note 4 – Fair Value Measurement (Continued)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Quoted Prices for Similar Assets in Active Markets (Level 2)
December 31, 2012		
Registered investment companies	$ 2,910,381	$ -
Investment in collective investment trust	-	938,637
Total	$ 2,910,381	$ 938,637
December 31, 2011		
Registered investment companies	$ 2,482,340	$ -
Investment in collective investment trust	-	789,965
Total	$ 2,482,340	$ 789,965

Gains and losses, realized and unrealized, for the year ended December 31, 2012 are reported under net appreciation (depreciation) in fair value of investments on the accompanying statement of changes in net assets available for benefits.

Note 5 – Investments Held by the Plan

The following table presents the fair value of investments of the Plan that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Vanguard Retirement Savings Trust Fund #34	$ 938,637	$ 789,965
Vanguard Target Retirement 2020	458,375	377,477
Vanguard Target Retirement 2030	406,344	418,141
Vanguard Target Retirement 2050	330,128	251,537
AFS Europacific Growth R6	239,668	-
Vanguard Intermediate Term Bond Index	229,917	-
American Funds Small Cap World Fund R6 (2635)	211,599	-
Vanguard Target Retirement Income	209,849	178,829

Note 6 – Investment in Collective Investment Trust

The Plan has an investment in a collective investment trust with Vanguard Fiduciary Trust Company (VFTC). VFTC maintains the contributions in the Vanguard Retirement Savings Trust (VRST). The VRST invests solely in the VRST Master Trust (the Trust). The Trust is a collective investment fund for tax-qualified pension and profit-sharing plan assets; it is not a mutual fund. The Trust seeks to provide participants with an attractive rate of interest and safety of principal by investing in investment contracts issued by financial institutions and in contracts that are backed by high-quality bonds and bond mutual funds owned by VFTC on behalf of the Trust.

The investment choice has a portfolio investment rate design in which all deposits in the particular investment choice are credited with the same interest rate on a daily basis and with no set maturity. Contract charges may reduce this return. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the Trust, subject to a minimum return as stated in the contract. The VRST investment choice has no stated maturity. Interest rates are reset monthly as of the beginning of each month, during which a new interest rate is applied daily to the total outstanding balance of the investment.

Because the collective investment trust is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the collective investment trust. Contract value, as reported to the Plan by VFTC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawals or transfers of all or a portion of their investment at contract value to other investment choices within the Plan.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of participant, employer, or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

The repayment of principal and interest credited to participants holding the investment is a financial obligation of Alerus Financial, N.A. However, if an event should ever occur such that realization of full contract value for a particular investment contract is no longer probable, for example a significant decline in creditworthiness of the Trust, the VRST investment choice may no longer be considered fully benefit-responsive.

Note 6 – Investment in Collective Investment Trust (Continued)

Average yields:

	2012	2011
Based on actual earnings	2.37%	2.94%
Based on interest rate credited to participants	2.37%	2.94%

Note 7 – Transactions with Parties-in-Interest

Alerus Financial, N.A. is the Plan's third party administrator and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $17,429 for the year ended December 31, 2012.

Note 8 – Risks and Uncertainties

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

Note 9 – Reportable Transactions

There were no reportable transactions, non-exempt transactions with parties-in-interest, or any other prohibited transactions that would require supplemental presentation under the DOL regulations. There were two loans in default totaling $23,092 as of December 31, 2012; however, the participants with the loans were terminated during the year. Therefore, the loans were deemed distributions and included in total benefits paid to participants on the accompanying statement of changes in net assets available for benefits.

Note 10 – Tax Status

The Internal Revenue Service has determined and informed the Plan Sponsor of the prototype plan by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan was drafted as a Prototype Non-Standardized Profit Sharing Plan with Cash or Deferred Arrangement Plan (CODA). However, a determination letter from the Internal Revenue Service has not yet been requested by the Plan Sponsor to determine if the Plan as amended by complying with various HEART provisions was designed in accordance with applicable sections of the IRC.

Note 10 – Tax Status (Continued)

The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and ERISA and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL and Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
EIN# 20-4235852 PN# 001
Exhibit A – Form 5500, Schedule H, line 4i - Schedule of Assets Held for Investment Purposes at End of Year
Year Ended December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Units/Book Value	(d) Cost *	(e) Current Value
	Vanguard Target Retirement Income	Mutual Funds - Balanced 17,214.8476	n/a	$ 209,849
	Vanguard Target Retirement 2010	Mutual Funds - Balanced 4,786.705	n/a	115,503
	Vanguard Target Retirement 2020	Mutual Funds - Balanced 19,235.2223	n/a	458,375
	Vanguard Target Retirement 2050	Mutual Funds - Balanced 14,297.4505	n/a	330,128
	Vanguard Target Retirement 2040	Mutual Funds - Balanced 2,832.276	n/a	65,652
	Vanguard Target Retirement 2030	Mutual Funds - Balanced 17,379.9832	n/a	406,344
	Vanguard Intermediate Term Bond Index	Mutual Funds - Bonds 19,223.808	n/a	229,917
	Dimensional US Large Cap Value	Mutual Funds - Domestic Equity 3,179.6187	n/a	72,813
	AFS Fundamental INVS R6	Mutual Funds - Domestic Equity 935.829	n/a	38,163
	Goldman Sachs Mid Value Institutional	Mutual Funds - Domestic Equity 370.6715	n/a	14,564
	American Funds Growth Fund of America R6	Mutual Funds - Domestic Equity 3,896.492	n/a	133,806
	Janus Enterprise Fund CL I	Mutual Funds - Domestic Equity 892.651	n/a	59,281
	Vanguard Small Cap Value Index Admiral	Mutual Funds - Domestic Equity 923.688	n/a	28,819
	Vanguard Global Equity Portfolio Fund #129	Mutual Funds - Domestic Equity 5,431.7589	n/a	101,411
	Vanguard Small Cap Growth Index Admiral	Mutual Funds - Domestic Equity 464.243	n/a	14,531
	Vanguard Small Cap Index Signal #1345	Mutual Funds - Domestic Equity 1,282.114	n/a	44,771
	Vanguard Index Trust Mid-Cap Index Fund Signal Shares #1344	Mutual Funds - Domestic Equity 642.366	n/a	20,671
	Vanguard 500 Index Signal Shares #1340	Mutual Funds - Domestic Equity 1,054.382	n/a	114,422
	Blackrock Latin America I	Mutual Funds - International Equity 1.513	n/a	94
	AFS Europacific Growth R6	Mutual Funds - International Equity 5,820.019	n/a	239,668
	American Funds Small Cap World R6 (2635)	Mutual Funds - International Equity 5,308.562	n/a	211,599
	Vanguard Retirement Savings Trust Fund #34	Collective Funds - Fixed Income 938,637.23	n/a	938,637
	Total interest in registered investment companies			3,849,018
	Participant Notes Receivable	Various interest rates ranging from 4.25% to 7.50%		158,718
				$ 4,007,736

* Not required for participant-directed transactions under an individual account plan.

See accompanying independent auditors' report and notes to financial statements.

Regal Research and Mfg. Company
401(k) Profit Sharing Plan

Audited Financial Statements
and
Supplementary Data

December 31, 2012 and 2011

PriceKubecka®, PLLC

Certified Public Accountants

PriceKubecka

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
December 31, 2012 and 2011

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PriceKubecka
PK
PriceKubecka, PLLC
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Plano, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Regal Research and Mfg. Company 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

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Addison, TX 75001

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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, any auditing procedures with respect to the information summarized in Note 3, which was certified by Alerus Financial, N.A., the trustee and custodian of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee and custodian hold the plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee and custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and custodian, 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.



PriceKubecka, PLLC
Addison, Texas

July 1, 2013

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Cash and cash equivalents	$ 44,292	$ 37,314
Investments at Fair Value:		
Registered investment companies	2,910,381	2,482,340
Investment in collective investment trust	938,637	789,965
Total investments at fair value	3,849,018	3,272,305
Receivables:		
Notes receivable from participants	158,718	151,520
Total Assets	4,052,028	3,461,139
Liabilities		
Payables:		
Due to broker for securities purchased	44,292	37,309
Total Liabilities	44,292	37,309
Net Assets at Fair Value	4,007,736	3,423,830
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(13,141)	(13,429)
Net Assets Available for Benefits	$ 3,994,595	$ 3,410,401

See accompanying independent auditors' report and notes to financial statements.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to Net Assets:		
Contributions:		
Employer	$	69,282
Participants		302,592
Total Contributions		371,874
Investment Income (Loss):		
Interest on notes receivable from participants		5,852
Net depreciation in fair value of investments, including interest and dividend income		389,534
Total Investment Income (Loss)		395,386
Total Additions		767,260
Deductions from Net Assets:		
Benefits paid to participants		165,637
Administrative expenses		17,429
Total Deductions		183,066
Increase (Decrease) in Net Assets		584,194
Net Assets Available for Benefits - Beginning of Year		3,410,401
Net Assets Available for Benefits - End of Year	$	3,994,595

See accompanying independent auditors' report and notes to financial statements.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 – Description of Plan

The following description of Regal Research and Mfg. Company 401(k) Profit Sharing Plan (the Plan) provides only general information. The Plan is sponsored by Regal Research and Mfg. Co. (the Company and the Plan Sponsor). Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, effective July 1, 1993, covering all employees of the Company who are not union employees whose employment is governed by a collective bargaining agreement under which retirement benefits are the subject of good faith bargaining or certain nonresident aliens who have no earned income from sources within the United States. Employees are eligible to participate on the first day of the month after they have completed one year of service (1,000 hours) and have attained age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974, as well as certain provisions of the federal income tax laws.

On October 1, 2010, the Company amended the Plan to comply with various provisions of the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART). The amendment provisions related to the clarification of the use of differential wages, continuation of benefit accruals in the event of a participant's death while performing military service, distributions to a participant while performing military service, and other miscellaneous provisions

Contributions

Participants may elect to reduce their compensation by a specific percentage or dollar amount and have that amount contributed to the Plan as an elective deferral up to the maximum allowed by law. Participants may choose from two types of elective deferral: pre-tax deferrals and Roth deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan.

At the discretion of the Plan Administrator, participants may be permitted to deposit or "rollover" into the Plan distributions they have received from other plans and certain IRAs. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions to the maximum limit allowed by law.

The Company may make a discretionary matching contribution equal to a uniform percentage or dollar amount of the participant's elective deferrals each payroll period. Participants must complete one year of service (1,000 hours) to be eligible to receive matching contributions. For the year ended December 31, 2012, the Company made matching contributions of $69,282.

Note 1 – Description of Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, allocation of the Company's contribution, and Plan earnings or losses and charged with an allocation of administrative expenses. Allocations may be charged based on either the size of the participant's account balance or equally to each participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their elective deferrals including Roth 401(k) deferrals and catch-up contributions, rollover contributions from other plans, and actual earnings thereon. The method for crediting vesting service for Company matching contributions is based on vesting periods of service. Participants are credited with a period of service for each twelve-month period from their hire date until their termination date. A participant is always 100% vested in their Company matching contributions if they are employed on or after their Normal Retirement Age or if they terminate employment on account of their death or disability. Participants are vested in Company matching contributions based on the following schedule:

Periods of Service	Percentage Vested
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeited Accounts

At December 31, 2012 and 2011, no accounts were forfeited. At any time when accounts are forfeited, these accounts will first be used to pay any administrative expenses and then used to reduce any matching contribution.

Notes Receivable from Participants

Participants who are active employees may borrow against their vested account balances a minimum of $1,000 up to a maximum amount equal to the lesser of 50% of their vested account balance or $50,000. The loans in the form of promissory notes, are secured by the balances in the participant's account, and bear interest at reasonable rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. A participant may have two loans outstanding at any one time. Principal and interest on notes receivable from participants are repaid through payroll deductions and generally repaid within five years.

Note 1 – Description of Plan (Continued)

Benefits Paid to Participants

Participants are entitled to receive an in-service distribution as either a lump-sum equal to the value of the participant's vested interest in their account balance or a payment in the form of a joint account and survivor annuity commencing upon the participant's attainment of the Normal Retirement Age; however, this distribution is not in addition to the participant's other benefits and will therefore reduce the value of the benefits received at retirement.

Participants may elect to receive a distribution from certain accounts prior to termination of employment provided they have attained the age of 59 ½, incurred a financial hardship, or incurred a disability. In the event of death before retirement while working for the Company, the participant's account balance is paid to the selected beneficiary.

Benefits paid to participants are recorded when paid. The Plan requires a distribution in the form of a single lump-sum cash payment for any distribution of an account balance that does not exceed and has never exceeded $5,000.

Plan Expenses

It is the philosophy of the Company to absorb and pay most plan administration expenses such as audit fees and other administrative functions so as not to decrease plan assets. Any fee or expense paid, directly or indirectly, by the Company is not considered a contribution to the Plan provided the fee or the expense relates to the ordinary and necessary administration of the Plan. During the years ended December 31, 2012 and 2011, the Company paid plan administrative expenses of approximately $8,000 and $8,000, respectively.

In addition, during the year ended December 31, 2012, the Plan incurred approximately $17,429 of asset sales charges directly with its third party administrator. These charges are reflected in the accompanying statement of changes in net assets available for benefits.

Termination of the Plan

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, no further contributions will be made to the Plan and all amounts credited to the participant's account will become 100% vested. The Company will direct the distribution of the participant's account in a manner permitted by the Plan as soon as practicable.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Note 2 – Summary of Significant Accounting Policies (Continued)

Use of Estimates

Preparing the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain reclassifications have been made to the 2011 financial statement presentation to correspond to the current year's format. Total net assets available for benefits are unchanged due to these reclassifications.

Investment Valuation and Income Recognition

The Plan's investments in mutual funds and investment in a collective investment trust are stated at fair value (Note 4), representing the net assets of shares or units held by the Plan at December 31, 2012 and 2011. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis with dividends being recorded on the ex-dividend date. Net appreciation includes the gains and losses on its investments bought and sold as well as those 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. The Plan recognizes interest income from the notes receivable as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All administrative expenses of maintaining the Plan are paid by the Company.

Subsequent Events

Subsequent events were evaluated through July 1, 2013, which is the date the financial statements were available to be issued.

Note 3 – Information Certified by Trustee

The plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator limited auditing procedures with respect to the investments certified by the trustee, which included total investments as of December 31, 2012 and 2011, and the total investment income for the year ended December 31, 2012, and all information included in the supplemental schedule Form 5500, Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at End of Year.

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Fair value accounting guidance requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

There are three general valuation techniques that may be used to measure fair value, as described below:

A) Market approach – Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach – Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

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Note 4 – Fair Value Measurement (Continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

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Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end and are classified within Level 1 of the hierarchy.

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This investment is comprised of a benefit-responsive collective investment trust. The reported value for the collective investment trust is reported daily based on the valuation formula disclosed by the trust, as calculated by the trustee of the trust. The general financial condition of the trust is evaluated as a component of validating whether the calculated contract value of the trust is an accurate value. All of these inputs are generally considered obtainable/observable through the review of existing contracts and readily available financial information. The price/unit value for the trust is calculated daily by the trustee of the trust according to the formula described by the trust.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. As such, the investment in collective investment trust is classified within Level 2 of the hierarchy.

Below are the Plan’s financial instruments carried at fair value on a recurring basis by the FASB ASC 820-10 fair value hierarchy levels:

Note 4 – Fair Value Measurement (Continued)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Quoted Prices for Similar Assets in Active Markets (Level 2)
December 31, 2012		
Registered investment companies	$ 2,910,381	$ -
Investment in collective investment trust	-	938,637
Total	$ 2,910,381	$ 938,637
December 31, 2011		
Registered investment companies	$ 2,482,340	$ -
Investment in collective investment trust	-	789,965
Total	$ 2,482,340	$ 789,965

Gains and losses, realized and unrealized, for the year ended December 31, 2012 are reported under net appreciation (depreciation) in fair value of investments on the accompanying statement of changes in net assets available for benefits.

Note 5 – Investments Held by the Plan

The following table presents the fair value of investments of the Plan that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Vanguard Retirement Savings Trust Fund #34	$ 938,637	$ 789,965
Vanguard Target Retirement 2020	458,375	377,477
Vanguard Target Retirement 2030	406,344	418,141
Vanguard Target Retirement 2050	330,128	251,537
AFS Europacific Growth R6	239,668	-
Vanguard Intermediate Term Bond Index	229,917	-
American Funds Small Cap World Fund R6 (2635)	211,599	-
Vanguard Target Retirement Income	209,849	178,829

Note 6 – Investment in Collective Investment Trust

The Plan has an investment in a collective investment trust with Vanguard Fiduciary Trust Company (VFTC). VFTC maintains the contributions in the Vanguard Retirement Savings Trust (VRST). The VRST invests solely in the VRST Master Trust (the Trust). The Trust is a collective investment fund for tax-qualified pension and profit-sharing plan assets; it is not a mutual fund. The Trust seeks to provide participants with an attractive rate of interest and safety of principal by investing in investment contracts issued by financial institutions and in contracts that are backed by high-quality bonds and bond mutual funds owned by VFTC on behalf of the Trust.

The investment choice has a portfolio investment rate design in which all deposits in the particular investment choice are credited with the same interest rate on a daily basis and with no set maturity. Contract charges may reduce this return. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the Trust, subject to a minimum return as stated in the contract. The VRST investment choice has no stated maturity. Interest rates are reset monthly as of the beginning of each month, during which a new interest rate is applied daily to the total outstanding balance of the investment.

Because the collective investment trust is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the collective investment trust. Contract value, as reported to the Plan by VFTC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawals or transfers of all or a portion of their investment at contract value to other investment choices within the Plan.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of participant, employer, or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

The repayment of principal and interest credited to participants holding the investment is a financial obligation of Alerus Financial, N.A. However, if an event should ever occur such that realization of full contract value for a particular investment contract is no longer probable, for example a significant decline in creditworthiness of the Trust, the VRST investment choice may no longer be considered fully benefit-responsive.

Note 6 – Investment in Collective Investment Trust (Continued)

Average yields:

	2012	2011
Based on actual earnings	2.37%	2.94%
Based on interest rate credited to participants	2.37%	2.94%

Note 7 – Transactions with Parties-in-Interest

Alerus Financial, N.A. is the Plan's third party administrator and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $17,429 for the year ended December 31, 2012.

Note 8 – Risks and Uncertainties

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

Note 9 – Reportable Transactions

There were no reportable transactions, non-exempt transactions with parties-in-interest, or any other prohibited transactions that would require supplemental presentation under the DOL regulations. There were two loans in default totaling $23,092 as of December 31, 2012; however, the participants with the loans were terminated during the year. Therefore, the loans were deemed distributions and included in total benefits paid to participants on the accompanying statement of changes in net assets available for benefits.

Note 10 – Tax Status

The Internal Revenue Service has determined and informed the Plan Sponsor of the prototype plan by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan was drafted as a Prototype Non-Standardized Profit Sharing Plan with Cash or Deferred Arrangement Plan (CODA). However, a determination letter from the Internal Revenue Service has not yet been requested by the Plan Sponsor to determine if the Plan as amended by complying with various HEART provisions was designed in accordance with applicable sections of the IRC.

Note 10 – Tax Status (Continued)

The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and ERISA and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL and Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Regal Research and Mfg. Company 401(k) Profit Sharing Plan
EIN# 20-4235852 PN# 001
Exhibit A – Form 5500, Schedule H, line 4i - Schedule of Assets Held for Investment Purposes at End of Year
Year Ended December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Units/Book Value	(d) Cost *	(e) Current Value
	Vanguard Target Retirement Income	Mutual Funds - Balanced 17,214.8476	n/a	$ 209,849
	Vanguard Target Retirement 2010	Mutual Funds - Balanced 4,786.705	n/a	115,503
	Vanguard Target Retirement 2020	Mutual Funds - Balanced 19,235.2223	n/a	458,375
	Vanguard Target Retirement 2050	Mutual Funds - Balanced 14,297.4505	n/a	330,128
	Vanguard Target Retirement 2040	Mutual Funds - Balanced 2,832.276	n/a	65,652
	Vanguard Target Retirement 2030	Mutual Funds - Balanced 17,379.9832	n/a	406,344
	Vanguard Intermediate Term Bond Index	Mutual Funds - Bonds 19,223.808	n/a	229,917
	Dimensional US Large Cap Value	Mutual Funds - Domestic Equity 3,179.6187	n/a	72,813
	AFS Fundamental INVS R6	Mutual Funds - Domestic Equity 935.829	n/a	38,163
	Goldman Sachs Mid Value Institutional	Mutual Funds - Domestic Equity 370.6715	n/a	14,564
	American Funds Growth Fund of America R6	Mutual Funds - Domestic Equity 3,896.492	n/a	133,806
	Janus Enterprise Fund CL I	Mutual Funds - Domestic Equity 892.651	n/a	59,281
	Vanguard Small Cap Value Index Admiral	Mutual Funds - Domestic Equity 923.688	n/a	28,819
	Vanguard Global Equity Portfolio Fund #129	Mutual Funds - Domestic Equity 5,431.7589	n/a	101,411
	Vanguard Small Cap Growth Index Admiral	Mutual Funds - Domestic Equity 464.243	n/a	14,531
	Vanguard Small Cap Index Signal #1345	Mutual Funds - Domestic Equity 1,282.114	n/a	44,771
	Vanguard Index Trust Mid-Cap Index Fund Signal Shares #1344	Mutual Funds - Domestic Equity 642.366	n/a	20,671
	Vanguard 500 Index Signal Shares #1340	Mutual Funds - Domestic Equity 1,054.382	n/a	114,422
	Blackrock Latin America I	Mutual Funds - International Equity 1.513	n/a	94
	AFS Europacific Growth R6	Mutual Funds - International Equity 5,820.019	n/a	239,668
	American Funds Small Cap World R6 (2635)	Mutual Funds - International Equity 5,308.562	n/a	211,599
	Vanguard Retirement Savings Trust Fund #34	Collective Funds - Fixed Income 938,637.23	n/a	938,637
	Total interest in registered investment companies			3,849,018
	Participant Notes Receivable	Various interest rates ranging from 4.25% to 7.50%		158,718
				$ 4,007,736

* Not required for participant-directed transactions under an individual account plan.

See accompanying independent auditors' report and notes to financial statements.