

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1997</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1997</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COATING EXCELLENCE INTERNATIONAL, LLC</u> <u>975 BROADWAY</u> <u>WRIGHTSTOWN, WI 54180</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>39-1869149</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>920-996-1902</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>39-1869149</u>	2c Sponsor's telephone number <u>920-996-1902</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>39-1869149</u>					
2c Sponsor's telephone number <u>920-996-1902</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	07/25/2013 Date	SHARON MILLER 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 ☒ 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		5 514
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	456
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	53
d Subtotal. Add lines 6a , 6b , and 6c	6d	509
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	509
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	412
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	21
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 2S 2T		
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) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COATING EXCELLENCE INTERNATIONAL, LLC</u>	D Employer Identification Number (EIN) <u>39-1869149</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MARSHALL & ILSLEY TRUST COMPANY, NA

39-1186267

(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 19 21 25 36 37 50 57 59 62 63 64	NONE	4416	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

0

36-2085229

(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 19 21 25 36 37 50 57 59 62 63 64	NONE	2355	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name: SCHENCK SC	b EIN: 39-1173131
c Position: AUDITOR	
d Address: 200 E. WASHINGTON STREET APPLETON, WI 54912	e Telephone: 920-996-1135

Explanation: THE CHANGE IN ACCOUNTANT IS A RESULT OF NORMAL ONGOING EVALUATION OF ALL SERVICE PROVIDERS TO THE PLAN

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>COATING EXCELLENCE INTERNATIONAL, LLC</u>	D Employer Identification Number (EIN) <u>39-1869149</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BMO AGGRESSIVE BALANCED PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>BMO HARRIS BANK, NA</u>		
c EIN-PN <u>39-1795675-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1006902</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BMO DIVERSIFIED STOCK PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>BMO HARRIS BANK, NA</u>		
c EIN-PN <u>39-1795676-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>629237</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BMO GROWTH BALANCED PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>BMO HARRIS BANK, NA</u>		
c EIN-PN <u>39-1795674-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1810456</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BMO MODERATE BALANCED PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>BMO HARRIS BANK, NA</u>		
c EIN-PN <u>39-1795673-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>722268</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BMO EB STABLE PRINCIPAL FUND</u>		
b Name of sponsor of entity listed in (a): <u>BMO HARRIS BANK, NA</u>		
c EIN-PN <u>39-6490536-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2103956</u>
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
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COATING EXCELLENCE INTERNATIONAL, LLC</u>	D Employer Identification Number (EIN) <u>39-1869149</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	75	
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	6685	5818
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)	728955	706969
	(9) Value of interest in common/collective trusts.....	1c(9)	4961610	6272819
	(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)	12941882	15388981
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18639207	22374587

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		4991
i Acquisition indebtedness	1i		
j Other liabilities	1j		3275
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	8266

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18639207	22366321
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	427217	
(B) Participants	2a(1)(B)	1714839	
(C) Others (including rollovers)	2a(1)(C)	111193	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2253249
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)	25482	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		25482
(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)	200014	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		200014
(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)		506462
(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)		1842621
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4827828

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1075666	
(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)		1075666
f Corrective distributions (see instructions)	2f		18277
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)	6771	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6771
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1100714

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3727114
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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:

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.).....

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.).....

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

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

A Name of plan <u>COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COATING EXCELLENCE INTERNATIONAL, LLC</u>	D Employer Identification Number (EIN) <u>39-1869149</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>39-6436442</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

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): _____

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Coating Excellence International Retirement Savings Plan
Wrightstown, Wisconsin

Grant Thornton LLP
2501 E. Enterprise Ave, Suite 300
P.O. Box 1097
Appleton, WI 54912-1097

T 920.968.6700
F 920.968.6719
www.GrantThornton.com

Report on the financial statements

We were engaged to audit the accompanying financial statements of Coating Excellence International Retirement Savings Plan (the “Plan”), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Basis for disclaimer of opinion on the 2012 financial statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in note 7, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Supplementary information

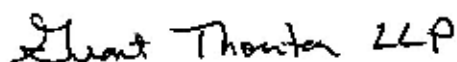
The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Other matter - 2011 financial statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated June 8, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the certified information described in note 7, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Appleton, Wisconsin
July 2, 2013

**COATING EXCELLENCE
INTERNATIONAL RETIREMENT
SAVINGS PLAN**

FINANCIAL STATEMENTS

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
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Wrightstown, Wisconsin

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Report on the financial statements

We were engaged to audit the accompanying financial statements of Coating Excellence International Retirement Savings Plan (the “Plan”), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Basis for disclaimer of opinion on the 2012 financial statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in note 7, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Supplementary information

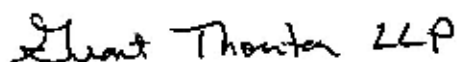
The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Other matter - 2011 financial statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated June 8, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the certified information described in note 7, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Appleton, Wisconsin
July 2, 2013

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2012	2011
<u>Assets</u>		
Investments, at fair value:		
Common trust funds	\$ 6,335,938	\$ 4,995,550
Mutual funds	15,388,981	12,941,882
	<u>21,724,919</u>	<u>17,937,432</u>
Total investments	21,724,919	17,937,432
Receivables:		
Interest income	5,818	6,685
Notes receivable from participants	706,969	728,955
	<u>712,787</u>	<u>735,640</u>
Total receivables	712,787	735,640
Cash	-	75
	<u>-</u>	<u>75</u>
Total assets	<u>22,437,706</u>	<u>18,673,147</u>
<u>Liabilities</u>		
Payable - corrective distribution	4,991	-
Other liabilities	3,275	-
	<u>8,266</u>	<u>-</u>
Total Liabilities	8,266	-
Net assets available for benefits at fair value	22,429,440	18,673,147
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(63,119)	(33,940)
	<u>(63,119)</u>	<u>(33,940)</u>
Net assets available for benefits	<u>\$ 22,366,321</u>	<u>\$ 18,639,207</u>

See notes to financial statements.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Additions to net assets attributed to</u>		
Investment income/(loss):		
Net appreciation/(depreciation) in fair value of investments	\$ 2,349,083	\$ (578,786)
Interest and dividends	<u>225,496</u>	<u>226,320</u>
Total investment income/(loss)	2,574,579	(352,466)
Contributions:		
Participant	1,714,839	1,746,955
Company	427,217	431,522
Rollover	<u>111,193</u>	<u>2,606</u>
Total contributions	<u>2,253,249</u>	<u>2,181,083</u>
Total additions	4,827,828	1,828,617
<u>Deductions from net assets attributed to</u>		
Benefits paid to participants	1,093,943	1,033,547
Administrative expenses	<u>6,771</u>	<u>5,999</u>
Total deductions	<u>1,100,714</u>	<u>1,039,546</u>
Net additions	3,727,114	789,071
<u>Net assets available for benefits</u>		
Beginning of year	<u>18,639,207</u>	<u>17,850,136</u>
End of year	<u><u>\$ 22,366,321</u></u>	<u><u>\$ 18,639,207</u></u>

See notes to financial statements.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

Note 1 - Description of plan

The Coating Excellence International Retirement Savings Plan (the "Plan") is a defined contribution plan, which covers substantially all employees of Coating Excellence International, LLC (the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan document for more complete description of the Plan's provisions.

A. General

The Plan is administered by the Company. BMO Retirement Services, a division of BMO Harris Bank N.A. ("BMO"), is the trustee, custodian and recordkeeper of the Plan for the period beginning September 1, 2012 through December 31, 2012. Prior to September 1, 2012, Marshall & Ilsley Trust Company N.A., a division of Marshall & Ilsley Corporation, was the trustee, custodian and recordkeeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

B. Eligibility

An employee becomes eligible to participate in the Plan on the first of the month following the completion of six months of service, provided the employee is at least twenty-one years of age.

C. Participant accounts

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

D. Participant contributions

Participants may contribute to the Plan up to 92% of their eligible wages as defined in the Plan document up to Internal Revenue Service ("IRS") limitations. In addition, participants achieving age 50 or greater during the plan year may also contribute an additional catch-up contribution as defined in the Plan document up to IRS limitations. Upon eligibility, the Company will automatically defer 6% of the employee's compensation unless otherwise directed by the employee prior to becoming eligible to participate in the Plan. The automatic deferral applies to all eligible employees and is new for the 2013 Plan year.

E. Employer contributions

The Company may contribute discretionary matching contributions. The Company matches participant contributions at 30%, up to the first 8% of eligible compensation. Additionally, a discretionary contribution, above and beyond the Company match, may be contributed by the Company to the Plan at the option of the Company. The Company contributed \$427,217 and \$431,522 for the plan years ended December 31, 2012 and 2011, respectively.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED DECEMBER 31, 2012 AND 2011

Note 1 - Description of plan - continued

F. Transfers from qualified plans (rollovers)

At the discretion of the Plan Administrator, participants may be permitted to deposit distributions received from other qualified plans into the Plan. Such a deposit is referred to as a "rollover." Participants are always 100% vested in their "rollover" account.

G. Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants become 40% vested after completing two years of service and are additionally vested at 20% for each year of additional service up to five years of service, at which time participants are fully vested. However, upon the participant's death, disability, or attainment of normal retirement age, all amounts are immediately vested.

H. Benefits

Payment of benefits is to be made upon death, disability, hardship, normal retirement or termination of employment based on the value of the participant's vested account balance. Distributions of vested account balances can be made under a number of optional methods, including lump sum distributions, installment payments or direct rollovers to other qualifying accounts.

I. Forfeited accounts

Forfeitures may be reallocated as additional employer contributions or as additional matching contributions in the plan year in which the forfeiture occurs. Forfeitures cannot be used to pay plan expenses. At December 31, 2012 and 2011, forfeited nonvested accounts reallocated totaled \$11,090 and \$15,552, respectively.

J. Notes receivable from participants

Participants may borrow from their account balances a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range up to five years; however, a longer payment period may be permitted if the loan is for the purchase of a primary residence. Participant loans are secured by the balance in the participant's account and bear interest at rates ranging from 3.25% to 6.00% as of December 31, 2012 and 2011 which are commensurate with local prevailing rates at the time of the loan as determined by BMO. Principal and interest are paid ratably through bi-weekly payroll deductions for hourly employees and bi-monthly payroll deductions for salaried employees.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 2 - Summary of significant accounting policies

A. Basis of accounting

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

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

B. Investments

The Plan's investments are stated at fair value. The Plan's investments in registered investment company mutual funds are valued at fair value as determined by references to quoted market prices.

The BMO Stable Principal Fund is stated at fair value determined by the issuer of the collective trust based on the fair market value of the underlying investments. The underlying investments in the BMO Stable Principal Fund are stated at fair value and are adjusted by the issuer to contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the BMO Stable Principal Fund at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals and administrative expenses.

The BMO Stable Principal Fund invests primarily in traditional and synthetic guaranteed investment contracts.

Interest is accrued as earned and dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis. See Note 4 for further discussion on fair value measurements.

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

C. Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 2 - Summary of significant accounting policies – continued

D. Payment of benefits

Benefit payments to participants are recorded upon distribution.

E. Notes receivable from participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as benefits paid to participants based on the terms of the Plan document.

F. Risks and uncertainties

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

G. Administrative expenses

The Plan pays certain administrative expenses, which are expensed as incurred. Substantially all administrative expenses are paid by the Company.

H. New accounting pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04 amending Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures* to achieve common fair value measurement and disclosure requirements in U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards. This was effective for the Plan beginning January 1, 2012. The adoption did not materially affect the Plan's financial statements.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 3 - Investments

All investments are participant-directed. The value of individual investment assets that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Investments at Fair Value:		
Mutual funds:		
MFS Value Fund	\$ 2,217,928	\$ 1,815,387
Dodge & Cox International Stock Fund	2,011,492	1,665,511
T Rowe Price Growth Stock Fd Advisor	1,742,978	1,395,704
BMO Mid Cap Growth Fund *	1,666,848	1,354,627
Vanguard 500 Index Fund	1,664,044	1,357,477
Baron Growth Fund	1,534,691	1,354,129
Wells Fargo Small Cap Value Fund	1,366,233	1,253,573
PIMCO Total Return Fund	1,302,060	1,072,356
Common trust funds:		
BMO Growth Balanced Portfolio *	\$ 1,810,456	\$ 1,455,941
Investment at contract value:		
Common trust funds:		
BMO Stable Principal Fund *	\$ 2,167,075	\$ 1,730,956
Fair market value adjustment	<u>(63,119)</u>	<u>(33,940)</u>
	\$ 2,103,956	\$ 1,697,016

* Represents a party-in-interest

During the year ended December 31, 2012 and 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated/(depreciated) in fair value as follows:

	<u>2012</u>	<u>2011</u>
Common trust funds	\$ 506,462	\$ (44,470)
Mutual funds	<u>1,842,621</u>	<u>(534,316)</u>
	<u>\$ 2,349,083</u>	<u>\$ (578,786)</u>

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED DECEMBER 31, 2012 AND 2011

Note 4 - Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* clarifies the definition of fair value, establishes a framework for measuring fair value and expands the disclosures on fair value measurements in financial statements.

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The fair value hierarchy specified by ASC 820 is as follows:

- Level 1 - Quoted prices in active markets for identical assets and liabilities
- Level 2 - Quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *Mutual Funds*: Valued at the net asset value of shares held by the Plan at year-end as determined by quoted market prices.
- *Common and Collective Fund*: Valued at the net asset value of units held by the Plan at year end, provided by the administrator of the fund as a practical expedient. The net asset value is based on the value of the underlying assets of the fund, minus its liabilities, and then divided by the number of units outstanding. The net asset value units price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

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 the other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2012 and 2011.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 4 - Fair value measurements - continued

Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Total
Mutual funds:			
Large cap equity funds	\$ 6,561,111	\$ -	\$ 6,561,111
Small cap equity funds	2,900,924	-	2,900,924
Mid cap equity funds	2,611,768	-	2,611,768
International equity funds	2,013,119	-	2,013,119
Fixed income funds	1,302,059	-	1,302,059
Common trust funds:			
Stable principal	-	2,167,075	2,167,075
Growth balanced	-	1,810,456	1,810,456
Aggressive balanced	-	1,006,902	1,006,902
Moderate balanced	-	722,268	722,268
Diversified stock	-	629,237	629,237
Total	<u>\$ 15,388,981</u>	<u>\$ 6,335,938</u>	<u>\$ 21,724,919</u>

Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Total
Mutual funds:			
Large cap equity funds	\$ 3,211,091	\$ -	\$ 3,211,091
Small cap equity funds	2,607,702	-	2,607,702
Mid cap equity funds	2,195,775	-	2,195,775
International equity funds	1,665,511	-	1,665,511
S&P 500 index funds	1,357,477	-	1,357,477
Fixed income funds	1,072,356	-	1,072,356
Multi-cap growth funds	831,970	-	831,970
Common trust funds:			
Stable principal	-	1,730,956	1,730,956
Growth balanced	-	1,455,941	1,455,941
Aggressive balanced	-	776,983	776,983
Moderate balanced	-	544,102	544,102
Diversified stock	-	487,568	487,568
Total	<u>\$ 12,941,882</u>	<u>\$ 4,995,550</u>	<u>\$ 17,937,432</u>

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 4 - Fair value measurements - continued

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value ("NAV") per share (or its equivalent) as of December 31:

2012				
Investment type	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period
Common Trust - Stable Principal	\$ 2,167,075	n/a	Daily	Daily
Common Trust - Growth Balanced	1,810,456	n/a	Daily	Daily
Common Trust - Aggressive Balanced	1,006,902	n/a	Daily	Daily
Common Trust - Moderate Balanced	722,268	n/a	Daily	Daily
Common Trust - Diversified Stock	629,237	n/a	Daily	Daily
2011				
Investment type	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period
Common Trust - Stable Principal	\$ 1,730,956	n/a	Daily	Daily
Common Trust - Growth Balanced	1,455,941	n/a	Daily	Daily
Common Trust - Aggressive Balanced	776,983	n/a	Daily	Daily
Common Trust - Moderate Balanced	544,102	n/a	Daily	Daily
Common Trust - Diversified Stock	487,568	n/a	Daily	Daily

The collective trust funds' objective is to maintain principal value, protect against market price volatility, obtain consistent income return and provide liquidity for benefit payments and withdrawals. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

Note 5 - Transactions with related parties and parties-in-interest

Substantially all administrative expenses relating to the Plan are paid by the Company.

Certain Plan investments are shares of common trust funds and a mutual fund managed by an affiliated company of BMO Retirement Services. BMO Retirement Services is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid by the Plan to the trustee amounted to \$6,771 and \$5,999 for the year ended December 31, 2012 and 2011, respectively.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED DECEMBER 31, 2012 AND 2011

Note 6 - Tax status

The Plan obtained its latest tax determination letter on March 11, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize an income tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or state taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 7 - Plan financial information certified by trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan trustee has certified that the following data included in the financial statements is complete and accurate:

1. Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
2. Investment income (loss) and interest income on notes receivable from participants, as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011;
3. Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2012.

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

Note 8 - Plan Termination

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan at any time, subject to the provision of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED
DECEMBER 31, 2012 AND 2011

Note 9 - Subsequent Events

On May 2, 2013, the Company amended the Plan to modify the minimum service requirement to participate in the Plan from six months to sixty days and to include bonuses in the definition of Plan Compensation. The amendments are effective July 1, 2013. The Company also amended the Plan to modify the period for determining Matching Contributions. Effective January 1, 2013, the Matching Contribution formula will apply to all salary deferrals made during the Plan year.

The Company has further evaluated events and transactions for potential recognition or disclosure in the financial statements through July 2, 2013, the date on which the financial statements were available to be issued.

COATING EXCELLENCE INTERNATIONAL RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

December 31, 2012

EIN: 39-1869149

Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments (No. of Shares)	(e) Current Value
Common trust funds:			
*	BMO Stable Principal Fund	2,103,956	\$ 2,167,075
*	BMO Growth Balanced Portfolio	50,909	1,810,456
*	BMO Aggressive Balanced Portfolio	27,325	1,006,902
*	BMO Moderate Balanced Portfolio	21,374	722,268
*	BMO Diversified Stock Portfolio	16,477	629,237
			6,335,938
Mutual funds:			
	MFS Value Fund	87,492	2,217,928
	Dodge & Cox International Stock Fund	58,068	2,011,492
	T Rowe Price Growth Stock Fd Advisor	46,616	1,742,978
*	BMO Mid Cap Growth Fund	81,869	1,666,848
	Vanguard 500 Index Fund	15,334	1,664,044
	Baron Growth Fund	28,600	1,534,691
	Wells Fargo Small Cap Value Fund	42,298	1,366,233
	PIMCO Total Return Fund	115,842	1,302,060
	Artisan Mid Cap Value Fund	45,451	944,920
	Lord Abbett Fundamental Equity Fund	70,921	936,161
	T Rowe Price Emerging Markets Stock	48	1,626
			15,388,981
*	Participant loans, interest rate: 3.25% - 6.00%		706,969
			\$ 22,431,888

* Represents a party-in-interest to the Plan

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

SPONSOR: COATING EXCELLENCE INTERNATIONAL, LLC.

EIN: 39-1869149

PLAN NUMBER: 001

NAME: COATING EXCELLENCE
INTERNATIONAL RETIREMENT SAVINGS PLAN

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
ARTISAN	MID CAP VALUE FUND INV	**	944,920
BARON	GROWTH FD	**	1,534,691
* BMO	AGGRESSIVE BALANCED PORTFOLIO	**	1,006,902
* BMO	DIVERSIFIED STOCK PORTFOLIO	**	629,237
* BMO	GROWTH BALANCED PORTFOLIO	**	1,810,456
* BMO	MODERATE BALANCED PORTFOLIO	**	722,268
* BMO	STABLE PRINCIPAL FUND	**	2,103,956
* BMO	MID CAP GROWTH FD CL Y	**	1,666,848
DODGE & COX	INTERNATIONAL STOCK FD	**	2,011,492
LORD ABBETT	FUNDAMENTAL EQUITY FD CL I	**	936,161
MFS	VALUE FUND CL R4	**	2,217,928
PARTICIPANT LOANS	INTEREST RATES - 3.25%-6.00%	**	706,969
PIMCO	FDS TOTAL RETURN FD	**	1,302,060
T ROWE PRICE	EMERGING MARKETS STOCK FUND	**	1,626
T ROWE PRICE	GROWTH STOCK FD ADVISOR	**	1,742,978
VANGUARD	500 INDEX FUND SIGN	**	1,664,044
WELLS FARGO	ADVANTAGE SMALL CAP VALUE FD - INSTIT	**	1,366,233

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed accounts