# 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
ENCORE ELECTRIC, INC. 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 06/01/2003

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

ENCORE ELECTRIC, INC.

2107 W COLLEGE AVE
ENGLEWOOD, CO 80110-1107

**2b** Employer Identification Number (EIN)
47-0903643

**2c** Sponsor's telephone number
303-934-1234

**2d** Business code (see instructions)
238210

**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. | 07/29/2013 | GREGORY AST |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 07/29/2013 | GREGORY AST |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 378 |
| **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** | 442 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 34 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 476 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 476 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 356 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 20 |
| **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:
2A 2E 2F 2G 2J 2K 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)** | [X] | 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)** | [X] | 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)** | [X] | 1 | **A** (Insurance Information) |
| **(4)** | [X] | | **C** (Service Provider Information) |
| **(5)** | [X] | | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
ENCORE ELECTRIC, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ENCORE ELECTRIC, INC.

**D** Employer Identification Number (EIN)
47-0903643

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 42-0127290 | 61271 | 610650 | 476 | 01/01/2012 | 12/31/2012 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 18575 | 7205 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

LOCKTON FINANCIAL ADVISORS LLC
C/O UMB BANK
PO BOX 878188
KANSAS CITY, MO 64187-8188

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 12663 | 5982 | REFERRAL/SERVICE FEE AND PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

LOCKTON FINANCIAL ADVISORS LLC
DEPT 999225
PO BOX 219153
KANSAS CITY, MO 64121-9153

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 5912 | 1223 | REFERRAL/SERVICE FEE | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 200903 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 9617994 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ FLEXIBLE INVESTMENT ANNUITY

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 194170 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 18987 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 3740 | | |
| | (4) Transferred from separate account | 7c(4) | 3419 | | |
| | (5) Other (specify below) | 7c(5) | 1372 | | |
| | ▶ LOAN PAYMENT | | | | |
| | (6) Total additions | | | 7c(6) | 27518 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 221688 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 17369 | | |
| | (2) Administration charge made by carrier | 7e(2) | 426 | | |
| | (3) Transferred to separate account | 7e(3) | 1000 | | |
| | (4) Other (specify below) | 7e(4) | 1385 | | |
| | ▶ LOAN WITHDRAWAL | | | | |
| | (5) Total deductions | | | 7e(5) | 20180 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 201508 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
ENCORE ELECTRIC, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ENCORE ELECTRIC, INC.

**D** Employer Identification Number (EIN)
47-0903643

## 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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

**(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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

| (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? |
|---|---|---|---|---|---|---|
| 13 37 50 64 | CONTRACT ADMINISTRATOR | 21001 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

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

**(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
ENCORE ELECTRIC, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
ENCORE ELECTRIC, INC.

**D** Employer Identification Number (EIN)
47-0903643

**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: PRIN MONEY MARKET SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-024 | P | 1098087 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL SMALLCAP SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-014 | P | 315018 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-021 | P | 452013 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-027 | P | 464954 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-005 | P | 983072 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-015 | P | 507175 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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) |
|---|---|---|
| 42-0127290-016 | P | 429906 |

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-043 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 390343 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL I SEPARATE ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-048 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 555404 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-028 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 416110 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-023 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 426704 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-066 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 770953 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-075 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 5724 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-076 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 74358 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-077 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 446622 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-078 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 459161 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R6 | | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | | |
| **c** EIN-PN 42-0127290-079 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 516804 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-080 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32534 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINTS BAL STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-082 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINTS CON STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-083 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LFPT EQ GROWTH STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-084 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-095 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94148 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-110 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 585 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-111 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 190168 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-112 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 160240 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-113 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 353726 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2055 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-114 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 142611 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-115 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 298871 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL DIV REAL ASSET SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-123 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32701 |
|---|---|---|

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
ENCORE ELECTRIC, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ENCORE ELECTRIC, INC.

**D** Employer Identification Number (EIN)
47-0903643

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 17204 | 0 |
| **(2)** Participant contributions | 1b(2) | 11940 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **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) | 301857 | 461461 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 7198755 | 9617994 |
| **(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) | 1032949 | 1269004 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 194099 | 200903 |
| **(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 | 8756804 | 11549362 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | |
| **h** | Operating payables | 1h | 0 | |
| **i** | Acquisition indebtedness | 1i | 0 | |
| **j** | Other liabilities | 1j | 0 | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 8756804 | 11549362 |

## 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.

| | | | (a) Amount | (b) Total |
|---|---|---|---|---|
| | **Income** | | | |
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 1276140 | |
| | **(B)** Participants | 2a(1)(B) | 821452 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 37955 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2135547 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| | **(E)** Participant loans | 2b(1)(E) | 19417 | |
| | **(F)** Other | 2b(1)(F) | 3740 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 23157 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| | **(B)** Common stock | 2b(2)(B) | 0 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 15362 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 15362 |
| | **(3)** Rents | 2b(3) | | 0 |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| | **(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) | 0 | |
| | **(B)** Other | 2b(5)(B) | 0 | |
| | **(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) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 1050498 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 138070 |
| c Other income | 2c | | -536 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3362098 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 548538 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 548538 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 21002 | |
| (3) Investment advisory and management fees | 2i(3) | 0 | |
| (4) Other | 2i(4) | 0 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 21002 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 569540 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 2792558 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## 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: BRADLEY CONSULTING GROUP, PC **(2)** EIN: 27-1239580

**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 | 0 |
| **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 | 0 |

| | | | 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 | 0 |
| **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 | 0 |
| **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
ENCORE ELECTRIC, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ENCORE ELECTRIC, INC.

**D** Employer Identification Number (EIN)
47-0903643

## Part I Distributions

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

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

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

EIN(s): 42-0127290

**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):




**Encore Electric, Inc. 401(k) Plan**

Years Ended December 31, 2012 and 2011
with
Report of Independent Auditors'

**Encore Electric, Inc. 401(k) Plan**

Years Ended December 31, 2012 and 2011
with
Report of Independent Auditors'

Contents


| | Page |
|---|---|
| Report of Independent Auditors' | 1-2 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 3 |
| Statements of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5-18 |
| Accompanying Supplemental Information: | |
| Schedule H, line 4i – Schedule of Assets (Held at End of Year) | 19-20 |

Administrative Committee and Participants
Encore Electric, Inc. 401(k) Plan
Englewood, Colorado

# Independent Auditors' Report

## Report on the Financial Statements

We were engaged to audit the statements of net assets available for benefits of Encore Electric, Inc. 401(k) Plan as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of and for the year ended December 31, 2012.

## 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 controls 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 are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Principal Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.



225 UNION BOULEVARD, SUITE 450 LAKEWOOD, CO 80228
PH 303.988.1900 FX 303.986.6861 BCGPC.COM

**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 assets (held at end of year) as of and for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 of Disclaimer of Opinion paragraph, we do not express an opinion on the 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 schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Lakewood, Colorado

July 19, 2013

## Encore Electric, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011
(See Independent Auditors' Report)

| | 2012 | 2011 |
|---|---|---|
| **Assets** | | |
| Investments: | | |
| At fair value: | | |
| Shares of registered investment companies: | | |
| Guaranteed Interest Account | $ 201,509 | $ 194,099 |
| Heartland Value Plus Fund | 356,267 | 319,222 |
| Lord Abbett Dev Growth R3 Fund | 151,649 | 113,875 |
| MFS Value R2 Fund | 761,088 | 599,853 |
| PIMCO Core Plus Bond I | 298,871 | 223,788 |
| Principal Bond and Mortgage | 983,072 | 970,663 |
| Principal Diversified International | 507,175 | 361,101 |
| Principal Diversified Real Asset | 32,701 | 10,593 |
| Principal International I | 555,404 | 372,544 |
| Principal International Small Cap | 315,018 | 206,408 |
| Principal Large Cap S&P 500 Index | 429,906 | 404,406 |
| Principal Large Cap Growth | 770,953 | 712,085 |
| Principal LifeTime Strategic Income | 32,534 | 1,101 |
| Principal LifeTime 2010 | 5,724 | 4,262 |
| Principal LifeTime 2015 | 585 | 53 |
| Principal LifeTime 2020 | 74,358 | 57,378 |
| Principal LifeTime 2025 | 190,168 | 144,628 |
| Principal LifeTime 2030 | 446,622 | 326,036 |
| Principal LifeTime 2035 | 160,240 | 105,427 |
| Principal LifeTime 2040 | 459,161 | 268,974 |
| Principal LifeTime 2045 | 353,726 | 198,415 |
| Principal LifeTime 2050 | 516,804 | 216,012 |
| Principal LifeTime 2055 | 142,611 | 113,087 |
| Principal Mid-Cap Growth | 452,013 | 347,043 |
| Principal Mid-Cap S&P 400 Index | 426,704 | 339,553 |
| Principal Mid-Cap Value I | 390,343 | 295,528 |
| Principal Money Market | 1,098,087 | 639,985 |
| Principal Real Estate Securities | 94,148 | 68,706 |
| Principal Small Cap S&P 600 Index | 416,110 | 387,541 |
| Principal U.S. Property | 464,955 | 423,437 |
| Total investments available for benefits | 11,088,506 | 8,425,803 |
| Receivables: | | |
| Notes receivable from participants | 461,262 | 301,911 |
| Employees' contributions | 15,721 | 26,360 |
| Employer's contributions | 1,912 | 32,236 |
| Total receivables | 478,895 | 360,507 |
| Total assets | 11,567,401 | 8,786,310 |
| **Liabilities** | | |
| Liabilities: | | |
| Excess contributions payable and total liabilities | - | 3,967 |
| Net assets available for benefits | $ 11,567,401 | $ 8,782,343 |

(See Notes to Financial Statements)

**Encore Electric, Inc. 401(k) Plan**

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011
(See Independent Auditors' Report)

| | 2012 | 2011* |
|---|---|---|
| Additions to net assets attributed to: | | |
| Contributions: | | |
| Employer matching | $ 1,266,987 | $ 949,040 |
| Participant | 822,754 | 767,887 |
| Rollover | 37,955 | 155,681 |
| Total contributions | 2,127,696 | 1,872,608 |
| Investment income: | | |
| Interest | 3,740 | - |
| Dividends | 15,362 | 19,219 |
| Net appreciation (depreciation) in fair value of investments | 1,188,568 | (184,081) |
| Total investment income (loss) | 1,207,670 | (164,862) |
| Interest income on notes receivable from participants | 19,417 | 11,658 |
| Total additions | 3,354,783 | 1,719,404 |
| Deductions from net assets attributed to: | | |
| Administrative expenses, participants | 21,002 | 25,834 |
| Benefits paid to participants | 548,538 | 915,027 |
| Corrective distributions | - | 3,967 |
| Other expenses | 185 | - |
| Total deductions | 569,725 | 944,828 |
| Net increase | 2,785,058 | 774,576 |
| Net assets available for benefits: | | |
| Beginning of year | 8,782,343 | 8,007,767 |
| End of year | $ 11,567,401 | $ 8,782,343 |

* Restated to conform with current year presentation

(See Notes to Financial Statements)

## 1. Description of Plan

The following description of Encore Electric, Inc. 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### General

The Plan, which became effective October 1, 2006, is a defined contribution plan covering all employees of Encore Electric, Inc. ("the Company") who have thirty days of service and are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

### Contributions

Each year, participants may contribute discretionary an amount per pay period equal to at least 1%, but no more than 100% of annual compensation, as defined in the Plan. Deferral contributions shall not exceed certain limits as set forth by the Internal Revenue Code ($17,000 for 2012 and $16,500 for 2011). The Internal Revenue Service adjusts this limitation each year for cost of living increases. Participants may change their contribution percentage throughout the year and may cease making contributions at any time.

The Company may contribute discretionary amounts as a match of participant elective contributions for the Plan year. The amount of the match will equal such an amount as the employer deems appropriate except that a participant's elective contributions in excess of a percentage of compensation for the payroll period as determined by the Company shall not be taken into account.

However, effective January 1, 2013, the Plan was amended to change the employer matching contribution and service requirements. The employer matching contribution was changed from discretionary to 100% of elective deferral contributions that are not over 3% of compensation, plus 50% of elective deferral contributions that are over 3% of compensation but are not over 5% of compensation. The service requirement was changed from thirty days to six months.

In addition to matching contributions, the Company also has a special provision to comply with the Davis Bacon Wage Act. The company may contribute amounts as determined under the Act.

Rollover contributions transferred from other qualified retirement plans or from Individual Retirement Accounts are accepted as permitted by the Plan.

### Participant accounts

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

## 1. Description of Plan (continued)

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon. Vesting in the Company's matching portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested in the Company's matching contributions after one year of continuous service.

Forfeitures

Pursuant to the Plan, forfeitures shall be utilized to offset expenses and employer contributions. Total forfeitures used for these purposes in 2012 and 2011 were approximately $550 and $3,300, respectively.

Notes receivable from participants

The Plan allows for loans to be taken against the vested benefits of a participant's account. The term of the loan is a maximum of five years unless the loan is for the purchase of a primary residence. A participant may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested account balance or $50,000 minus the difference of the largest unpaid loan balance during the last twelve months and the unpaid loan balance outstanding the day the loan is made. The loans are secured by the balance in the participants account. The interest rate charged for loans are determined by Principal which are similar to commercial lending rates. Principal and interest is paid ratably through weekly payroll deductions.

As of December 31, 2012 and 2011, there were seventy-two and forty-five outstanding participant loans maturing in five years or less, with principal balances of $461,262 and $301,911, respectively.

Payment of benefits

In the event of termination of services, retirement, disability or death, a participant will receive their accumulated contributions made to the plan, the vested portion of the accumulated contributions made by the Company and the investment earnings that have accumulated on those contributions while they were in the plan. Benefits can be rolled into another qualified plan, received in a lump-sum or paid in installments over a specific period based on age at retirement. Account balances less than $1,000 at termination will be rolled to another qualified plan or paid in a lump sum

## 2. Summary of Significant Accounting Policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Administrative fees

At the Company's discretion the Company or the Plan is to pay administrative fees.

Investment valuation and income recognition

The Plan's investments are held in pooled separate accounts managed by Principal Life Insurance Company, an investment contract with Principal Life Insurance Company and individual mutual funds. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments in pooled separate accounts are valued using the net asset value of the underlying mutual fund investment. The investment contract with Principal Life Insurance Company is valued based on the amount Plan participants would receive were they to withdraw their funds prior to maturity of the contract. Investments in mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

## 2. Summary of Significant Accounting Policies (continued)

Excess contributions payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 31, 2013.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

## 3. Investments

The following table presents investments held by the Plan as of December 31, 2012. Investments that represent 5% or more of the Plan's net assets are separately identified:

| | |
|---|---|
| Pooled separate accounts: | |
| Principal Bond and Mortgage | $ 983,072 |
| Principal International I | 555,404 |
| Principal Large Cap Growth | 770,953 |
| Principal Money Market | 1,098,087 |
| Others (each less than 5% of net assets) | 6,210,477 |
| Total pooled separate accounts | 9,617,993 |
| Mutual Funds: | |
| MFS Value R2 Fund | 761,088 |
| Others (each less than 5% of net assets) | 507,916 |
| Total mutual funds | 1,269,004 |
| Funds held in insurance company general account, less than 5% | 201,509 |
| Total | $ 11,088,506 |

**3. Investments (continued)**

The following table presents investments held by the Plan as of December 31, 2011. Investments that represent 5% or more of the Plan's net assets are separately identified:

| | |
|---|---|
| Pooled separate accounts: | |
| Principal Bond and Mortgage | $ 970,663 |
| Principal Large Cap Growth | 712,085 |
| Principal Money Market | 639,985 |
| Principal U.S. Property | 423,437 |
| Others (each less than 5% of net assets) | 4,452,584 |
| Total pooled separate accounts | 7,198,754 |
| Mutual Funds: | |
| MFS Value R2 Fund | 599,853 |
| Others (each less than 5% of net assets) | 433,097 |
| Total mutual funds | 1,032,950 |
| Funds held in insurance company general account, less than 5% | 194,099 |
| Total | $ 8,425,803 |

**3. Investments (continued)**

Investment options

Upon enrollment in the Plan, a participant may direct employee contributions to any of the investment options summarized as follows:

*Guaranteed Interest Account* – This account provides a guaranteed interest rate for a set period of time, investing primarily in private market bonds, commercial mortgages, and mortgage-backed securities as part of the general assets of Principal Life Insurance Company.

*Heartland Value Plus Fund* – The fund seeks long-term capital appreciation and modest current income by investing in a concentrated number of equity securities of companies with small market capitalization.

*Lord Abbett Dev Growth R3 Fund* – The fund seeks long-term capital appreciation. The fund primarily invests in the common stock of U.S and foreign companies demonstrating above-average, long-term growth potential.

*MFS Value R2 Fund* – Funds are invested in stocks of U.S. and foreign companies believed to be undervalued, generally focusing on large capitalization companies.

*PIMCO Core Plus Bond I* – Funds are invested primarily in fixed income instruments with varying maturities and may include options, futures contracts and swap agreements.

*Principal Bond and Mortgage* – Funds are invested in public and private corporate bonds, commercial and residential mortgages, asset-backed securities, and U.S. government and agency-backed securities

*Principal Diversified International* – Funds are invested in securities of foreign companies from at least three different countries.

*Principal Diversified Real Asset* – Funds are invested in at least 80% of assets among the following general investment categories: inflation-indexed bonds, real estate investment trusts, commodity index-linked notes, fixed-income securities, securities of natural resource companies, master limited partnerships, publicly-listed infrastructure, and floating rate debt.

*Principal International I* – The fund seeks long-term growth of capital by investing in stocks of foreign companies with small, medium and large market capitalization.

*Principal International Small Cap* – The fund seeks long-term growth of capital by investing in stocks of foreign companies with small market capitalization.

*Principal Large Cap S&P 500 Index* – Funds are invested in stocks of companies that make up the S&P 500 Index.

**3. Investments (continued)**

Investment options (continued)

*Principal Large Cap Growth* – Funds are invested in equity securities of companies with large market capitalizations at the time of purchase. It invests in growth equity securities; growth orientation emphasizes buying equity securities of companies whose potential for growth of capital and earnings is expected to be above average.

*Principal LifeTime Strategic Income* – Funds are invested in fixed income funds, equity funds and hybrid funds according to an asset allocation designed for investors seeking current income.

*Principal LifeTime 2010* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2015* - Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2020* - Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2025* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2030* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2035* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund

*Principal LifeTime 2040* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

**3. Investments (continued)**

Investment options (continued)

*Principal LifeTime 2045* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2050* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal LifeTime 2055* – Funds are invested in U.S. and foreign equity funds, hybrid funds and fixed income funds managed by Principal Life Insurance Company according to an asset allocation designed for investors with the retirement time horizon comparable to that of the fund.

*Principal Mid-Cap Growth* – Funds are invested in equity securities of companies with medium market capitalization at the time of purchase. It invests in securities of companies whose potential for growth of capital and earnings is expected to be above average.

*Principal Mid-Cap S&P 400 Index* – Funds are invested in common stocks of companies that comprise the S&P Mid-Cap 400 Index.

*Principal Mid-Cap Value I* – Funds are invested in equity securities of companies with medium market capitalization at the time of purchase. It invests in equity securities that appear to be undervalued.

*Principal Money Market* – Funds are invested in short-term money market instruments.

*Principal Real Estate Securities* – Funds are invested primarily in equity securities of companies engaged in the real estate industry.

*Principal Small Cap S&P 600 Index* – Funds are invested in stocks of companies that comprise the S&P Small-Cap 600 Index.

*Principal U.S. Property* – Funds are invested in commercial real estate holdings that return both lease income and appreciation of the real estate's market value.

Participants may change their investment options daily and may suspend at any time.

## 4. Fair Value Measurements

During 2008, the Plan adopted Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 820, *Fair Value Measurements and Disclosures*. FASB ASC Topic 820 establishes a single authoritative definition of fair value and sets a hierarchy for measuring fair value. The adoption of FASB ASC Topic 820 has no impact on the Plan's accounting policies for investments, but requires additional disclosures about fair value measurement. The hierarchy for measuring fair value prioritizes the inputs to valuation techniques used to measure fair value and gives the highest priority to unadjusted quoted prices for securities traded in active markets (level 1) and the lowest priority to unobservable inputs (level 3). 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.

The hierarchies for measuring fair value under FASB ASC Topic 820 are as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include a) quoted prices for similar assets or liabilities in active markets; b) quoted prices for identical or similar assets or liabilities in inactive markets; c) inputs other than quoted prices that are observable for the asset or liability; and d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As required by FASB ASC Topic 820, the Plan's portfolio investments as of December 31, 2012 were classified as follows, based on the lowest level of input that is significant to the fair value measurement:

| Description | Level 1 | Level 2 | Level 3 | Totals |
|---|---|---|---|---|
| Guaranteed interest investment contract | $ - | $ - | $ 201,509 | $ 201,509 |
| Mutual funds | 1,269,004 | | - | 1,269,004 |
| Pooled separate accounts | - | 9,617,993 | - | 9,617,993 |
| | $ 1,269,004 | $ 9,617,993 | $ 201,509 | $ 11,088,506 |

## 4. Fair Value Measurements (continued)

As required by FASB ASC 820, the Plan's portfolio investments as of December 31, 2011 were classified as follows, based on the lowest level of input that is significant to the fair value measurement:

| Description | Level 1 | Level 2 | Level 3 | Totals |
|---|---|---|---|---|
| Guaranteed interest investment contract | $ - | $ - | $ 194,099 | $ 194,099 |
| Mutual funds | 1,032,950 | | - | 1,032,950 |
| Pooled separate accounts | - | 6,775,317 | - | 6,775,317 |
| Principal U.S. Property separate account | - | - | 423,437 | 423,437 |
| | $ 1,032,950 | $ 6,775,317 | $ 617,536 | $ 8,425,803 |

Total portfolio investments of the Plan classified within level 3 total $201,509 and $617,536 as of December 31, 2012 and 2011, respectively, which consist of the Plan's guaranteed interest investment contract and the U.S Property separate account. Such amounts represent approximately 2% and 7% of the Plans' net assets available for benefits as of December 31, 2012 and 2011, respectively.

As required by FASB ASC 820, the following is a reconciliation of the changes in the fair value of the Plan's level 3 investment assets for the year ended December 31, 2012:

| | Principal U.S. Property Separate Account | Guaranteed Interest Account | Total |
|---|---|---|---|
| Balance, December 31, 2011 | $ 423,437 | $ 194,099 | $ 617,536 |
| Total gains, realized and unrealized | - | 71 | 71 |
| Interest | - | 3,741 | 3,741 |
| Reclass to Level 2 | (423,437) | - | (423,437) |
| Purchases, issuances and settlements, net | - | 3,598 | 3,598 |
| Balance, December 31, 2012 | $ - | $ 201,509 | $ 201,509 |
| Total unrealized losses | $ - | $ (535) | $ (535) |

## 4. Fair Value Measurements (continued)

In addition to quoted market prices in active markets, valuation techniques for level 3 inputs for the Guaranteed Interest Account were based on the amount participants would receive currently if they were to withdraw funds prior to maturity for an event other than death, disability, termination or retirement. This value represents contract value adjusted to reflect current market interest rates to the extent that current market rates exceed the contract crediting rates.

## 5. Investment Contract with Insurance Company

The Plan entered into a non-benefit responsive investment contract with Principal Life Insurance Company. The contract offers a fixed interest investment option, the Guaranteed Interest Account, and a number of variable investment options held by Principal Life Insurance Company in pooled separate accounts. Participants investing in the pooled separate accounts can select the investment options that reflect their individual investment style and risk tolerance. A distribution from the Guaranteed Interest Account for termination, death, disability or retirement will be paid at contract value; however, there is a possible surrender charge if funds are withdrawn prior to their maturity. If the Plan withdraws or transfers funds prior to their maturity, the Plan would receive fair market value. Fair market value represents contract value adjusted to reflect current market interest rates to the extent that current market rates exceed contract crediting rates.

Contributions allocated to the Guaranteed Interest Account earn interest at the rate in effect on the day when each deposit is directed into the account. All rates credited during a twelve month period are averaged into a single composite rate.

## 6. Tax Status

Compliance

The Internal Revenue Service has determined and informed Principal Life Insurance Company, the Plan's third party administrator, by a letter dated July 22, 2003 that the prototype Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The plan was amended effective January 2, 2008 to allow employees to make Roth elective deferral contributions. Participant contributions for December 31, 2008 and future years include pre-tax elective deferral contributions, as permitted by §401(k) of the Internal Revenue Code and Roth elective deferral contributions, which reflect after-tax dollars. Pre-tax earnings deferrals are subject to federal income taxes when distributed to participants. After-tax earnings deferred into a Roth 401(k) account are not subject to federal income taxes when distributed to participants. Earnings from the Plan's investments are not taxable to the participants until partial or complete distribution of such earnings is made. Therefore, no provision for income taxes has been included in the Plan's financial statements.

## 6. Tax Status (continued)

Uncertain tax positions

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

## 7. Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statement at December 31, 2012 and 2011 and the related Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per Form 5500 | $ 11,549,362 | $ 8,756,858 |
| December contributions received in January | 17,633 | 29,452 |
| Excess contributions refundable to participants | - | (3,967) |
| Other expense | 406 | - |
| Net assets available for benefits per the financial statements | $ 11,567,401 | $ 8,782,343 |

## 8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their total accounts.

## 9. Information Prepared and 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, Principal Trust Company, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

| | 2012 | 2011 |
|---|---|---|
| Investments at fair value: | | |
| Mutual funds | $ 1,269,004 | $ 1,032,950 |
| Pooled separate accounts | 9,617,993 | 7,198,754 |
| Guaranteed interest fund | 201,509 | 194,099 |
| Net investments available for benefits | $ 11,088,506 | $ 8,425,803 |
| Participant loans | $ 461,262 | $ 301,911 |
| Investment gain(loss), as certified by trustee | $ 1,188,568 | $ (153,204) |

## 10. Refunds of Excess Contributions

In order to satisfy the relevant non-discrimination provisions of the Plan, excess deferral contributions of $0 and $3,967 were refunded to certain participants in 2013 and 2012 for the years ended December 31, 2012 and 2011, respectively.

## 11. Risks and Uncertainties

The Plan is required by FASB ASC Topic 825, *Financial Instruments,* to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2012 and 2011, the financial instruments that potentially subject the Plan to a concentration of credit risk consist principally of investments.

The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as interest rates, credit, and overall market volatility risk. Due to the level of risk associated with investment securities, it is reasonably possible that changes in value of investment securities will occur in the near term and that such change could materially affect participants' account balances and amount presented in the statements of net assets available for benefits.

## 12. Party-In-Interest and Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Principal Life Insurance Company, the asset custodian of the Plan as of December 31, 2012 and 2011. These transactions qualify as exempt party-in-interest transactions.

## 13. Subsequent Events

Effective January 1, 2013, the Plan was amended to change the employer matching contribution and service requirements as discussed in note 1.

Subsequent events have been evaluated by management as of the date of these financial statements. This date represents the date the financial statements were available to be issued.

Accompanying Supplemental Information
(See Independent Auditors' Report)

**Encore Electric, Inc. 401(k) Plan**

Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012
(See Independent Auditors' Report)

EIN: 47-0903643
Plan Number: 001

| (a) | (b) Identity of issue, borrower lessor or similar party | (c) Description of investment, interest rate | (d) Cost | e) Current value | |
|---|---|---|---|---|---|
| * | Principal Life Insurance Company | Insurance Company General Guaranteed Interest | (1) | $ 201,509 | |
| | Heartland Funds | Registered Investment Company Heartland Value Plus Fund | (1) | 356,267 | |
| | Lord Abbett and Co. | Registered Investment Company Developing Growth R3 Fund | (1) | 151,649 | |
| | MFS Investment Management | Registered Investment Company MFS Value R2 Fund | (1) | 761,088 | # |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Core Plus Bond I SA-R6 | (1) | 298,871 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Bond and Mortgage SA-R6 | (1) | 983,072 | # |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Diversified Intl SA-R6 | (1) | 507,175 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Div Real Asset | (1) | 32,701 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Intl I Separate Acct-R6 | (1) | 555,404 | # |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Intl Small Cap Sep Acct R6 | (1) | 315,018 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Large Cap S&P 500 Index SA-R6 | (1) | 429,906 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Large Cap Growth | (1) | 770,953 | # |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime Strategic Inc SA-R6 | (1) | 32,534 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2010 Sep Acct-R6 | (1) | 5,724 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2015 Sep Acct-R6 | (1) | 585 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2020 Sep Acct-R6 | (1) | 74,358 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2025 Sep Acct-R6 | (1) | 190,168 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2030 Sep Acct-R6 | (1) | 446,622 | |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2035 Sep Acct-R6 | (1) | 160,240 | |
| | Subtotal | | | 6,273,844 | |

(continued)

**Encore Electric, Inc. 401(k) Plan**

Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012
(See Independent Auditors' Report)

EIN: 47-0903643
Plan Number: 001

| | (a) | (b) Identity of issue, borrower lessor or similar party | (c) Description of investment, interest rate | (d) Cost | e) Current value | |
|---|---|---|---|---|---|---|
| | | Subtotal from previous page | | | $ 6,273,844 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2040 Sep Acct-R6 | (1) | 459,161 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2045 Sep Acct-R6 | (1) | 353,726 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2050 Sep Acct-R6 | (1) | 516,804 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal LifeTime 2055 Sep Acct-R6 | (1) | 142,611 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Mid Cap Growth Sep Acct-R6 | (1) | 452,013 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Mid Cap S&P 400 Index SA-R6 | (1) | 426,704 | # |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Mid Cap Value I SA-R6 | (1) | 390,343 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Money Market Sep Acct-R6 | (1) | 1,098,087 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Real Estate Secs SA-R6 | (1) | 94,148 | # |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal Small Cap S&P 600 Index SA-R6 | (1) | 416,110 | |
| * | | Principal Life Insurance Company | Pooled Separate Accounts Principal U.S. Property Sep Acct-R6 | (1) | 464,955 | |
| | | Subtotal | | | 11,088,506 | |
| * | | Notes receivable from participants | Interest rates ranging from 5.25% to 10.25%; maturity dates varying; balances ranging from $127 to $21,243 | | 461,262 | |
| | | | | | $ 11,549,768 | |

* A party-in-interest as defined by ERISA

(1) The cost of participant-directed investments is not required to be disclosed

\# Represents 5% or more of total Plan assets

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# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ENCORE ELECTRIC, INC. 401(K) PLAN

EIN 47 0903643
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| * | Principal Life Insurance Company | Insurance Company General Guaranteed Interest | $ 0.00 | $ 200,902.59 |
| | Heartland Funds | Registered Investment Company Heartland Value Plus Fund | $ 0.00 | $ 356,266.75 |
| | Lord Abbett | Registered Investment Company Lord Abbett Dev Growth R3 Fund | $ 0.00 | $ 151,648.85 |
| | MFS Investment Management | Registered Investment Company MFS Value R2 Fund | $ 0.00 | $ 761,088.29 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Bond and Mortgage SA-R6 | $ 0.00 | $ 983,072.35 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Core Plus Bond I SA-R6 | $ 0.00 | $ 298,871.26 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Diversified Intl SA-R6 | $ 0.00 | $ 507,174.85 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Intl I Separate Acct-R6 | $ 0.00 | $ 555,403.76 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Intl SmallCap Sep Acct-R6 | $ 0.00 | $ 315,017.77 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LargeCap Growth I SA-R6 | $ 0.00 | $ 770,953.06 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LgCap S&P 500 Index SA-R6 | $ 0.00 | $ 429,906.25 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime Strat Inc SA-R6 | $ 0.00 | $ 32,534.42 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2010 Sep Acct-R6 | $ 0.00 | $ 5,724.13 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2015 Sep Acct-R6 | $ 0.00 | $ 584.91 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-R6 | $ 0.00 | $ 74,358.01 |

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ENCORE ELECTRIC, INC. 401(K) PLAN

EIN 47 0903643
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2025 Sep Acct-R6 | $ 0.00 | $ 190,167.90 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2030 Sep Acct-R6 | $ 0.00 | $ 446,622.07 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2035 Sep Acct-R6 | $ 0.00 | $ 160,240.39 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-R6 | $ 0.00 | $ 459,160.60 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2045 Sep Acct-R6 | $ 0.00 | $ 353,725.84 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-R6 | $ 0.00 | $ 516,804.41 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2055 Sep Acct-R6 | $ 0.00 | $ 142,610.98 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap Growth Sep Acct-R6 | $ 0.00 | $ 452,012.97 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-R6 | $ 0.00 | $ 426,704.25 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap Value I SA-R6 | $ 0.00 | $ 390,343.19 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Money Market Sep Acct-R6 | $ 0.00 | $ 1,098,087.12 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Real Estate Secs SA-R6 | $ 0.00 | $ 94,148.20 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin SmCap S&P 600 Index SA-R6 | $ 0.00 | $ 416,110.04 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin U.S. Property Sep Acct-R6 | $ 0.00 | $ 464,954.45 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Principal Div Real Asset SA-R6 | $ 0.00 | $ 32,700.64 |

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ENCORE ELECTRIC, INC. 401(K) PLAN

EIN 47 0903643
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| | Participant Loans | Range of Interest Rates<br>Rates Range From 5.25% To 10.25% | $ 0.00 | $ 461,461.00 |
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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)