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
THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1942

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

UTILITY TRAILER MANUFACTURING COMPANY

17295 EAST RAILROAD STREET
CITY OF INDUSTRY, CA 91749-1299

2b Employer Identification Number (EIN)
33-0264055

2c Sponsor's telephone number
626-965-1541

2d Business code (see instructions)
336210

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	HAROLD C. BENNETT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	HAROLD C. BENNETT
	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**	2742
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**	3015
b Retired or separated participants receiving benefits	**6b**	12
c Other retired or separated participants entitled to future benefits	**6c**	81
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3108
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f Total. Add lines **6d** and **6e**	**6f**	3111
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3111
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	190
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTILITY TRAILER MANUFACTURING COMPANY

D Employer Identification Number (EIN)
33-0264055

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

ALLIANCE BERNSTEIN

04-6948485

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

STATE STREET GLOBAL

04-1867445

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

WELLS FARGO BANK

94-1347393

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

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

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

KRAVITZ, INC.

95-3207191

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17	RECORDKEEPER	26051	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ALLIANCE BERNSTEIN

04-6948485

(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?
28	INVESTMENT MGR	443404	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WELLS FARGO

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	21832	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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

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(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
THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UTILITY TRAILER MANUFACTURING COMPANY

D Employer Identification Number (EIN)
33-0264055

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: ALLIANCE INTERNATIONAL GROWTH

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

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)
04-6948485-004	C	4792045

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

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

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)
04-6948485-005	C	4810285

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCE US LARGE CAP GROWTH

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

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)
04-6948485-007	C	7333141

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCE US SMALL & MID CAP GROWTH

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

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)
04-6948485-008	C	1831916

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCEBERNSTEIN US CORE FIXED INC

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

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)
04-6948485-014	C	32289716

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCEBERNSTEIN US HIGH YIELD

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

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)
04-6948485-015	C	8164055

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCE US SMALL & MID CAP VALUE

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

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)
04-6948485-025	C	1920130

a Name of MTIA, CCT, PSA, or 103-12 IE: BERNSTEIN US VALUE COLLECTIVE TRUST

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

c EIN-PN 04-6948485-026	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7442873

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

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

c EIN-PN 04-6948485-030	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13608879

a Name of MTIA, CCT, PSA, or 103-12 IE: TUCKERMAN GLOBAL REAL EST SEC INDX

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 04-1867445-238	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6968018

a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 INDX NL SF CL A

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 04-1867445-097	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21703913

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL SMALL/MID CAP INDX NL SF CL

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 04-1867445-453	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5818936

a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. INFLATION PRO BOND INDX NL SF

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 04-1867445-076	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9362015

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL EX. US INDEX NL SERIES FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 04-1867445-241	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9572821

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

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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
THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTILITY TRAILER MANUFACTURING COMPANY

D Employer Identification Number (EIN)
33-0264055

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)	13985178	17642508
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		1
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1411	1428
(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)		
(9) Value of interest in common/collective trusts	1c(9)	113414229	135618741
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	127400818	153262678
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	52600	55831
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	52600	55831
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	127348218	153206847

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	17642508	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		17642508
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15248312
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		22109
d Total income. Add all **income** amounts in column (b) and enter total	2d		32912947
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6563030	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		6563030
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	47884	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	443404	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		491288
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7054318
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		25858629
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HOLTHOUSE CARLIN & VAN TRIGT LLP **(2)** EIN: 95-4345526

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTILITY TRAILER MANUFACTURING COMPANY

D Employer Identification Number (EIN)
33-0264055

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HCVT HOLTHOUSE CARLIN & VAN TRIGT LLP
CERTIFIED PUBLIC ACCOUNTANTS

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES
AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2012

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

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All other schedules have been omitted as not applicable.

HCVT HOLTHOUSE CARLIN & VAN TRIGT LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

To the Plan Committee of
The Employees' Profit-Sharing Plan of Utility Trailer Manufacturing Company and Affiliated Companies:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Employees' Profit-Sharing Plan of Utility Trailer Manufacturing Company and Affiliated Companies (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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 6, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Report on Supplemental Schedules

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 and the Schedule of Reportable Transactions for the year ended December 31, 2012 are 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, 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 DOL Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Camarillo, California
July 22, 2013

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
Assets:		
Investments, at fair value (see Note 3):		
Cash equivalent	$ 1,428	$ 1,411
Collective trusts	135,618,741	113,414,229
Total investments	135,620,169	113,415,640
Receivables:		
Employer's contribution	17,642,508	13,985,178
Accrued interest	1	-
Total receivables	17,642,509	13,985,178
Total assets	153,262,678	127,400,818
Liabilities:		
Accrued expenses	55,831	52,600
Net assets available for plan benefits	$ 153,206,847	$ 127,348,218

See notes to financial statements.

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions:		
Net appreciation in fair value of investments (Note 3)	$	15,248,312
Interest income		18
Other income		22,109
Employer's contribution		17,642,508
Total additions		32,912,947
Deductions:		
Benefits paid to participants		6,563,030
Administrative expenses		491,288
Total deductions		7,054,318
Net increase		25,858,629
Net assets available for plan benefits:		
Beginning of year		127,348,218
End of year	$	153,206,847

See notes to financial statements.

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1. PLAN DESCRIPTION

Utility Trailer Manufacturing Company (the Company, the Employer and the Sponsor) adopted The Employees' Profit-Sharing Plan of Utility Trailer Manufacturing Company and Affiliated Companies (the Plan) to provide supplemental retirement income for its employees. The following provides a summary of the Plan's provisions. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have 270 days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Contributions are discretionary and are determined by the board of directors. Participants are not permitted to contribute to the Plan and do not direct their portion of Employer contributions into the investment options of the Plan. Allocations to participant accounts are subject to certain Government limitations.

Participant Accounts

Each participant's account is credited with allocations of the Company's contribution, Plan earnings and forfeitures, and charged with any withdrawals or distributions requested by the participant, investment losses and allocation of administrative expenses, if applicable. Allocations of Company contributions and forfeitures are based on the participant's eligible compensation as a percentage of total eligible compensation as defined by the Plan, while allocations of earnings are based on the individual account balances of participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting of participants' accounts in the Company's contribution portion of their accounts is based on years of service. Participants are vested in Company contributions, as defined in the Plan over a six-year period.

Forfeitures

For the Plan year ended December 31, 2012, there were $603,069 in forfeitures, which were reallocated to participants in the same manner as Employer contributions. At December 31, 2012, there were no unallocated forfeited amounts.

NOTE 1. PLAN DESCRIPTION (Continued)

Participant Loans

Loans to participants are not permitted by the Plan.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant *(or* the participant's beneficiary in the case of death) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments not extending beyond the participant's life expectancy or the joint life expectancy of the participant and his or her designated beneficiary. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants or beneficiaries may elect to defer their benefit payment as defined by the Plan document.

Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the Trustee, recordkeeper, investment managers and independent public accountants may be paid by the Plan. The Company, at its discretion, decided to pay for certain administrative expenses on behalf of the Plan. Administrative expenses of $491,288 were paid by the Plan for the year ended December 31, 2012.

Certain investment options may have fees which reduce the overall return on assets. The net appreciation in fair value of investments is reflected net of these fees.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting, primarily from data provided by Wells Fargo Bank, N.A. (the Trustee).

Estimates

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Concentration of Risk

The Plan provides for various investment options in cash and collective trusts. Investment securities are exposed to various risks such as interest rate, market, and credit. Due to the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the various risk factors, in the near term, could materially affect participants' account balances and the amounts reported in the financial statements.

The Plan maintains cash balances that at times exceed amounts insured by the Federal Deposit Insurance Corporation and one of the Plan's investments, the AllianceBernstein U.S. Core Fixed Income Collective Trust represents 21 percent of the Plan's net assets available for plan benefits. Plan management believes the Plan is not exposed to any significant or additional credit risk as a result of these concentrations.

Benefits Payable to Former Participants

Benefits are recorded when paid.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are inactive, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

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

Cash Equivalent – Cash equivalents are at par and valued at fair value and therefore classified as Level 1 within the valuation hierarchy.

Collective Trusts – The Plan's investments are held in collective trusts which primarily consist of common stocks, short-term investments, Government securities, debt securities and foreign securities. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Short-term investments are stated at amortized cost, which approximates fair value. Government and debt securities are valued at the discounted cash flow, which approximates fair value. Foreign securities are valued at the last sale price at the close of the foreign securities exchange and may be adjusted for the earlier close of the foreign markets which gives rise to the possibility that significant events may have occurred between the close of the foreign markets and the time at which the securities are valued that may have a material affect on the value of securities traded in such markets. The collective trusts in total are valued at the net asset value (NAV) of shares held by the plan at year-end. The collective trusts NAV is not a publicly-quoted price in an active market, therefore, the collective trusts are classified as Level 2 within the valuation hierarchy. The following is a description of the significant investment strategies by each collective trust:

- SSgA Russell Small/Mid Cap Index Non-Lending Series Fund Class A- Approximate as closely as practicable, before expenses, the performance of the Russell Small Cap Completeness Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis.
- SSgA S&P 500 Index Non-Lending Series Fund Class A- Approximate as closely as practicable, before expenses, the performance of the S&P 500 Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis.
- SSgA U.S. Inflation Protected Bond Index Non-Lending Series Fund Class A- Approximate as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Treasury Inflation Protected Securities (TIPS) over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

- SSgA/Tuckerman Global Liquid Real Estate Securities Index Non-Strategy Class A- Approximate as closely as practicable, before expenses, the performance of the FTSE EPRA/NAREIT Developed Liquid Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis.
- SSgA Global Exchange U.S. Index Non-Lending Series Fund Class A- Approximate as closely as practicable, before expenses, the performance of the MSCI ACWI ex USA Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis.
- AllianceBernstein U.S. Core Fixed Income Collective Trust-Outperform the Barclays' U.S. Aggregate Index over full market cycles.
- AllianceBernstein U.S. High Yield Collective Trust-Outperform the Barclays' U.S. High Yield 2% Issuer Cap Index over full market cycles.
- AllianceBernstein U.S. Small & Mid Cap Growth Collective Trust-Outperform the Russell 2500 Growth Index over full market cycles and to maintain portfolio characteristics consistent with the small and mid cap growth style.
- AllianceBernstein Volatility Managed Collective Trust-The objective is long-term growth of capital and income. The fund will not pursue this objective in isolation, but always with the goal of reducing investor's overall equity exposure when appropriate to mitigate risk. The fund is intended to be used as part of an investors' broader asset allocation program.
- Alliance International Growth Collective Trust-The objective is long-term growth of capital by investing in the equity securities of a select number of large international companies.
- Alliance U.S. Large Cap Growth Collective Trust-The objective is long-term growth of capital by investing in the equity securities of a select number of U.S. companies.
- Bernstein International Value Collective Trust-The objective is long-term growth of capital by investing in the equity securities of a select number of large international companies.
- Bernstein U.S. Small & Mid Cap Value Collective Trust-The objective is long-term growth of capital by investing in the equity securities of small-to-mid-capitalization U.S. companies.
- Bernstein U.S. Value Collective Trust-The objective is long-term growth of capital on a total return basis.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

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

The collective trusts do not have any unfunded commitments relating to their investments, or any significant restrictions on redemptions. Redemptions can be made on any business day and do not have a redemption notice period.

The following tables sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

	Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash equivalent	$ 1,428	$ -	$ -	$ 1,428
Collective trusts:				
Equity funds	-	72,194,076	-	72,194,076
Bond funds	-	49,815,786	-	49,815,786
Blend funds	-	13,608,879	-	13,608,879
Total collective trusts	-	135,618,741	-	135,618,741
Total investments at fair value	$ 1,428	$ 135,618,741	$ -	$ 135,620,169

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash equivalent	$ 1,411	$ -	$ -	$ 1,411
Collective trusts:				
Equity funds	-	60,886,474	-	60,886,474
Bond funds	-	41,258,628	-	41,258,628
Blend funds	-	11,269,127	-	11,269,127
Total collective trusts	-	113,414,229	-	113,414,229
Total investments at fair value	$ 1,411	$ 113,414,229	$ -	$ 113,415,640

NOTE 3. INVESTMENTS

Investment options are selected by the Plan Sponsor and are non-participant directed. See the attached Schedule of Assets (Held at End of Year) for a detailed listing of investments.

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
AllianceBernstein U.S. Core Fixed Income Collective Trust	$ 32,289,716	$ 26,552,755
AllianceBernstein U.S. High Yield Collective Trust	8,164,055	6,868,353
AllianceBernstein Volatility Managed Collective Trust	13,608,879	11,269,127
Alliance U.S. Large Cap Growth Collective Trust	*	6,444,329
Bernstein U.S. Value Collective Trust	*	6,549,419
Alliance International Growth Collective Trust	*	7,298,984
Bernstein International Value Collective Trust	*	7,721,040
SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A	9,572,821	**
SSgA S&P 500 Index Non-Lending Series Fund Class A	21,703,913	18,834,547
SSgA U.S. Inflation Protected Bond Index Non-Lending Series Fund Class A	9,362,015	7,837,520

* Less than five percent of net assets at December 31.
** Fund was not an option in the Plan as of December 31.

For the year ended December 31, 2012, net appreciation of investments held in collective trusts was $15,248,312.

NOTE 4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their Employer contributions. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in accordance with the terms of the Plan.

NOTE 5. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated February 21, 2012, in which the IRS stated the Plan, as then designed, was in compliance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes the Plan is currently being operated in accordance with the applicable provisions of the IRC and, accordingly, the Plan Administrator believes that the Plan is exempt from income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. 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.

NOTE 6. FINANCIAL DATA CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustee and was not subjected to any auditing procedures performed by the independent public accountants:

a. Total investments as shown in the accompanying statements of net assets available for plan benefits of $135,620,169 as of December 31, 2012, and $113,415,640 as of December 31, 2011.

b. Net appreciation in fair value of investments of $15,248,312, interest income of $18, and other income of $22,109 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2012.

c. Investments as of December 31, 2012 as shown in the accompanying Schedule of Assets (Held at End of Year).

d. Investment activity as reflected in the accompanying Schedule of Reportable Transactions.

e. Accrued interest.

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

The Trustee, investment managers, and Plan's third party administrator and recordkeeper are parties-in-interest to the Plan and entered into transactions with the Plan, for which exemptions exist. For the year ended December 31, 2012, the Plan paid the Trustee, Wells Fargo Bank, N.A., $21,832 in expenses. The Plan also paid $443,405 to AllianceBernstein, the Plan's investment manager and $26,051 to Kravitz, Inc., the Plan's third party administrator and recordkeeper.

NOTE 8. SUBSEQUENT EVENTS

The Company has evaluated subsequent events that have occurred through July 22, 2013, which is the date that the financial statements were available to be issued and determined that there were no subsequent events or transactions that require recognition or disclosure in the financial statements.

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

EIN 33-0264055 PLAN#001

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

DECEMBER 31, 2012

Identity of issue, borrower or similar party	Description of investment	Cost	Current value
Cash Equivalent:			
* Wells Fargo Advantage Government Money Market Fund		$ 1,428	$ 1,428
Collective Trusts:			
* SSgA Russell Small/Mid Cap Index Non-Lending Series Fund Class A	216,020.178 shares	4,532,654	5,818,935
* SSgA S&P 500 Index Non-Lending Series Fund Class A	864,870.000 shares	17,146,318	21,703,913
* SSgA U.S. Inflation Protected Bond Index Non-Lending Series Fund Class A	372,365.554 shares	7,830,042	9,362,015
* SSgA/Tuckerman Global Liquid Real Estate Securities Index Strategy Class A	480,023.304 shares	5,354,904	6,968,018
* SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A	696,965.488 shares	8,884,726	9,572,821
* AllianceBernstein U.S. Core Fixed Income Collective Trust	2,231,493.868 shares	29,258,498	32,289,716
* AllianceBernstein U.S. High Yield Collective Trust	502,094.391 shares	6,483,964	8,164,055
* AllianceBernstein U.S. Small & Mid Cap Growth Collective Trust	125,991.458 shares	1,186,696	1,831,916
* AllianceBernstein Volatility Managed Collective Trust	1,128,431.077 shares	11,856,578	13,608,879
* Alliance International Growth Collective Trust	503,366.083 shares	4,449,438	4,792,045
* Alliance U.S. Large Cap Growth Collective Trust	676,489.031 shares	5,874,825	7,333,141
* Bernstein International Value Collective Trust	480,068.327 shares	4,546,237	4,810,284
* Bernstein U.S. Small & Mid Cap Value Collective Trust	151,072.371 shares	1,459,881	1,920,130
* Bernstein U.S. Value Collective Trust	836,277.853 shares	5,866,288	7,442,873
Total Collective Trusts		114,731,049	135,618,741
		$ 114,732,477	$ 135,620,169

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

See notes to financial statements and accompanying independent auditor's report.

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

EIN 33-0264055 PLAN#001

SCHEDULE H, LINE 4j, SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

Identity of party involved	Total number of purchases	Total number of sales	Total value purchases	Total value sales	Total cost of asset	Net gain or (loss)
Single transactions:						
Cash equivalent:						
* Wells Fargo Advantage Government Money Market Fund	1		$ 13,985,178			
* Wells Fargo Advantage Government Money Market Fund		1		$ 13,985,178	$ 13,985,178	-
Collective Trusts:						
* SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A	1		$ 8,502,176			-
Series transactions:						
Cash equivalent:						
* Wells Fargo Advantage Government Money Market Fund	44		$ 23,928,169			
* Wells Fargo Advantage Government Money Market Fund		37		$ 23,928,156	$ 23,928,156	-
Collective Trusts:						
* AllianceBernstein U.S. Core Fixed Income Collective Trust	3		$ 6,544,872			
* AllianceBernstein U.S. Core Fixed Income Collective Trust		14		$ 2,386,633	$ 2,194,146	$ 192,487
* SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A	2		$ 9,364,618			
* SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A		6		$ 359,725	$ 348,000	$ 11,725

* Indicates a party-in-interest to the Plan

See notes to financial statements and accompanying independent auditor's report.

THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

EIN 33-0264055 PLAN#001

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

DECEMBER 31, 2012

Identity of issue, borrower or similar party	Description of investment	Cost	Current value
Cash Equivalent:			
* Wells Fargo Advantage Government Money Market Fund		$ 1,428	$ 1,428
Collective Trusts:			
* SSgA Russell Small/Mid Cap Index Non-Lending Series Fund Class A	216,020.178 shares	4,532,654	5,818,935
* SSgA S&P 500 Index Non-Lending Series Fund Class A	864,870.000 shares	17,146,318	21,703,913
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Total Collective Trusts		114,731,049	135,618,741
		$ 114,732,477	$ 135,620,169

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

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THE EMPLOYEES' PROFIT-SHARING PLAN OF UTILITY TRAILER MANUFACTURING COMPANY AND AFFILIATED COMPANIES

EIN 33-0264055 PLAN#001

SCHEDULE H, LINE 4j, SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

Identity of party involved	Total number of purchases	Total number of sales	Total value purchases	Total value sales	Total cost of asset	Net gain or (loss)
Single transactions:						
Cash equivalent:						
* Wells Fargo Advantage Government Money Market Fund	1		$ 13,985,178			
* Wells Fargo Advantage Government Money Market Fund		1		$ 13,985,178	$ 13,985,178	-
Collective Trusts:						
* SSgA Global Equity Exchange U.S. Index Non-Lending Series Fund Class A	1		$ 8,502,176			-
Series transactions:						
Cash equivalent:						
* Wells Fargo Advantage Government Money Market Fund	44		$ 23,928,169			
* Wells Fargo Advantage Government Money Market Fund		37		$ 23,928,156	$ 23,928,156	-
Collective Trusts:						
* AllianceBernstein U.S. Core Fixed Income Collective Trust	3		$ 6,544,872			
* AllianceBernstein U.S. Core Fixed Income Collective Trust		14		$ 2,386,633	$ 2,194,146	$ 192,487
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* Indicates a party-in-interest to the Plan

See notes to financial statements and accompanying independent auditor's report.