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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ROSS INDUSTRIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN & TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

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

ROSS INDUSTRIES, INC.

ROSS INDUSTRIES, INC.
710 OLD WILLETS PATH
HAPPAUGE, NY 11788

2b Employer Identification Number (EIN)
11-3488476

2c Sponsor's telephone number
631-234-0500

2d Business code (see instructions)
333310

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.	07/30/2013	ANN-MARIE PAPPAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	153
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**	115
b Retired or separated participants receiving benefits	**6b**	15
c Other retired or separated participants entitled to future benefits	**6c**	25
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	155
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	155
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	155
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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:
2O 2P

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)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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
ROSS INDUSTRIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ROSS INDUSTRIES, INC.

D Employer Identification Number (EIN)
11-3488476

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	14675	9516
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	4256	
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)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	9229413	8518502
	(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	9248344	8528018
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	4800000	4200000
j	Other liabilities	1j	5352	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	4805352	4200000
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4442992	4328018

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)	631345	
	(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)		631345
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	-710601	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		-710601
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	314994	
	(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)		314994
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		235738
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	187420	
(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)		187420
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		163292
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		350712
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-114974
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BAKER TILLY VIRCHOW KRAUSE LLP **(2)** EIN: 39-0859910

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
ROSS INDUSTRIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ROSS INDUSTRIES, INC.

D Employer Identification Number (EIN)
11-3488476

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): 11-1652772

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):

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Hauppauge, New York

REPORT ON AUDITS OF FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2012 and 2011

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

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As of and for the Years Ended December 31, 2012 and 2011

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FINANCIAL STATEMENTS

BAKER TILLY

formerly
HOLTZ RUBENSTEIN REMINICK

Baker Tilly Virchow Krause, LLP
125 Baylis Road, Suite 300
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INDEPENDENT AUDITORS' REPORT

Trustees
Ross Industries, Inc.
Employee Stock Ownership Plan
Hauppauge, New York

We have audited the accompanying financial statements of Ross Industries, Inc. Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Ross Industries, Inc. Employee Stock Ownership Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

An Affirmative Action Equal Opportunity Employer

Trustees
Ross Industries, Inc.
Employee Stock Ownership Plan

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) at December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Baker Tilly Virchow Krause, LLP

Melville, New York
July 19, 2013

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Cash	$ -	$ 9,516	$ 9,516	$ -	$ 14,675	$ 14,675
Investment in Ross Industries, Inc.						
Class A ESOP Stock, at fair value	5,443,013	3,075,489	8,518,502	5,363,332	3,866,081	9,229,413
Dividends Receivable	-	-	-	-	4,256	4,256
Total Assets	5,443,013	3,085,005	8,528,018	5,363,332	3,885,012	9,248,344
LIABILITIES						
Due to Related Party	-	-	-	-	5,352	5,352
Loan Payable to Related Party	-	4,200,000	4,200,000	-	4,800,000	4,800,000
Total Liabilities	-	4,200,000	4,200,000	-	4,805,352	4,805,352
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,443,013	$ (1,114,995)	$ 4,328,018	$ 5,363,332	$ (920,340)	$ 4,442,992

See notes to financial statements.

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

	Allocated	Unallocated	Total
Additions			
Employer contributions	$ -	$ 631,345	$ 631,345
Dividend income	-	314,994	314,994
Interest income	-	310	310
Net change in the fair value of the sponsor company's Class A ESOP Stock	(454,245)	(256,666)	(710,911)
Allocation of shares for distribution	187,420	(187,420)	-
Allocation of 10,255.98 shares of Class A ESOP Stock of sponsor company, at estimated fair value	533,926	-	533,926
Total	267,101	502,563	769,664
Deductions			
Interest expense	-	163,292	163,292
Allocation of shares for distribution	187,420	-	187,420
Allocation of 10,255.98 shares of sponsor company's Class A ESOP Stock, at estimated fair value	-	533,926	533,926
Total	187,420	697,218	884,638
Net Increase (Decrease)	79,681	(194,655)	(114,974)
Net Assets Available for Benefits, beginning of year	5,363,332	(920,340)	4,442,992
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 5,443,013	$ (1,114,995)	$ 4,328,018

See notes to financial statements.

NOTE 1 - Plan Description and Basis of Presentation

The following brief description of the Ross Industries, Inc. Employee Stock Ownership Plan (the "Plan" or "ESOP") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General **-** The Plan is a noncontributory defined contribution plan sponsored by Ross Industries, Inc. (the "Company") and was established February 1999.

The provisions of the Plan agreement provide for the common stock acquired to be maintained in an unallocated company stock account. Under the provisions of the Plan, contributions of common stock of the Company and cash may be made by the Company at the sole discretion of the Company's board of directors, subject to the maximum allowable under applicable provisions of the Internal Revenue Code. In addition, the Company is obligated to make contributions equal to the amount necessary to make its regularly scheduled payments of principal and interest due on the loan during the period for which the note is outstanding. For the year ended December 31, 2012, Company contributions were $631,345.

Plan administration **-** Certain administrative functions are performed by officers of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan.

Contributions **-** The Plan provides for allocation of employer contributions and released shares to participants based on the proportion that each participant's annual salary (not to exceed $250,000) for the year bears to the total annual salary of all participants for such year. Employees will be eligible to participate in the Plan after they have completed one year of service and have attained age 21. An employee will have completed one year of service if, at the end of 12 consecutive months of employment with the Company, they have been credited with 1,000 hours of service.

Participant accounts **-** Each participant's account is credited with an allocation of employer contributions, released shares and the Plan's earnings (losses). Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting **-** Vested benefits are those amounts to which members are entitled regardless of future service to the Company. Vesting is based on years of service and occurs over a two to six year period, at which time, the participant becomes fully vested. For purposes of vesting, service is measured from the later of the date of hire or the effective date of the Plan. The Plan provides for 100% vesting upon death or disability and normal retirement (provided the participant has completed five years of Plan participation upon retirement). On December 4, 2006, the Plan's vesting period was changed, as described above, while vesting prior to January 1, 2007 was based on a three to seven year period, at which time, a participant had become fully vested.

The non-vested portion of the Plan shall be forfeited upon the employee's separation from service and shall be allocated to all eligible employees at year end as a percentage of their eligible compensation. Forfeited amounts allocated to eligible employees amounted to approximately $2,600 and $0 for the years ended December 31, 2012 and 2011, respectively.

The Plan document provides that, upon Plan termination, all amounts credited to participants' accounts will become 100% vested. The Company may direct that either (a) benefits be distributed to participants in any manner permitted by the Plan as soon as practicable; or (b) the trust created by the Plan be continued and benefits be distributed to the participants or their beneficiaries as if the Plan had not terminated. A complete discontinuance of contributions by the Company shall constitute a termination.

NOTE 1 - Plan Description and Basis of Presentation (cont.)

Payment of benefits - No distributions from the Plan will be made until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or otherwise terminates employment with the Company and its participating subsidiaries. However, any participant age 55 or older, who has been in the Plan for ten years, can make a diversification election up to 25% of their stock each year for five years and 50% in the final year. The portion of their ESOP stock balance eligible for diversification is 25% (50% in the final year) reduced by any shares previously distributed. Distributions are made in cash. During the year ended December 31, 2012, the remaining active participants repurchased approximately 3,598 distributed shares at prices determined from the independent appraisal aggregating approximately $187,400.

Administrative expenses - Administrative expenses incurred are the shared responsibility of the Plan and the Company.

NOTE 2 - Summary of Significant Accounting Policies

Basis of accounting - The financial statements of the Plan are prepared using the accrual basis of accounting.

Estimates - The financial statements are presented in conformity with accounting principles generally accepted in the United States of America, which require management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Benefit payments - Benefits are recorded when paid.

Risks and uncertainties - The Plan's investments are in the Company's Class A ESOP Stock. Investment securities are exposed to various risks, such as interest rates, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near term would materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment valuation and income recognition - All investments are in the form of the Company's Class A ESOP Stock. Since the Company is closely held, and thus has no public market for its ownership interests, an appraisal is performed by an independent consulting firm according to guidelines established by the Department of Labor in its Proposed Regulation 29 CFR Part 2510, and in conformity with appraisal practices promulgated by the American Society of Appraisers in the Principles of Appraisal Practice and Code of Ethics, and the Uniform Standards of Professional Appraisal Practice. This independent consulting firm has determined the fair value of the Company's Class A ESOP Stock to be $8,518,502 and $9,229,413 at December 31, 2012 and 2011, respectively. 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. See Note 4 for discussion of fair value measurements.

In accordance with the policy of stating investments at fair value, the Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the unrealized gains and appreciation (depreciation) on those investments.

Purchases and sales of the Company's Class A ESOP Stock are recorded at the most recent fair value determined by an independent consulting firm. Dividends are recorded on the ex-dividend date.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Evaluation of subsequent events **-** Plan management has evaluated subsequent events through July 19, 2013, the date the financial statements are available for issuance, for inclusion or disclosure in the financial statements.

NOTE 3 - Investment

The Plan's investment is comprised of the following:

	December 31, 2012			
	Number of Shares	1999 Original Cost	2010 Original Cost	Fair Value
Ross Industries, Inc. Class A ESOP Stock				
Allocated	135,994	$ 8,500,000	$ 2,303,607	$ 6,534,505
Unallocated	64,006	-	4,096,393	3,075,489
Redeemed stock	(22,716)	(1,923,250)	(7,589)	(1,091,492)
Total	177,284	$ 6,576,750	$ 6,392,411	$ 8,518,502

	December 31, 2011			
	Number of Shares	1999 Original Cost	2010 Original Cost	Fair Value
Ross Industries, Inc. Class A ESOP Stock				
Allocated	125,738	$ 8,500,000	$ 1,647,225	$ 6,545,914
Unallocated	74,262	-	4,752,775	3,866,081
Redeemed stock	(22,716)	(1,923,250)	(7,589)	(1,182,582)
Total	177,284	$ 6,576,750	$ 6,392,411	$ 9,229,413

NOTE 4 - Fair Value Measurements

"Fair Value Measurements", establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in the active market for identical assets or liabilities (Level 1 measurements) and the lowest priority to the unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

NOTE 4 - Fair Value Measurements (cont.)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from and 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.

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

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:

Ross Industries, Inc. Class A ESOP Stock - Ross Industries, Inc. Class A ESOP Stock held by the Plan is valued at fair value based upon an appraisal performed by an independent consulting firm. This appraisal was based upon an income valuation technique consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Level 3 Assets	
	December 31, 2012	December 31, 2011
Common Stock		
Ross Industries, Inc. Class A ESOP Stock	$ 8,518,502	$ 9,229,413
Total	$ 8,518,502	$ 9,229,413

NOTE 4 - Fair Value Measurements (cont.)

Reconciliation of Level 3 assets - The following table sets forth a summary of changes in fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Ross Industries, Inc. Class A ESOP Stock
Balance, beginning of year	$ 9,229,413
Unrealized Loss	
Included in changes in net assets available for benefits	(710,911)
Purchases/Sales/Settlements	
Balance, end of year	$ 8,518,502

NOTE 5 - Loan Payable to Related Party

The ESOP purchased 100,000 shares of the Company's Class A ESOP Stock and financed the purchase with a loan from the Company in the amount of $8,500,000, upon establishment of the Plan. During the December 31, 2010 year end, the ESOP purchased an additional 100,000 shares of the Class A ESOP Stock and financed the purchase with a loan from the Company in the amount of $6,400,000, pursuant to a promissory note executed at the closing with a ten year term. The note bears interest at the rate of 3.35% per annum and is to be paid in annual installments of $600,000, in addition to an initial payment of $400,000 at closing. The ESOP can prepay such note or any portion thereof without penalty prior to its maturity. Interest expense paid to the Company for the year ended December 31, 2012 approximated $163,000.

NOTE 6 - Related-Party Transactions

The Plan's investment is the Company's Class A ESOP Stock. The Company is the Plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Purchases and sales of these funds are transactions at fair value. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA and applicable exemptions promulgated thereunder.

NOTE 7 - Tax Status

The IRS has determined and informed the Company by a letter dated October 11, 2007, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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 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 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 the 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 8 - 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 will become 100% vested in their accounts.

SUPPLEMENTARY SCHEDULE

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Schedule H, Line 4i (EIN): 11-3488476; (PN): 002
For the Year Ended December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party.	Description of investment, including maturity date, rate of interest, collateral par or maturity value.	Cost	Current Value
*	Ross Industries, Inc. Class A ESOP Stock	Class A ESOP Stock of Ross Industries, Inc. No maturity date, interest rate or par value	$ 12,969,161	$ 8,518,502

* Denotes party-in-interest.

See notes to financial statements.

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Hauppauge, New York

REPORT ON AUDITS OF FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2012 and 2011

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

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FINANCIAL STATEMENTS

BAKER TILLY

formerly
HOLTZ RUBENSTEIN REMINICK

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INDEPENDENT AUDITORS' REPORT

Trustees
Ross Industries, Inc.
Employee Stock Ownership Plan
Hauppauge, New York

We have audited the accompanying financial statements of Ross Industries, Inc. Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Ross Industries, Inc. Employee Stock Ownership Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

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Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) at December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Baker Tilly Virchow Krause, LLP

Melville, New York
July 19, 2013

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Cash	$ -	$ 9,516	$ 9,516	$ -	$ 14,675	$ 14,675
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LIABILITIES						
Due to Related Party	-	-	-	-	5,352	5,352
Loan Payable to Related Party	-	4,200,000	4,200,000	-	4,800,000	4,800,000
Total Liabilities	-	4,200,000	4,200,000	-	4,805,352	4,805,352
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,443,013	$ (1,114,995)	$ 4,328,018	$ 5,363,332	$ (920,340)	$ 4,442,992

See notes to financial statements.

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

	Allocated	Unallocated	Total
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Employer contributions	$ -	$ 631,345	$ 631,345
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Allocation of 10,255.98 shares of Class A ESOP Stock of sponsor company, at estimated fair value	533,926	-	533,926
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General **-** The Plan is a noncontributory defined contribution plan sponsored by Ross Industries, Inc. (the "Company") and was established February 1999.

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NOTE 2 - Summary of Significant Accounting Policies

Basis of accounting - The financial statements of the Plan are prepared using the accrual basis of accounting.

Estimates - The financial statements are presented in conformity with accounting principles generally accepted in the United States of America, which require management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Benefit payments - Benefits are recorded when paid.

Risks and uncertainties - The Plan's investments are in the Company's Class A ESOP Stock. Investment securities are exposed to various risks, such as interest rates, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near term would materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment valuation and income recognition - All investments are in the form of the Company's Class A ESOP Stock. Since the Company is closely held, and thus has no public market for its ownership interests, an appraisal is performed by an independent consulting firm according to guidelines established by the Department of Labor in its Proposed Regulation 29 CFR Part 2510, and in conformity with appraisal practices promulgated by the American Society of Appraisers in the Principles of Appraisal Practice and Code of Ethics, and the Uniform Standards of Professional Appraisal Practice. This independent consulting firm has determined the fair value of the Company's Class A ESOP Stock to be $8,518,502 and $9,229,413 at December 31, 2012 and 2011, respectively. 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. See Note 4 for discussion of fair value measurements.

In accordance with the policy of stating investments at fair value, the Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the unrealized gains and appreciation (depreciation) on those investments.

Purchases and sales of the Company's Class A ESOP Stock are recorded at the most recent fair value determined by an independent consulting firm. Dividends are recorded on the ex-dividend date.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Evaluation of subsequent events **-** Plan management has evaluated subsequent events through July 19, 2013, the date the financial statements are available for issuance, for inclusion or disclosure in the financial statements.

NOTE 3 - Investment

The Plan's investment is comprised of the following:

	December 31, 2012			
	Number of Shares	1999 Original Cost	2010 Original Cost	Fair Value
Ross Industries, Inc. Class A ESOP Stock				
Allocated	135,994	$ 8,500,000	$ 2,303,607	$ 6,534,505
Unallocated	64,006	-	4,096,393	3,075,489
Redeemed stock	(22,716)	(1,923,250)	(7,589)	(1,091,492)
Total	177,284	$ 6,576,750	$ 6,392,411	$ 8,518,502

	December 31, 2011			
	Number of Shares	1999 Original Cost	2010 Original Cost	Fair Value
Ross Industries, Inc. Class A ESOP Stock				
Allocated	125,738	$ 8,500,000	$ 1,647,225	$ 6,545,914
Unallocated	74,262	-	4,752,775	3,866,081
Redeemed stock	(22,716)	(1,923,250)	(7,589)	(1,182,582)
Total	177,284	$ 6,576,750	$ 6,392,411	$ 9,229,413

NOTE 4 - Fair Value Measurements

"Fair Value Measurements", establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in the active market for identical assets or liabilities (Level 1 measurements) and the lowest priority to the unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

NOTE 4 - Fair Value Measurements (cont.)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from and 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.

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

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:

Ross Industries, Inc. Class A ESOP Stock - Ross Industries, Inc. Class A ESOP Stock held by the Plan is valued at fair value based upon an appraisal performed by an independent consulting firm. This appraisal was based upon an income valuation technique consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Level 3 Assets	
	December 31, 2012	December 31, 2011
Common Stock		
Ross Industries, Inc. Class A ESOP Stock	$ 8,518,502	$ 9,229,413
Total	$ 8,518,502	$ 9,229,413

NOTE 4 - Fair Value Measurements (cont.)

Reconciliation of Level 3 assets - The following table sets forth a summary of changes in fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Ross Industries, Inc. Class A ESOP Stock
Balance, beginning of year	$ 9,229,413
Unrealized Loss	
Included in changes in net assets available for benefits	(710,911)
Purchases/Sales/Settlements	
Balance, end of year	$ 8,518,502

NOTE 5 - Loan Payable to Related Party

The ESOP purchased 100,000 shares of the Company's Class A ESOP Stock and financed the purchase with a loan from the Company in the amount of $8,500,000, upon establishment of the Plan. During the December 31, 2010 year end, the ESOP purchased an additional 100,000 shares of the Class A ESOP Stock and financed the purchase with a loan from the Company in the amount of $6,400,000, pursuant to a promissory note executed at the closing with a ten year term. The note bears interest at the rate of 3.35% per annum and is to be paid in annual installments of $600,000, in addition to an initial payment of $400,000 at closing. The ESOP can prepay such note or any portion thereof without penalty prior to its maturity. Interest expense paid to the Company for the year ended December 31, 2012 approximated $163,000.

NOTE 6 - Related-Party Transactions

The Plan's investment is the Company's Class A ESOP Stock. The Company is the Plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Purchases and sales of these funds are transactions at fair value. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA and applicable exemptions promulgated thereunder.

NOTE 7 - Tax Status

The IRS has determined and informed the Company by a letter dated October 11, 2007, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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 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 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 the 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 8 - 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 will become 100% vested in their accounts.

SUPPLEMENTARY SCHEDULE

ROSS INDUSTRIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Schedule H, Line 4i (EIN): 11-3488476; (PN): 002
For the Year Ended December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party.	Description of investment, including maturity date, rate of interest, collateral par or maturity value.	Cost	Current Value
*	Ross Industries, Inc. Class A ESOP Stock	Class A ESOP Stock of Ross Industries, Inc. No maturity date, interest rate or par value	$ 12,969,161	$ 8,518,502

* Denotes party-in-interest.

See notes to financial statements.