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
QUINN GROUP, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1965

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

QUINN GROUP, INC.

10006 ROSE HILLS ROAD
CITY OF INDUSTRY, CA 90601

2b Employer Identification Number (EIN)
94-2167334

2c Sponsor's telephone number
562-463-4000

2d Business code (see instructions)
423800

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	LINO MARTIN
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

ADMINISTRATIVE COMMITTEE
C/O QUINN GROUP INC.
10006 ROSE HILLS ROAD
CITY OF INDUSTRY, CA 90601

3b Administrator's EIN: 91-1759320

3c Administrator's telephone number: 562-463-4000

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1075
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**	885
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	212
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1097
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	1101
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	926
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	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
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2167334

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(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 50 64	NONE	143103	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CANTERBURY CONSULTING INC

33-0307982

(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 50	NONE	54009	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PKF CPA'S PC

95-4354850

(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?
10 50	NONE	10382	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 49 50 52 62	NONE	14	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
59	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(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.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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: PKF
b EIN: 93-4534850
c Position: AUDITOR
d Address: 550 N. BRAND BLVD, SUITE 950
GLENDALE, CA 91203
e Telephone: 818-630-7630

Explanation: THE GLENDALE, CALIFORNIA OFFICE OF PKF JOINED WITH THE NEW ACCOUNTING FIRM, HUTCHINSON AND BLOODGOOD, LLP

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
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2167334

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: SCHWAB STABLE VALUE INSTL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625180-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-6274329-001	C	16500697

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2167334

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)	1763821	1701926
(2) Participant contributions	1b(2)	14038	53024
(3) Other	1b(3)	21522	
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)	8881770	8495539
(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)	1672873	1646162
(9) Value of interest in common/collective trusts	1c(9)	15071245	16500697
(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)	63982466	70372823
(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	91407735	98770171
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	91407735	98770171

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)	2929051	
(B) Participants	2a(1)(B)	2957637	
(C) Others (including rollovers)	2a(1)(C)	45084	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5931772
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)	69293	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		69293
(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)	1220846	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1220846
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1990943	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1805602	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		185341
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	26681	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		26681

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		455829
(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)		8906885
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		16796647
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9246086	
(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)		9246086
f Corrective distributions (see instructions)	2f		18060
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	10382	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	54009	
(4) Other	2i(4)	105674	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		170065
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9434211
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		7362436
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: HUTCHINSON AND BLOODGOOD LLP **(2)** EIN: 95-0858589

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		10000000
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
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2167334

Part I Distributions

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

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

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

EIN(s): 42-1558009

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):

QUINN GROUP, INC. RETIREMENT PLAN

Financial Report

December 31, 2012 and 2011

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HUTCHINSON and BLOODGOOD LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

PKF
A PKF MEMBER FIRM

INDEPENDENT AUDITORS' REPORT

The Administrative Committee of
Quinn Group, Inc. Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Quinn Group, Inc. Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with auditing standards 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.

Auditors' 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 (DOL)'s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab Bank, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plans' investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and for the year then ended, 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 referred to in the first paragraph.

Other Matter – Supplemental Schedule

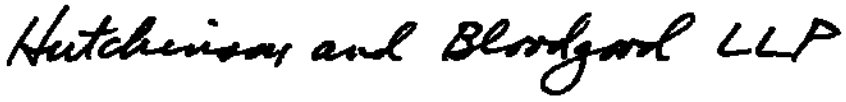
The Supplemental Schedule of Assets (held at end of year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – 2011 Financial Statements

The financial statements of Quinn Group, Inc. Retirement Plan as of and for the year ended December 31, 2011 were audited by PKF, Certified Public Accountants, A Professional Corporation (PKF). Effective December 1, 2012, the Glendale, California office of PKF joined with Hutchinson and Bloodgood LLP. PKF's report dated July 23, 2012 did not express an opinion on the 2011 financial statements for the same reasons described in the *Basis for Disclaimer of Opinion* paragraph. Their report also indicated the form and content of the information included in the 2011 financial statements, other than that derived from the information certified by the Trustee, was presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



July 26, 2013

QUINN GROUP, INC. RETIREMENT PLAN

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value		
Mutual funds	**$ 70,372,823**	$ 63,982,466
Short-term government bond funds	**--**	12,056,996
Guaranteed investment contract	**--**	3,014,249
Stable value investment contract	**16,500,697**	--
Caterpillar unitized stock fund	**8,495,539**	8,881,770
Total investments	**95,369,059**	87,935,481
Receivables		
Employer contributions	**1,701,926**	1,763,821
Employee contributions	**53,024**	14,038
Dividends	**--**	21,522
Notes receivable from participants	**1,646,162**	1,672,873
Total receivables	**3,401,112**	3,472,254
Total assets	**98,770,171**	91,407,735
LIABILITIES		
Accrued expenses	**38,933**	39,082
Total liabilities	**38,933**	39,082
Net assets reflecting investments at fair value	**98,731,238**	91,368,653
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(310,845)**	(103,279)
Net assets available for benefits	**$ 98,420,393**	$ 91,265,374

See notes to financial statements.

QUINN GROUP, INC. RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
INVESTMENT INCOME (LOSS)		
Interest	**$ 314,038**	$ 317,878
Dividends and capital gains	**1,220,846**	722,716
Net appreciation (depreciation) in fair value of investments	**9,122,425**	(2,440,996)
Total investment income (loss)	**10,657,309**	(1,400,402)
CONTRIBUTIONS		
Employee contributions	**2,939,577**	2,702,972
Employer contributions	**2,929,051**	2,330,808
Rollover contributions	**45,084**	25,851
Total contributions	**5,913,712**	5,059,631
Total additions	**16,571,021**	3,659,229
Deductions from net assets attributable to:		
Benefit paid	**9,246,086**	5,311,453
Administrative expenses	**169,916**	176,510
Total deductions	**9,416,002**	5,487,963
Net increase (decrease)	**7,155,019**	(1,828,734)
Net assets available for benefits, beginning of year	**91,265,374**	93,094,108
Net assets available for benefits, end of year	**$ 98,420,393**	$ 91,265,374

See notes to financial statements.

NOTE 1. DESCRIPTION OF THE PLAN

The following brief description of the Quinn Group, Inc. Retirement Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan for employees of Quinn Group, Inc. and its wholly owned subsidiaries, Quinn Company, Quinn Rental Services, and Quinn Lift, Inc. (collectively, the Employer or Plan Sponsor).

The Plan consists of 401(k) salary deferrals, Employer matching contributions, Employer profit sharing contributions, and employee rollover contributions. Effective October 1, 2011, the Plan was amended to add Roth elective deferrals, catch-up and rollovers to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended and Section 401(k) of the Internal Revenue Code (IRC).

The Plan Sponsor entered into an agreement with Schwab Retirement Plan Services, Inc. to provide the record keeping services and adopted the Charles Schwab Defined Contribution Retirement Plan and Trust, a prototype plan sponsored by Charles Schwab Bank, effective April 1, 2009. The Plan was amended on January 1, 2011 to reflect applicable provisions of the regulations issued by the Internal Revenue Service (IRS). Effective October 1, 2011, the Plan was amended to update the trustee name to Charles Schwab Bank.

Administration: The Plan is administered by the Administrative Committee appointed by the Board of Directors of the Plan Sponsor. The Plan's administrative expenses are paid by either the Plan or Plan Sponsor, as provided by the Plan document.

Contributions: Participants may elect to make tax deferred contributions up to 90% of their compensation into the 401(k) portion of the Plan, subject to the Code limitations. The Plan Sponsor matches 100% of the participants' 401(k) deferral, up to 3% of the participant's compensation after attaining eligibility, subject to IRS limitations. Matching contributions, which are discretionary, are made on a bi-weekly basis. Matching contributions were suspended in May 2009 and reinstated effective July 2011. The Plan Sponsor may make discretionary contributions into the profit sharing portion of the Plan. Profit sharing contribution amounts may differ between business units. Employer profit sharing contributions are allocated based on compensation in relation to total compensation of the Plan participants within a business unit.

Participant accounts: Each participant's account is credited with the participant's contribution, the Plan Sponsor's matching and profit sharing contribution, an allocation of Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant 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.

NOTE 1. DESCRIPTION OF THE PLAN (Continued)

Eligibility: All employees regularly scheduled to work at least 1,000 hours per year and who are not covered by a collective bargaining unit are eligible once they have attained 18 years of age and have met the applicable eligibility requirements.

Employees are eligible to enroll in the 401(k) salary deferral portion of the Plan on the first day of the payroll period coincident with or following their completion of 60 days of service. Employees are eligible to receive 401(k) Employer matching contributions on the first day of the payroll period coincident with or following their completion of two years of service. A year of service is defined as 1,000 hours of service based on an employee's date of hire.

Employees become eligible to participate in the profit sharing portion of the Plan on January 1st or July 1st coincident with or following their completion of two years of service.

Vesting: Participants are 100% vested in all employee and Employer contributions plus earnings thereon.

Benefits and withdrawals: The Plan provides for payment of benefits upon the employee's retirement, death, disability, or termination from the Employer in the form of a lump sum taxable cash distribution or eligible rollover into a qualified plan. Hardship withdrawals are also provided by the Plan, to the extent of salary deferrals contributed and any rollover account balance, if specified conditions are met.

Notes receivable from participants: Participants may borrow up to 50% of their 401(k) salary deferral and rollover account balance or $50,000, whichever is less, with a minimum borrowing of $1,000. The interest rate on the loans is a reasonable rate of interest to be determined based on current interest rates charged by persons in the business of lending money for similar loans at the time the loan is made. Loans are payable through payroll deductions over periods ranging up to 60 months. Loans made to participants are collateralized by their salary deferral and rollover account balance and are subject to the approval of the Plan Sponsor and the limits and conditions established by the agreement. As of December 31, 2012, interest rates ranged from 4.25% to 8.25% and the loans mature through January 12, 2018.

Participant investment: All participant accounts are participant-directed.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of fair value measurements.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment valuation and income recognition (continued): Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net realized and unrealized appreciation (depreciation) in fair value of investments consists of the change in unrealized appreciation or depreciation during the year, and the realized gain or loss on the sale of investments during the year. Acquisition costs are included in the cost of investments, and sales are recorded net of selling expenses.

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

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to, and deductions from, net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Benefits payment: Benefit payments are recorded when paid.

Subsequent events: The Plan has evaluated subsequent events through July 26, 2013, the date the financial statements were available to be issued and has determined no events or transactions, except as disclosed in note 13, need to be recognized or disclosed in these financial statements.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

NOTE 3. RISKS AND UNCERTAINTIES

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such investments. The Plan's concentrations of credit risk and market risk are dictated by the Plan's provisions as well as those of the ERISA and the participants' investment preferences. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, such changes could materially affect participants' account balances, and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE 4. INFORMATION CERTIFIED BY THE TRUSTEE

The financial information included in the Plan's financial statements as it relates to investment assets, investment transactions, investment income (loss), notes receivable from participants, and the schedule of assets held at end of year, have been derived from information certified as complete and accurate by Charles Schwab Bank, the Trustee of the Plan, in accordance with section 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the ERISA.

NOTE 5. INVESTMENTS

Investments including those in excess of 5% of net assets available for Plan benefits are as follows:

	Fair Value	
	2012	2011
Mutual funds		
American Funds EuroPacific Growth R5	$ 4,845,192	$ 4,247,701
Cohen & Steers Realty Income Fund	2,861,013	2,454,957
Columbia Acorn Fund Z	2,995,038	2,771,790
Dodge & Cox Stock Fund	5,342,564	4,839,016
PIMCO Low Duration Fund	729,362	707,109
PIMCO Total Return Fund	6,602,987	6,866,625
QNN Lifestyle Aggressive Growth Fund	4,172,193	3,772,413
QNN Lifestyle Growth Fund	15,414,439	14,573,668
QNN Lifestyle Moderate Fund	6,956,643	5,863,392
QNN Lifestyle Conservative Fund	3,462,990	2,566,707
Growth Fund of America	2,247,102	2,039,371
Allianz NFJ Small Cap Value Fund	2,643,104	2,660,101
Royce Value Plus Fund	2,840,317	2,435,468
Schroder Emerging Markets Equity Investment Fund	757,494	553,712
Schwab S&P 500 Index Fund	8,502,385	7,630,436
Total mutual funds	70,372,823	63,982,466
Stable value funds		
Short-term government funds	--	12,056,996
Stable value investment contract	16,500,697	
Guaranteed investment contract	--	3,014,249
Total stable value funds	16,500,697	15,071,245
Unitized stock funds		
Caterpillar Unitized Stock Fund	8,495,539	8,881,770
Total Investments	$ 95,369,059	$ 87,935,481

NOTE 5. INVESTMENTS (Continued)

During the years ended December 31, 2012 and 2011, net appreciation (depreciation) in value of the Plan's investments was as follows:

	2012	2011
Unitized stock funds	$ 212,021	$ (104,026)
Mutual funds	8,662,141	(2,966,772)
Stable value fund	248,263	629,802
	$ 9,122,425	$ (2,440,996)

NOTE 6. INCOME TAX STATUS

On May 23, 2008, the IRS stated that the prototype adopted by the Plan, as then designed, qualifies under IRC Section 401(a). The prototype plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan's policy is to recognize tax positions in the financial statements when it is more-likely-than-not the position will be sustained upon examination by the tax authorities. As of December 31, 2012, the Plan had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. As of December 31, 2012, the Plan's annual tax filings for the prior three years are open for audit by the IRS.

NOTE 7. PLAN TERMINATION

While the Plan Sponsor has not expressed an intent to terminate the Plan, they are free to do so at any time, subject to the provisions of the ERISA. In the event of a Plan termination, participants would receive the full value of their individual accounts.

NOTE 8. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Charles Schwab Bank, the Trustee of the Plan, holds the investments of the Plan. Schwab Retirement Plan Services, Inc. is the recordkeeper. Canterbury Capital Services, Inc. is the Plan investment consultant. Plan assets include an investment in the Caterpillar Unitized Stock Fund. Quinn Group, Inc. is an authorized Caterpillar dealer. These transactions qualify as party-in-interest transactions.

NOTE 9. AMOUNT DUE TO TERMINATED PARTICIPANTS

As of December 31, 2012 and 2011, net assets available for Plan benefits due to participants who have withdrawn from participation in the Plan was approximately $74,000 and $0.

NOTE 10. FAIR VALUE MEASUREMENTS

In accordance with the authoritative guidance on fair value measurements and disclosures, in conformity with accounting principles generally accepted in the United States of America, the Plan discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (level 3 measurements).

The guidance established three levels of the fair value hierarchy as follows:

- Level 1 - Quoted prices in active markets for identical securities. When available, fair value is measured using Level 1 inputs. The fair values of mutual funds, unitized stock funds, and short-term government funds are determined using Level 1 inputs.

- Level 2 - Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). The fair value of stable value investment contract and guaranteed investment contract are determined using Level 2 inputs.

- Level 3 - Used when Level 1 or Level 2 inputs were not available.

The following is a summary of the inputs used to value the Plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
International Global Funds	$ 5,602,686	$ --	$ --	$ 5,602,686
Large-cap Funds	16,092,051	--	--	16,092,051
Mid-cap Funds	5,856,051	--	--	5,856,051
Small-cap Funds	5,483,421	--	--	5,483,421
Balance Lifestyle Funds	30,006,265	--	--	30,006,265
Fixed Income Funds	7,332,349	--	--	7,332,349
Unitized stock funds	8,495,539	--	--	8,495,539
Stable value investment contract	--	16,500,697	--	16,500,697
Total assets at fair value	$ 78,868,362	$ 16,500,697	$ --	$ 95,369,059

NOTE 10. FAIR VALUE MEASUREMENTS (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
International Global Funds	$ 4,801,413	$ --	$ --	$ 4,801,413
Large-cap Funds	14,508,823	--	--	14,508,823
Mid-cap Funds	5,226,747	--	--	5,226,747
Small-cap Funds	5,095,569	--	--	5,095,569
Balance Lifestyle Funds	26,776,180	--	--	26,776,180
Fixed Income Funds	7,573,734	--	--	7,573,734
Unitized stock funds	8,881,770	--	--	8,881,770
Short-term government funds	12,056,996	--	--	12,056,996
Guaranteed investment contract	--	3,014,249	--	3,014,249
Total assets at fair value	$ 84,921,232	$ 3,014,249	$ --	$ 87,935,481

In connection with the termination of the Charles Schwab Stable Value Fund, (see Note 11), in November 2011, the majority of the underlying securities in guaranteed investment contracts were sold and reinvested in four short-term government funds and one bank-issued guaranteed investment contract.

NOTE 11. INVESTMENT CONTRACTS

In 2009, the Plan entered into a fully benefit–responsive guaranteed investment contract with Charles Schwab Bank. The contract was included in the financial statements at contract value. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or portion of their investment at contract value. The guaranteed investment contract issuers were contractually obligated to repay the principal and a specified interest rate that was guaranteed to the Plan.

Effective April 2012, the Charles Schwab Stable Value Fund (Schwab Fund) was terminated and replaced with the Morley Stable Value Fund (Morley Fund). In connection with the termination, as of December 31, 2011, $12,056,996 of the Schwab Fund was invested in short term government bond funds and $3,014,249 of the Schwab Fund was invested in guaranteed investment contracts until the termination date. On the termination date in April 2012, $14,856,327 of the Schwab Fund remaining balance was transferred to the Morley Fund. As of December 31, 2012, the Morley Fund primarily invested in a variety of high quality stable value investment contracts.

Because Morley Fund invested in fully benefit–responsive investment contracts, contract value is the relevant measurement attribute for that investment contract. There was no reserve against contract value of Morley Fund for credit risk of the contract issuers or otherwise at December 31, 2012. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent as of December 31, 2012. Such interest rates are reviewed on a monthly basis for resetting.

NOTE 11. INVESTMENT CONTRACTS (Continued)

Certain events limit the ability of the Plan to transact at contract value with the issuers as of December 31, 2012. Such events include the following: fund administration amendments or changes, merger or consolidation of investors, group terminations or layoffs, implementation of an early retirement program, termination or partial termination of the fund, failure to meet certain tax qualifications, participant communication that is designed to influence participants not to invest in the fund, transfers to competing options without meeting the equity wash provisions of the fund, or Plan Sponsor withdrawals without the appropriate notice to the fund and/or issuer. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

As of December 31, 2012, the investment contracts included in the Morley Fund permit the issuers to terminate the agreement upon certain event of default. As of December 31, 2011, the guaranteed investment contracts permitted the issuers to terminate the agreement upon 2 to 3 years notice.

The investment contracts of Morley Fund and Schwab Fund are presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. The fair value of the Morley Fund and Schwab Fund, including investment contracts, at December 31, 2012 and 2011 was $16,500,697 and $15,071,245, respectively.

The average yields are as follows:

Average yields:	Morley Fund 2012	Schwab Fund 2011
Based on actual earnings	1.62%	1.53%
Based on interest rate credited to participants	1.42%	4.59%

For the year ended December 31, 2011, the elevated yield, based on the interest rate credited to participants, of 4.59%, was due to an accelerated distribution of gains through the crediting rate beginning December 1, 2011 in preparation for the termination of the Schwab Fund on April 30, 2012.

NOTE 12. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for Plan benefits according to the financial statements to the Form 5500:

	December 31,	
	2012	2011
Net assets available for Plan benefits per the financial statements	$ 98,420,393	$ 91,265,374
Add accrued expenses	38,933	39,082
Add adjustment from fair value to contract value for fully benefit–responsive investment contracts	310,845	103,279
Net assets available for Plan benefits per Form 5500	$ 98,770,171	$ 91,407,735

The following is a reconciliation of the increase (decrease) in net assets available for Plan benefits per the financial statements to the Form 5500:

	Years ending December 31	
	2012	2011
Increase (decrease) in net assets available for Plan benefits per the financial statements	$ 7,155,019	$ (1,828,734)
Less prior year accrued expenses	(39,082)	(50,126)
Add accrued expenses	38,933	39,082
Add adjustment from fair value to contract value for fully benefit–responsive investment contracts	207,566	(257,970)
Increase (decrease) in net assets available for Plan benefits per Form 5500	$ 7,362,436	$ (2,097,748)

NOTE 13. SUBSEQUENT EVENT

Effective April 19, 2013, an amendment to the Schwab Defined Contribution Plan Services Agreement by and between Quinn Group, Inc. and Schwab Retirement Plan Services, Inc. (Services Agreement) was adopted. The Services Agreement modified the Plan's fund options.

Supplemental Schedule

QUINN GROUP, INC. RETIREMENT PLAN

Employer Identification Number 94-2167334
Plan Number 001
Schedule H, 4i – Schedule of Assets (Held at end of Year)
December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Fair Value
	Morley Stable Value Fund	Common Collective Trust Fund		$ 16,500,697
	American Funds EuroPacific Growth R5	Mutual Fund		4,845,192
	PIMCO Total Return Fund	Mutual Fund		6,602,987
	Cohen & Steers Realty Income Fund	Mutual Fund		2,861,013
	Columbia Acorn Fund Z	Mutual Fund		2,995,038
	Dodge & Cox Stock Fund	Mutual Fund		5,342,564
	QNN Lifestyle Aggressive Growth Fund	Mutual Fund		4,172,193
	QNN Lifestyle Growth Fund	Mutual Fund		15,414,439
	QNN Lifestyle Moderate Fund	Mutual Fund		6,956,643
	QNN Lifestyle Conservative Fund	Mutual Fund		3,462,990
	Growth Fund of America	Mutual Fund		2,247,102
*	Caterpillar Unitized Stock Fund	Unitized Stock Fund		8,495,539
	PIMCO Low Duration Fund	Mutual Fund		729,362
	Allianz NFJ Small Cap Value Fund	Mutual Fund		2,643,104
	Royce Value Plus Fund	Mutual Fund		2,840,317
	Schroder Emerging Markets Equity Investment Fund	Mutual Fund		757,494
*	Schwab S&P 500 Index Fund	Mutual Fund		8,502,385
*	Notes receivable from participants	4.25% - 8.25%		1,646,162
				$ 97,015,221

* Denotes party-in-interest
** Cost omitted for participant-directed investments

QUINN GROUP, INC. RETIREMENT PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 94-2167334
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.02 - 0.10% of average daily balance of assets
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.10% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.05% of average daily balance of asset(s)
Schroder	13-3048123	Rate of 0.10% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Quinn Group, Inc.
NAME OF PLAN: Quinn Group, Inc. Retirement Plan
EIN: 94-2167334
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 8.25%)		1,646,162
	CAT STOCK FUND	Common Stock		8,495,539
	MORLEY STABLE VALUE FUND	Common Collective Trust Fund		16,500,697
	ALLIANZ NFJ SMALLCAP VAL INSTL	Registered Investment Company		2,643,104
	COHEN & STEERS REALTY INST CL	Registered Investment Company		2,861,013
	COLUMBIA ACORN Z	Registered Investment Company		2,995,038
	DODGE & COX STOCK FUND	Registered Investment Company		5,342,564
	EUROPACIFIC GROWTH R5	Registered Investment Company		4,845,192
	GROWTH FUND OF AMERICA R5	Registered Investment Company		2,247,102
	LIFESTYLE AGGRESSIVE FUND	Registered Investment Company		4,172,193
	LIFESTYLE CONSERVATIVE FUND	Registered Investment Company		3,462,990
	LIFESTYLE GROWTH FUND	Registered Investment Company		15,414,439
	LIFESTYLE MODERATE FUND	Registered Investment Company		6,956,643
	PIMCO LOW DURATION FUND	Registered Investment Company		729,362
	PIMCO TOTAL RETURN FUND	Registered Investment Company		6,602,987
	ROYCE VALUE PLUS INSTL	Registered Investment Company		2,840,317
	SCHRODER EMERG MARKET EQ INV	Registered Investment Company		757,494
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		8,502,385