

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information								
1a Name of plan <u>RICHARD D. KIMBALL COMPANY, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1986</u>					
1b Three-digit plan number (PN) ▶	<u>001</u>								
1c Effective date of plan <u>01/01/1986</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RICHARD D. KIMBALL COMPANY</u> <u>200 BRICKSTONE SQUARE</u> <u>ANDOVER, MA 01810</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>04-1506460</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>978-475-0298</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-1506460</u>		2c Sponsor's telephone number <u>978-475-0298</u>		2d Business code (see instructions) <u>541330</u>			
2b Employer Identification Number (EIN) <u>04-1506460</u>									
2c Sponsor's telephone number <u>978-475-0298</u>									
2d Business code (see instructions) <u>541330</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	09/10/2013 Date	LAURA DEPALMA Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	09/10/2013 Date	LAURA DEPALMA 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 RICHARD D. KIMBALL COMPANY 200 BRICKSTONE SQUARE ANDOVER, MA 01810		3b Administrator's EIN 04-1506460 3c Administrator's telephone number 978-475-0298
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		5 248
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	184
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	65
d Subtotal. Add lines 6a , 6b , and 6c	6d	249
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	249
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	246
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	21
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2S 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>RICHARD D. KIMBALL COMPANY, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RICHARD D. KIMBALL COMPANY</u>	D Employer Identification Number (EIN) <u>04-1506460</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	1750	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AM CENT EQ INC INST - AMERICAN CENT 44-0619208	0.15%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BROWN SMALL CO INV - ALPS FUND SERV	0.40%	
20-3247785		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DWS GLB SM CAP GR S - DWS INVESTMEN	0.40%	
02-0432775		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MSIF INTL EQUITY P - MORGAN STANLEY	0.40%	
13-3799749		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
NORTHERN SM CAP VAL - NORTHERN TRUS 36-2723087	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
OAKMARK EQ & INC I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PIMCO TOT RETURN ADM - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PRU/J MID CAP GR A - PRUDENTIAL MUT 22-3703799	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WFA GROWTH INV - BOSTON FINANCIAL D P.O. BOX 8480 BOSTON, MA 02266	0.55%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>RICHARD D. KIMBALL COMPANY, INC. 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RICHARD D. KIMBALL COMPANY</u>		D Employer Identification Number (EIN) <u>04-1506460</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	953423	909937
	(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)	206085	242696
	(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)	14040897	16626227
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15200405	17778860

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15200405	17778860
---	-----------	----------	----------

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)	375129	
(B) Participants	2a(1)(B)	1203899	
(C) Others (including rollovers)	2a(1)(C)	86050	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1665078
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	80	
(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)	8562	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8642
(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)	433082	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		433082
(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)		
(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)		

		(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)		1541092
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3647894

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1067146	
(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)		1067146
f Corrective distributions (see instructions)	2f		92
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	407	
(4) Other	2i(4)	1794	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2201
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1069439

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2578455
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DICICCOGULMAN & COMPANY LLP

(2) EIN: 04-3296226

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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 <u>RICHARD D. KIMBALL COMPANY, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RICHARD D. KIMBALL COMPANY</u>	D Employer Identification Number (EIN) <u>04-1506460</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

**RICHARD D. KIMBALL COMPANY, INC.
401(k) PLAN**

FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974
DECEMBER 31, 2012 AND 2011
TOGETHER WITH INDEPENDENT AUDITORS' REPORT



**DiCICCO,
GULMAN &
COMPANY LLP**

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Professional Excellence On A Personal LevelSM

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN
FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2012 AND 2011

Table of Contents

Independent Auditors' Report	1 - 2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 12
Supplemental Schedule:	
Form 5500 - Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at End of Year)	13

Certain schedules provided for in the regulations of the Employee Retirement Income Security Act of 1974 have been omitted as not required or applicable.



DiCICCO, GULMAN & COMPANY LLP

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Professional Excellence On A Personal LevelSM

Independent Auditors' Report

To the Plan Administrator

Richard D. Kimball Company, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Richard D. Kimball Company, Inc. 401(k) 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

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.

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's ("DOL") 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 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the

Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, part IV, line 4(i) – Schedule of Assets (Held at end of year) as of and for the year ended 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.

Di Ciccio, Hulman + Company LLP

July 31, 2013

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2012	2011
ASSETS		
Investments, at fair value:		
Money market fund	\$ 909,937	\$ 953,423
Mutual funds	16,626,227	14,040,897
Total investments, at fair value	17,536,164	14,994,320
Receivables:		
Participant contributions	6,262	6,473
Employer matching contribution	18,191	1,192
Non-elective employer contribution	-	236,820
Notes receivable from participants	242,696	206,085
Total receivables	267,149	450,570
NET ASSETS AVAILABLE FOR BENEFITS	\$ 17,803,313	\$ 15,444,890

The accompanying notes are an integral part of the financial statements.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ending December 31,	2012
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 1,541,091
Dividend and interest income	433,162
Total investment income	<u>1,974,253</u>
Interest on notes receivable from participants	<u>8,562</u>
Contributions:	
Participant	1,203,688
Employer matching	155,308
Rollovers	86,050
Total contributions	<u>1,445,046</u>
Total additions to net assets	<u>3,427,861</u>
Deductions from net assets attributed to:	
Benefits paid to participants	1,067,238
Administrative expenses	2,200
Total deductions from net assets	<u>1,069,438</u>
Net increase in net assets available for benefits	2,358,423
Net assets available for benefits, beginning of year	<u>15,444,890</u>
Net assets available for benefits, end of year	<u><u>\$ 17,803,313</u></u>

The accompanying notes are an integral part of the financial statements.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan

The following description of the Richard D. Kimball Company, Inc. 401(k) Plan (the "Plan") provides only general information. More complete information regarding the Plan's provisions may be found in the Plan document.

General

The Plan is a defined contribution profit sharing plan with a cash deferral arrangement that was established on January 1, 1986 by the Board of Directors of Richard D. Kimball Company, Inc. (the "Employer"). Fidelity Management Trust Company ("FMTTC") provides recordkeeping and trustee services for the Plan, and also serves as custodian for the Plan's investments. All employees who have attained the age of 18, are eligible to participate in the Plan. An employee who has satisfied the eligibility and entry date requirements, as defined, or a former eligible employee who has an account balance remaining in the Plan is referred to in these footnotes to the financial statements as a "Participant". The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All investments are participant-directed.

Participant Contributions

Participants may defer a minimum of 1% up to a maximum of 60% of their eligible compensation and up to 100% of bonuses, and compensation earned in the final month of the plan year, as defined by the Plan, not to exceed a dollar limit established under the Internal Revenue Code (the "Code"). Participants may make pre-tax or Roth contributions to their accounts. Participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans ("Rollovers").

Employees, upon eligibility to participate in the Plan, will be automatically enrolled to defer 3% of their eligible compensation, as defined. On January 1, of each subsequent year, the automatic elective deferral contributions are increased by 1% up to a maximum of 10%. A Participant may choose not to defer or may choose a different percentage once enrolled. Automatic enrollment deferrals are invested in the Fidelity Freedom funds based upon the employee's expected retirement date. The 3% pre-tax deferral election and the default investment option remain in effect until the Participant changes them.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Employer Contributions

Non-elective Employer Contributions

The Employer, at its discretion, may make non-elective employer contributions to the Plan as determined by its Board of Directors. Non-elective employer contributions are allocated according to the following groups; Shareholders and Non-Shareholders. An employee may only belong to one group. In the event the employee fits the description of more than one group, the employee will be considered as belonging to the group that provides the largest allocation. Non-elective employer contributions are allocated to Participants based on the ratio that each eligible active Participant's compensation, who is a member of that particular group, bears to the total compensation paid to all eligible active Participants, who are members of that group, for the Plan year. To be eligible for a profit sharing contribution allocation, a Participant must have completed at least 501 hours of service during the plan year or be employed by the Employer as of the last day of the plan year. For the year ended December 31, 2012, the Employer elected not to make a profit sharing contribution.

Matching Contributions

The Employer, at its discretion, may elect to contribute a matching contribution. A Participant is entitled to Employer matching contributions once enrolled in the Plan and making deferral contributions.

Under certain circumstances, the Employer may make additional matching contributions. The additional matching contribution percentage must be equal to or greater than the Employer contribution discussed above.

Participant Accounts

Each Participant's account is credited with the Participant's contribution and allocations of the Employer's contributions and Plan investment earnings, and reduced by direct loan fees. Allocations are based on Participant earnings 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.

Plan Administration

The Employer is the plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan. Individual Participant accounts may be charged directly for all administrative expenses, if not paid by the Employer.

Vesting

Participants are immediately vested in their deferral and rollover contributions plus allocated earnings thereon. Participants begin vesting in Employer non-elective and matching contributions, if any, plus earnings thereon after two years of service and are 100% vested after six years of service. Upon death, disability, or attainment of normal retirement age, a Participant is fully vested in all of their accounts.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Payment of Benefits

Upon termination of service due to death, disability, voluntary termination, or retirement, a Participant or beneficiary may elect to receive either a lump-sum distribution or installment payments in an amount equal to the value of the Participant's vested interest in his or her account. The payment can either be a cash distribution to the Participant or a tax free rollover to an individual retirement account or another qualified plan. If a terminated Participant's vested account balance is more than \$1,000 but less than \$5,000, the plan administrator, after notification and consent from the Participant, may distribute the benefit into an individual retirement account. If a Participant's vested account is less than \$1,000, the Plan administrator, after notification, may distribute the account balance to the Participant in a lump sum payment.

In service withdrawals from the Participant's vested account balances are permitted upon reaching age 59 $\frac{1}{2}$.

In service withdrawals are permitted due to financial hardship, as defined in the plan document. Participants must have obtained all distributions, other than the hardship withdrawal, and all nontaxable loans currently available, before financial hardship withdrawals are allowed. Hardship withdrawals may be taken from the Participant's deferral contributions account, without respect to earnings, and are subject to a \$500 minimum amount. Deferrals must be suspended for six months following receipt of a hardship withdrawal.

Notes Receivable from Participants

Participants may borrow from their vested accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The minimum amount a Participant may borrow is \$1,000. A Participant may only have one loan outstanding at a time. Loan terms range from one to five years (or up to ten years for the purchase of a primary residence). Loans are secured by the vested balance in the Participant's account and bear interest at a rate commensurate with local prevailing rates as determined monthly by the plan administrator. Principal and interest are paid ratably through payroll deductions or by check if the employee has terminated employment. If a Participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the Participant's loan balance is reduced and a benefit payment is made in accordance with the Plan document. The interest rate on loans outstanding at December 31, 2012 ranges from 4.25% to 6.00%. Loans to Participants are reported as notes receivable from Participants at the unpaid principal balance plus any accrued but unpaid interest.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Forfeited Accounts

A Participant who no longer is employed by the Employer forfeits any non-vested balance after the earliest of five consecutive one year breaks in service or distribution of the entire vested portion of the Participant's account. Non-vested forfeited account balances are retained in the Plan and are used to reduce future Employer contributions or pay administrative expenses. Forfeited non-vested accounts at December 31, 2012 and 2011 amounted to \$9,926 and \$38,563, respectively. During the plan year ended December 31, 2012, \$32,827 was used to reduce employer matching contributions and \$31,160 was used to reduce the Employer non-elective contribution receivable at December 31, 2011.

Subsequent Events

The Employer has evaluated subsequent events through July 31, 2013, the date the financial statements were approved and authorized for issuance by management, and determined that there have been no subsequent events that would require recognition in the financial statements or disclosure in the notes to the financial statements.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

Investments, Investment Valuation and Income

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 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Interest income on notes receivable from Participants is recognized on the accrual basis of accounting. Related fees are recorded as administrative fees and expensed when incurred. No allowance has been recorded as of December 31, 2012 and 2011.

Payments of Benefits

Benefits are recorded during the period in which they are paid.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 - Investments (Unaudited)

The Plan offers investment choices to allow Participants to create a diversified portfolio of investments based on the Participants' risk tolerance. Participants may direct contributions to any of 37 mutual funds and a money market portfolio fund as investment options.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by FMTC at December 31, 2012 and 2011 and for the year ended December 31, 2012 except for comparing such information certified by FMTC to information included in the Plan's financial statements and supplemental schedule.

The following table presents the fair value of the participant-directed investments in the Plan that were certified by FMTC. Single investments representing more than 5% of the Plan's net assets are separately identified as of December 31:

	<u>2012</u>	<u>2011</u>
Investments at fair value:		
Fidelity Contrafund	\$ 2,082,016	\$ 1,856,724
Wells Fargo Growth Inv CL Fund	1,977,926	1,213,254
Pimco Total Return Fund Administrative Class	1,964,693	1,503,350
Fidelity Balanced Fund	1,098,922	1,090,381
Manning & Napier Pro-Blend Maximum Term Series Fund	977,703	861,949
Fidelity Retirement Money Market Portfolio Fund	909,937	953,423
Spartan 500 Index Fund – Fidelity Advantage Class	902,368	*
Other Investments Certified by FMTC	<u>7,622,599</u>	<u>7,515,239</u>
	<u>\$ 17,536,164</u>	<u>\$ 14,994,320</u>

*Investment was less than 5% of net assets available for benefits.

FMTC also certified to the completeness and accuracy of (1) the net appreciation in the value of investments by \$1,541,091, dividend income of \$433,082 and interest income related to the money market portfolio fund of \$80 and (2) the information in the supplemental schedule, Form 5500 – Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at Year End).

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements

Under GAAP, a framework for measuring fair values has been established to clarify the definition of those fair values and expand disclosures about assets and liabilities measured at 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 active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy described under GAAP are as follows:

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

Level 2: Inputs to the valuation methodology include 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; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's 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.

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

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end (Level 1).

Mutual funds: Valued at the daily closing price as reported by the fund (Level 1). Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5 - Risks and Uncertainties

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

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, Participants will become fully vested in their accounts. Any unallocated assets of the Plan will be allocated to Participant accounts and distributed in such a manner as the Employer may determine.

Note 7 - Tax Status

The Plan is a prototype standardized 401(k) plan, qualified under Section 401(a), and is exempt from federal income taxes under Section 501(a) of the Code. The Plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and that the Plan is qualified and the related trust is tax-exempt as of the financial statement dates.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. It is the Plan's policy to account for any uncertainties as described under the income tax laws. Under the income tax laws, the tax-exempt status of an entity is considered a tax position. No such uncertain tax positions have been recognized by the Plan

The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2009.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 8 - Party-in-Interest Transactions

Plan investments include shares of mutual funds and a money market portfolio fund managed by Fidelity Investments, an affiliate of FMTC. Accordingly, these transactions qualify as exempt party-in-interest transactions. The Plan paid administrative expenses of \$2,200 to FMTC during the year ended December 31, 2012. Notes receivable from Participants qualify as exempt party-in-interest transactions.

Note 9 - Reconciliation of Financial Statements to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements at December 31,	\$ 17,803,313	\$ 15,444,890
Receivables at December 31, not recorded on the Form 5500	<u>(24,453)</u>	<u>(244,485)</u>
Net assets per the Form 5500 at December 31,	<u>\$ 17,778,860</u>	<u>\$ 15,200,405</u>

The following is a reconciliation of the increase in net assets per the financial statements for the year ended December 31, 2012 to net income per the Form 5500:

Increase in net assets available for benefits per the financial statements	\$ 2,358,423
Receivables at December 31, 2012 not recorded on Form 5500	(24,453)
Receivables at December 31, 2011 recorded on Form 5500	<u>244,485</u>
Net income per the Form 5500	<u>\$ 2,578,455</u>

SUPPLEMENTAL SCHEDULE

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

FORM 5500 - SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2012

EIN: 04-1506460

Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
* Fidelity Retirement Money Market Portfolio Fund		Money Market	**	\$ 909,937
* Fidelity Contrafund		Mutual Fund	**	2,082,016
Wells Fargo Growth Inv CL Fund		Mutual Fund	**	1,977,926
Pimco Total Return Fund Administrative Class		Mutual Fund	**	1,964,693
* Fidelity Balanced Fund		Mutual Fund	**	1,098,922
Manning & Napier Pro-Blend Maximum Term Series Fund		Mutual Fund	**	977,703
Spartan 500 Index Fund - Fidelity Advantage Class		Mutual Fund	**	902,368
* Fidelity Freedom 2025 Fund		Mutual Fund	**	802,238
* Fidelity Government Income Fund		Mutual Fund	**	686,105
Brown Capital Mgmt Small Company Inst CL Fund		Mutual Fund	**	663,560
* Fidelity Diversified International Fund		Mutual Fund	**	624,217
American Century Equity Income Inst CL Fund		Mutual Fund	**	431,880
* Fidelity Freedom 2020 Fund		Mutual Fund	**	353,870
* Fidelity Freedom 2030 Fund		Mutual Fund	**	349,110
Artisan Mid Cap Value Inv CL Fund		Mutual Fund	**	337,098
* Fidelity Capital & Income Fund		Mutual Fund	**	328,486
* Fidelity Freedom 2040 Fund		Mutual Fund	**	311,112
Janus Overseas Fund Class S		Mutual Fund	**	303,657
Morgan Stanley Institutional International Equity Fund Class P		Mutual Fund	**	285,917
American Century Inflated Adjusted Treasury Inv CL		Mutual Fund	**	279,244
DWS Global Small Cap Growth Fund Class S		Mutual Fund	**	278,101
* Fidelity Freedom 2015 Fund		Mutual Fund	**	237,223
* Fidelity Select Natural Resources Portfolio		Mutual Fund	**	215,184
Columbia Value & Restructuring Fund Class Z		Mutual Fund	**	187,361
Prudential Jennison Mid Cap Growth Fund Class A		Mutual Fund	**	182,364
* Fidelity Freedom 2035 Fund		Mutual Fund	**	180,781
Baron Small Cap Fund		Mutual Fund	**	169,076
* Fidelity Freedom 2050 Fund		Mutual Fund	**	107,351
Northern Small Cap Value Fund		Mutual Fund	**	89,522
* Fidelity Freedom 2045 Fund		Mutual Fund	**	69,594
* Fidelity Freedom 2010 Fund		Mutual Fund	**	44,877
* Fidelity Freedom 2000 Fund		Mutual Fund	**	36,802
* Fidelity Freedom 2005 Fund		Mutual Fund	**	21,965
* Fidelity Freedom Income Fund		Mutual Fund	**	19,887
* Fidelity Freedom 2055 Fund		Mutual Fund	**	15,317
Spartan Extended Market Index Fund - Fidelity Advantage Class		Mutual Fund	**	7,024
Oakmark Equity and Income Fund Class I		Mutual Fund	**	3,212
Spartan International Index Fund - Fidelity Advantage Class		Mutual Fund	**	464
				16,626,227
* Notes Receivable from Participants		Interest rates (4.25% - 6.00%)	-0-	242,696
				\$ 17,778,860

* Party-in-interest

** Cost information is not required for participant-directed investments and has therefore not been included.

**RICHARD D. KIMBALL COMPANY, INC.
401(k) PLAN**

FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974
DECEMBER 31, 2012 AND 2011
TOGETHER WITH INDEPENDENT AUDITORS' REPORT



**DiCICCO,
GULMAN &
COMPANY LLP**

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Professional Excellence On A Personal LevelSM

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN
FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2012 AND 2011

Table of Contents

Independent Auditors' Report	1 - 2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 12
Supplemental Schedule:	
Form 5500 - Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at End of Year)	13

Certain schedules provided for in the regulations of the Employee Retirement Income Security Act of 1974 have been omitted as not required or applicable.



DiCICCO, GULMAN & COMPANY LLP

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Professional Excellence On A Personal LevelSM

Independent Auditors' Report

To the Plan Administrator

Richard D. Kimball Company, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Richard D. Kimball Company, Inc. 401(k) 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

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.

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's ("DOL") 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 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the

Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, part IV, line 4(i) – Schedule of Assets (Held at end of year) as of and for the year ended 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.

Di Ciccio, Hulman + Company LLP

July 31, 2013

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2012	2011
ASSETS		
Investments, at fair value:		
Money market fund	\$ 909,937	\$ 953,423
Mutual funds	16,626,227	14,040,897
Total investments, at fair value	17,536,164	14,994,320
Receivables:		
Participant contributions	6,262	6,473
Employer matching contribution	18,191	1,192
Non-elective employer contribution	-	236,820
Notes receivable from participants	242,696	206,085
Total receivables	267,149	450,570
NET ASSETS AVAILABLE FOR BENEFITS	\$ 17,803,313	\$ 15,444,890

The accompanying notes are an integral part of the financial statements.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ending December 31,	2012
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 1,541,091
Dividend and interest income	433,162
Total investment income	<u>1,974,253</u>
Interest on notes receivable from participants	<u>8,562</u>
Contributions:	
Participant	1,203,688
Employer matching	155,308
Rollovers	86,050
Total contributions	<u>1,445,046</u>
Total additions to net assets	<u>3,427,861</u>
Deductions from net assets attributed to:	
Benefits paid to participants	1,067,238
Administrative expenses	2,200
Total deductions from net assets	<u>1,069,438</u>
Net increase in net assets available for benefits	2,358,423
Net assets available for benefits, beginning of year	<u>15,444,890</u>
Net assets available for benefits, end of year	<u><u>\$ 17,803,313</u></u>

The accompanying notes are an integral part of the financial statements.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan

The following description of the Richard D. Kimball Company, Inc. 401(k) Plan (the "Plan") provides only general information. More complete information regarding the Plan's provisions may be found in the Plan document.

General

The Plan is a defined contribution profit sharing plan with a cash deferral arrangement that was established on January 1, 1986 by the Board of Directors of Richard D. Kimball Company, Inc. (the "Employer"). Fidelity Management Trust Company ("FMTC") provides recordkeeping and trustee services for the Plan, and also serves as custodian for the Plan's investments. All employees who have attained the age of 18, are eligible to participate in the Plan. An employee who has satisfied the eligibility and entry date requirements, as defined, or a former eligible employee who has an account balance remaining in the Plan is referred to in these footnotes to the financial statements as a "Participant". The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All investments are participant-directed.

Participant Contributions

Participants may defer a minimum of 1% up to a maximum of 60% of their eligible compensation and up to 100% of bonuses, and compensation earned in the final month of the plan year, as defined by the Plan, not to exceed a dollar limit established under the Internal Revenue Code (the "Code"). Participants may make pre-tax or Roth contributions to their accounts. Participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans ("Rollovers").

Employees, upon eligibility to participate in the Plan, will be automatically enrolled to defer 3% of their eligible compensation, as defined. On January 1, of each subsequent year, the automatic elective deferral contributions are increased by 1% up to a maximum of 10%. A Participant may choose not to defer or may choose a different percentage once enrolled. Automatic enrollment deferrals are invested in the Fidelity Freedom funds based upon the employee's expected retirement date. The 3% pre-tax deferral election and the default investment option remain in effect until the Participant changes them.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Employer Contributions

Non-elective Employer Contributions

The Employer, at its discretion, may make non-elective employer contributions to the Plan as determined by its Board of Directors. Non-elective employer contributions are allocated according to the following groups; Shareholders and Non-Shareholders. An employee may only belong to one group. In the event the employee fits the description of more than one group, the employee will be considered as belonging to the group that provides the largest allocation. Non-elective employer contributions are allocated to Participants based on the ratio that each eligible active Participant's compensation, who is a member of that particular group, bears to the total compensation paid to all eligible active Participants, who are members of that group, for the Plan year. To be eligible for a profit sharing contribution allocation, a Participant must have completed at least 501 hours of service during the plan year or be employed by the Employer as of the last day of the plan year. For the year ended December 31, 2012, the Employer elected not to make a profit sharing contribution.

Matching Contributions

The Employer, at its discretion, may elect to contribute a matching contribution. A Participant is entitled to Employer matching contributions once enrolled in the Plan and making deferral contributions.

Under certain circumstances, the Employer may make additional matching contributions. The additional matching contribution percentage must be equal to or greater than the Employer contribution discussed above.

Participant Accounts

Each Participant's account is credited with the Participant's contribution and allocations of the Employer's contributions and Plan investment earnings, and reduced by direct loan fees. Allocations are based on Participant earnings 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.

Plan Administration

The Employer is the plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan. Individual Participant accounts may be charged directly for all administrative expenses, if not paid by the Employer.

Vesting

Participants are immediately vested in their deferral and rollover contributions plus allocated earnings thereon. Participants begin vesting in Employer non-elective and matching contributions, if any, plus earnings thereon after two years of service and are 100% vested after six years of service. Upon death, disability, or attainment of normal retirement age, a Participant is fully vested in all of their accounts.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Payment of Benefits

Upon termination of service due to death, disability, voluntary termination, or retirement, a Participant or beneficiary may elect to receive either a lump-sum distribution or installment payments in an amount equal to the value of the Participant's vested interest in his or her account. The payment can either be a cash distribution to the Participant or a tax free rollover to an individual retirement account or another qualified plan. If a terminated Participant's vested account balance is more than \$1,000 but less than \$5,000, the plan administrator, after notification and consent from the Participant, may distribute the benefit into an individual retirement account. If a Participant's vested account is less than \$1,000, the Plan administrator, after notification, may distribute the account balance to the Participant in a lump sum payment.

In service withdrawals from the Participant's vested account balances are permitted upon reaching age 59 ½.

In service withdrawals are permitted due to financial hardship, as defined in the plan document. Participants must have obtained all distributions, other than the hardship withdrawal, and all nontaxable loans currently available, before financial hardship withdrawals are allowed. Hardship withdrawals may be taken from the Participant's deferral contributions account, without respect to earnings, and are subject to a \$500 minimum amount. Deferrals must be suspended for six months following receipt of a hardship withdrawal.

Notes Receivable from Participants

Participants may borrow from their vested accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The minimum amount a Participant may borrow is \$1,000. A Participant may only have one loan outstanding at a time. Loan terms range from one to five years (or up to ten years for the purchase of a primary residence). Loans are secured by the vested balance in the Participant's account and bear interest at a rate commensurate with local prevailing rates as determined monthly by the plan administrator. Principal and interest are paid ratably through payroll deductions or by check if the employee has terminated employment. If a Participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the Participant's loan balance is reduced and a benefit payment is made in accordance with the Plan document. The interest rate on loans outstanding at December 31, 2012 ranges from 4.25% to 6.00%. Loans to Participants are reported as notes receivable from Participants at the unpaid principal balance plus any accrued but unpaid interest.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

Forfeited Accounts

A Participant who no longer is employed by the Employer forfeits any non-vested balance after the earliest of five consecutive one year breaks in service or distribution of the entire vested portion of the Participant's account. Non-vested forfeited account balances are retained in the Plan and are used to reduce future Employer contributions or pay administrative expenses. Forfeited non-vested accounts at December 31, 2012 and 2011 amounted to \$9,926 and \$38,563, respectively. During the plan year ended December 31, 2012, \$32,827 was used to reduce employer matching contributions and \$31,160 was used to reduce the Employer non-elective contribution receivable at December 31, 2011.

Subsequent Events

The Employer has evaluated subsequent events through July 31, 2013, the date the financial statements were approved and authorized for issuance by management, and determined that there have been no subsequent events that would require recognition in the financial statements or disclosure in the notes to the financial statements.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

Investments, Investment Valuation and Income

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 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Interest income on notes receivable from Participants is recognized on the accrual basis of accounting. Related fees are recorded as administrative fees and expensed when incurred. No allowance has been recorded as of December 31, 2012 and 2011.

Payments of Benefits

Benefits are recorded during the period in which they are paid.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 - Investments (Unaudited)

The Plan offers investment choices to allow Participants to create a diversified portfolio of investments based on the Participants' risk tolerance. Participants may direct contributions to any of 37 mutual funds and a money market portfolio fund as investment options.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by FMTC at December 31, 2012 and 2011 and for the year ended December 31, 2012 except for comparing such information certified by FMTC to information included in the Plan's financial statements and supplemental schedule.

The following table presents the fair value of the participant-directed investments in the Plan that were certified by FMTC. Single investments representing more than 5% of the Plan's net assets are separately identified as of December 31:

	<u>2012</u>	<u>2011</u>
Investments at fair value:		
Fidelity Contrafund	\$ 2,082,016	\$ 1,856,724
Wells Fargo Growth Inv CL Fund	1,977,926	1,213,254
Pimco Total Return Fund Administrative Class	1,964,693	1,503,350
Fidelity Balanced Fund	1,098,922	1,090,381
Manning & Napier Pro-Blend Maximum Term Series Fund	977,703	861,949
Fidelity Retirement Money Market Portfolio Fund	909,937	953,423
Spartan 500 Index Fund – Fidelity Advantage Class	902,368	*
Other Investments Certified by FMTC	<u>7,622,599</u>	<u>7,515,239</u>
	<u>\$ 17,536,164</u>	<u>\$ 14,994,320</u>

*Investment was less than 5% of net assets available for benefits.

FMTC also certified to the completeness and accuracy of (1) the net appreciation in the value of investments by \$1,541,091, dividend income of \$433,082 and interest income related to the money market portfolio fund of \$80 and (2) the information in the supplemental schedule, Form 5500 – Schedule H, Part IV, Line 4(i) – Schedule of Assets (Held at Year End).

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements

Under GAAP, a framework for measuring fair values has been established to clarify the definition of those fair values and expand disclosures about assets and liabilities measured at 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 active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy described under GAAP are as follows:

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

Level 2: Inputs to the valuation methodology include 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; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's 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.

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

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end (Level 1).

Mutual funds: Valued at the daily closing price as reported by the fund (Level 1). Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5 - Risks and Uncertainties

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

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, Participants will become fully vested in their accounts. Any unallocated assets of the Plan will be allocated to Participant accounts and distributed in such a manner as the Employer may determine.

Note 7 - Tax Status

The Plan is a prototype standardized 401(k) plan, qualified under Section 401(a), and is exempt from federal income taxes under Section 501(a) of the Code. The Plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and that the Plan is qualified and the related trust is tax-exempt as of the financial statement dates.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. It is the Plan's policy to account for any uncertainties as described under the income tax laws. Under the income tax laws, the tax-exempt status of an entity is considered a tax position. No such uncertain tax positions have been recognized by the Plan

The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2009.

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 8 - Party-in-Interest Transactions

Plan investments include shares of mutual funds and a money market portfolio fund managed by Fidelity Investments, an affiliate of FMTC. Accordingly, these transactions qualify as exempt party-in-interest transactions. The Plan paid administrative expenses of \$2,200 to FMTC during the year ended December 31, 2012. Notes receivable from Participants qualify as exempt party-in-interest transactions.

Note 9 - Reconciliation of Financial Statements to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements at December 31,	\$ 17,803,313	\$ 15,444,890
Receivables at December 31, not recorded on the Form 5500	<u>(24,453)</u>	<u>(244,485)</u>
Net assets per the Form 5500 at December 31,	<u>\$ 17,778,860</u>	<u>\$ 15,200,405</u>

The following is a reconciliation of the increase in net assets per the financial statements for the year ended December 31, 2012 to net income per the Form 5500:

Increase in net assets available for benefits per the financial statements	\$ 2,358,423
Receivables at December 31, 2012 not recorded on Form 5500	(24,453)
Receivables at December 31, 2011 recorded on Form 5500	<u>244,485</u>
Net income per the Form 5500	<u>\$ 2,578,455</u>

SUPPLEMENTAL SCHEDULE

RICHARD D. KIMBALL COMPANY, INC. 401(k) PLAN

FORM 5500 - SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2012

EIN: 04-1506460

Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
* Fidelity Retirement Money Market Portfolio Fund		Money Market	**	\$ 909,937
* Fidelity Contrafund		Mutual Fund	**	2,082,016
Wells Fargo Growth Inv CL Fund		Mutual Fund	**	1,977,926
Pimco Total Return Fund Administrative Class		Mutual Fund	**	1,964,693
* Fidelity Balanced Fund		Mutual Fund	**	1,098,922
Manning & Napier Pro-Blend Maximum Term Series Fund		Mutual Fund	**	977,703
Spartan 500 Index Fund - Fidelity Advantage Class		Mutual Fund	**	902,368
* Fidelity Freedom 2025 Fund		Mutual Fund	**	802,238
* Fidelity Government Income Fund		Mutual Fund	**	686,105
Brown Capital Mgmt Small Company Inst CL Fund		Mutual Fund	**	663,560
* Fidelity Diversified International Fund		Mutual Fund	**	624,217
American Century Equity Income Inst CL Fund		Mutual Fund	**	431,880
* Fidelity Freedom 2020 Fund		Mutual Fund	**	353,870
* Fidelity Freedom 2030 Fund		Mutual Fund	**	349,110
Artisan Mid Cap Value Inv CL Fund		Mutual Fund	**	337,098
* Fidelity Capital & Income Fund		Mutual Fund	**	328,486
* Fidelity Freedom 2040 Fund		Mutual Fund	**	311,112
Janus Overseas Fund Class S		Mutual Fund	**	303,657
Morgan Stanley Institutional International Equity Fund Class P		Mutual Fund	**	285,917
American Century Inflated Adjusted Treasury Inv CL		Mutual Fund	**	279,244
DWS Global Small Cap Growth Fund Class S		Mutual Fund	**	278,101
* Fidelity Freedom 2015 Fund		Mutual Fund	**	237,223
* Fidelity Select Natural Resources Portfolio		Mutual Fund	**	215,184
Columbia Value & Restructuring Fund Class Z		Mutual Fund	**	187,361
Prudential Jennison Mid Cap Growth Fund Class A		Mutual Fund	**	182,364
* Fidelity Freedom 2035 Fund		Mutual Fund	**	180,781
Baron Small Cap Fund		Mutual Fund	**	169,076
* Fidelity Freedom 2050 Fund		Mutual Fund	**	107,351
Northern Small Cap Value Fund		Mutual Fund	**	89,522
* Fidelity Freedom 2045 Fund		Mutual Fund	**	69,594
* Fidelity Freedom 2010 Fund		Mutual Fund	**	44,877
* Fidelity Freedom 2000 Fund		Mutual Fund	**	36,802
* Fidelity Freedom 2005 Fund		Mutual Fund	**	21,965
* Fidelity Freedom Income Fund		Mutual Fund	**	19,887
* Fidelity Freedom 2055 Fund		Mutual Fund	**	15,317
Spartan Extended Market Index Fund - Fidelity Advantage Class		Mutual Fund	**	7,024
Oakmark Equity and Income Fund Class I		Mutual Fund	**	3,212
Spartan International Index Fund - Fidelity Advantage Class		Mutual Fund	**	464
				16,626,227
* Notes Receivable from Participants		Interest rates (4.25% - 6.00%)	-0-	242,696
				\$ 17,778,860

* Party-in-interest

** Cost information is not required for participant-directed investments and has therefore not been included.