

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>HENRY H. OTTENS MANUFACTURING 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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1985</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HENRY H. OTTENS MANUFACTURING CO., INC.</u> <u>7800 HOLSTEIN AVENUE</u> <u>PHILADELPHIA, PA 19153</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>23-1404595</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>215-365-7800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1404595</u>	2c Sponsor's telephone number <u>215-365-7800</u>	2d Business code (see instructions) <u>311900</u>	
2b Employer Identification Number (EIN) <u>23-1404595</u>					
2c Sponsor's telephone number <u>215-365-7800</u>					
2d Business code (see instructions) <u>311900</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	09/11/2013 Date	ROBBIN NEJAD Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	09/11/2013 Date	ROBBIN NEJAD 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 HENRY H. OTTENS MANUFACTURING CO., INC. 7800 HOLSTEIN AVENUE PHILADELPHIA, PA 19153		3b Administrator's EIN 23-1404595
		3c Administrator's telephone number 215-365-7800
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		5 146
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	112
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	28
d Subtotal. Add lines 6a , 6b , and 6c	6d	141
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	141
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	117
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 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 HENRY H. OTTENS MANUFACTURING 401(K) PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 HENRY H. OTTENS MANUFACTURING CO., INC.	D Employer Identification Number (EIN) 23-1404595

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 37 65 60	RECORDKEEPER	106	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
(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.
ABF SM CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		(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.
AM CENT GOVT BD INV - AMERICAN CENT 44-0619208	0.25%	
(a) Enter service provider name as it appears on line 2		(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.
BLKRRK GLOBAL ALLOC A - BNY MELLON I 760 MOORE ROAD KING OF PRUSSIA, PA 19406	0.50%	

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.
BLKRK SM CAP GRTH A - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%	
<hr/>		
(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.
COL MID CAP GRTH Z - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%	
<hr/>		
(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.
CONESTOGA SMALL CAP - MUTUAL SHAREH 8000 TOWN CENTRE DRIVE, SUITE 400 BROADVIEW HEIGHTS, OH 44141	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	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS TECHNOLOGY S - DWS INVESTMENTS	0.40%	
02-0432775		
(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.	
FEDERATED KAUFMANN A - STATE STREET	0.60%	
04-0025081		
(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.	
FKLN SM CAP VALUE A - FRANKLIN TEMP	0.40%	
94-3167260		

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		
GS MID CAP VALUE A - GOLDMAN, SACHS	0.35%	
13-5108880		
(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		
HEARTLAND VAL PLS IV - ALPS FUND SE	0.50%	
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		
INVS CHARTER R5 - INVESCO AIM INVES	0.35%	
98-0557567		

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.	
INVS DIVRS DIVD R5 - INVESCO AIM IN 98-0557567	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.	
INVS INTL GROWTH R5 - INVESCO CANAD P.O. BOX 4739 HOUSTON, TX 77210-4739	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.	
JANUS BALANCED T - JANUS SERVICES L 43-1804048	0.35%	

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
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JANUS HIGH YLD BD T - JANUS SERVICE</p> <p>43-1804048</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OAKMARK EQ & INC I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR INTL GROWTH A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.50%</p>		

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="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
RDGWTH MID CAP VAL I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
TEMPLETON WORLD A - FRANKLIN TEMPLE 94-3167260	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	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG INT VAL R4 - BOSTON FINAN 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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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:

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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.	<small>OMB No. 1210-0110</small> 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 HENRY H. OTTENS MANUFACTURING 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 HENRY H. OTTENS MANUFACTURING CO., INC.		D Employer Identification Number (EIN) 23-1404595

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	993190	1147847
(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)	127665	125878
(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)	4740548	5785838
(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	5861403	7059563

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	5861403	7059563
---	-----------	---------	---------

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)	167707	
(B) Participants	2a(1)(B)	506725	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		674432
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	34	
(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)	6262	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6296
(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)	145740	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		145740
(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)		505551
c Other income.....	2c		-158
d Total income. Add all income amounts in column (b) and enter total.....	2d		1331861

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	132695	
(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)		132695
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1006	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1006
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		133701

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1198160
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: ZOOK DINON PA

(2) EIN: 22-2746484

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan HENRY H. OTTENS MANUFACTURING 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 HENRY H. OTTENS MANUFACTURING CO., INC.		D Employer Identification Number (EIN) 23-1404595
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 45-0404698		
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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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): _____

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
TOGETHER WITH
INDEPENDENT AUDITORS' REPORT

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

INDEX TO FINANCIAL STATEMENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - As of December 31, 2012 and 2011	3
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - For the Years Ended December 31, 2012 and 2011	4
NOTES TO FINANCIAL STATEMENTS	5 - 13
SUPPLEMENTAL SCHEDULE:	
SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR) - As of December 31, 2012	14 - 15



ZOOK DINON PA
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor of the
Henry H. Ottens Manufacturing 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Henry H. Ottens Manufacturing 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, and Ascensus, Inc., the former recordkeeper of the Plan as agent for Frontier Trust Company, the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment



transactions from September 1, 2012 to December 31, 2012, and that Ascensus, Inc. held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to August 31, 2012. The plan administrator has obtained certifications from the trustee and former recordkeeper as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee and former recordkeeper is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 and former recordkeeper, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Zook Dinon PA

July 29, 2013

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	As of December 31	
	2012	2011
Investments, at fair value	\$ 6,933,685	\$ 5,733,737
Notes receivable from participants	125,878	127,506
Net assets available for benefits	<u>\$ 7,059,563</u>	<u>\$ 5,861,243</u>

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

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31	
	2012	2011
ADDITIONS:		
Investment income:		
Net appreciation in fair value of investments	\$ 466,653	\$ -
Interest and dividends	184,671	73,412
Total investment income	651,324	73,412
Interest income on notes receivable from participants	6,262	7,317
Contributions:		
Company	167,707	163,818
Participant	506,725	483,858
Total contributions	674,432	647,676
Total additions	1,332,018	728,405
DEDUCTIONS:		
Net depreciation in fair value of investments	-	215,958
Distributions paid to participants	132,695	600,451
Administrative fees and other	1,003	1,106
Total deductions	133,698	817,515
NET INCREASE (DECREASE)	1,198,320	(89,110)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	5,861,243	5,950,353
End of year	\$ 7,059,563	\$ 5,861,243

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

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION:

The following description of the Henry H. Ottens Manufacturing 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General -

Henry H. Ottens Manufacturing Co., Inc. (the "Company") established the Henry H. Ottens Manufacturing 401(k) Plan (the "Plan") and related trust for the benefit of eligible employees. Substantially all of the Plan participants are employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions -

The Plan is a defined contribution plan to which participants may contribute up to 92% of their compensation, as defined in the Plan, subject to certain limitations. In addition, participants may contribute "rollover" contributions from other qualified plans. The participant, upon application, specifies the available funds into which his or her own contributions shall be invested. Participants may elect to change the manner in which contributions are allocated and may also transfer contributions from one fund to another.

Effective October 1, 2012, unless an eligible employee affirmatively elects otherwise, the eligible employee's compensation will be reduced by 2% and the Company will make a pre-tax deferral contribution in such amount on the employee's behalf in accordance with the Plan document. Effective September 1, 2012, all eligible employees of the Company are covered by the Plan after completing six months of service with the Company.

Prior to September 1, 2012, employees were allowed to make elective contributions and were eligible for any Company matching contributions or profit sharing contributions following completion of one year of eligible service or 1,000 hours.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

The Company matches, on a per-pay basis, 100% of the first 3% of the amount contributed into the Plan by eligible participants and 50% of the next 2% contributed. Highly compensated participants are not eligible for this safe harbor match. The Company also made a 15% discretionary matching contribution to each eligible highly compensated participant's elective deferral for the years ended December 31, 2012 and 2011. The Company may also make an additional profit sharing contribution to predetermined allocation groups as specified in the Plan agreement. There were no profit sharing contributions for the years ended December 31, 2012 and 2011.

Participant Accounts -

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contributions and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Earnings (losses) are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting -

Participant contributions, Company matching contributions and earnings thereon are fully vested at all times and are not subject to forfeiture.

Vesting in profit sharing contributions is as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	33%
2	66%
3	100%

Participants become fully (100%) vested in any profit sharing contributions upon the occurrence of death, total or permanent disability, or normal retirement.

Forfeited Accounts -

Forfeitures, which totaled \$211 and \$180 as of December 31, 2012 and 2011, respectively, will be used to offset future Company's matching contributions. No forfeitures were used to offset Company contributions for the year ended December 31, 2012 and 2011.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Notes Receivable from Participants -

Participants may borrow from their fund accounts. Maximum terms of loans to participants are generally five years. Monthly interest payments by participants are based on rates determined by the plan administrator considering market interest rates in effect at the time of making the loan. Loans are secured by the participant's account balance and are limited to the lesser of \$50,000 or 50% of the amount vested in the participant's account.

Payment of Benefits -

Payment of participant benefits is made upon the participant attaining normal retirement age, disability, death, or termination of employment. Benefits are distributed to a participant or their designated beneficiary in a lump-sum payment.

Administrative Expenses -

Substantially all expenses of the Plan are paid by the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting -

The accompanying financial statements have been prepared using the accrual method of accounting, in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates -

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Risks and Uncertainties -

The Plan invests in a combination of investment securities which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Notes Receivable from Participants -

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income from notes receivable is recorded on the accrual basis.

Investment Valuation and Income Recognition -

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 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 (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits -

Benefits are recorded when paid.

Date of Management's Review -

Subsequent events were evaluated through July 29, 2013, which is the date the financial statements were available to be issued.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable inputs and have the lowest priority. The Plan uses the appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were used by the Plan.

Level 1	The fair values of the registered investment companies and money market fund are based on the closing price reported on the active market where the individual securities are traded.
---------	---

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

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

Fair Value Measurements at December 31, 2012 Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Registered investment companies:		
Balanced/Hybrid	\$ 773,215	\$ 773,215
Fixed Income	1,698,346	1,698,346
International	814,833	814,833
Large Blend	16,266	16,266
Large Growth	743,609	743,609
Large Value	664,807	664,807
Mid-cap Growth	234,224	234,224
Mid-cap Value	386,959	386,959
Small Growth	133,496	133,496
Small Value	320,082	320,082
Money market fund	1,147,848	1,147,848
Total assets at fair value	<u>\$ 6,933,685</u>	<u>\$ 6,933,685</u>

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Fair Value Measurements at December 31, 2011 Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Registered investment companies:		
Asset Allocation	\$ 13,270	\$ 13,270
Balanced	146,738	146,738
Bond Fund	1,391,838	1,391,838
Cash/Stable Value	993,190	993,190
Growth and Income	1,062,198	1,062,198
Equity	62,800	62,800
International	705,292	705,292
Small-cap Equity	386,816	386,816
Mid-cap Equity	309,767	309,767
Large-cap Equity	661,828	661,828
Total assets at fair value	<u>\$ 5,733,737</u>	<u>\$ 5,733,737</u>

4. INVESTMENTS - CERTIFIED FINANCIAL INFORMATION:

All investment information disclosed in the accompanying financial statements and supplemental schedule including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments and interest for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee and the former recordkeeper.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

The following summarizes the fair value of participant-directed investments that represent 5% or more of the Plan's net assets as of December 31, 2012:

American Century Government Bond Inv	\$ 775,095
Fidelity Contrafund	665,405
Fidelity Retirement Money Market	1,147,848
Goldman Sachs Mid Cap Value Fund Class A	386,748
Invesco Diversified Dividend Instl	664,807
PIMCO Total Return Admin	861,061
Thornburg International Value R 4	634,915

The following summarizes the fair value of participant-directed investments that represent 5% or more of the Plan's net assets as of December 31, 2011:

American Funds Growth Fnd of Amer R3	\$ 661,828
Goldman Sachs Mid Cap Value Fund A	309,767
Invesco Diversified Dividend Fund A	711,175
Merrill Lynch Retirement Reserves Money Fd Class	964,649
Nationwide Government Bond Fund Cl A	720,668
PIMCO Total Return Fund A	671,168
Thornburg International Value R4	705,292

5. RELATED PARTY TRANSACTIONS:

At December 31, 2012, certain Plan investments consisted of shares of registered investment companies and a money market fund managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

6. FEDERAL TAX STATUS:

The Company adopted the Plan using the Volume Submitter Plan Document prepared by Fidelity Management & Research Company. An opinion letter from the Internal Revenue Service ("IRS") dated March 31, 2008 states that the form of the Plan is designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The Volume Submitter Plan Document has been amended since receiving the opinion letter. The Company has not obtained a separate determination letter from the IRS; however, the

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for taxes has been made in the accompanying financial statements.

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

7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their account balances.

SUPPLEMENTAL SCHEDULE

HENRY H. OTTENS MANUFACTURING 401(K) PLAN

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

DECEMBER 31, 2012 E.I.N. 23-1404595, P.I.N. 002

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(e)</u>
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Market Value
	Money market fund:			
*	Fidelity Investments	Fidelity Retirement Money Market	-	\$ 1,147,848
	Registered investment companies:			
	American Beacon	American Beacon Small Cp Value Inv	-	\$ 8,906
	American Century Investments	American Century Government Bond Inv	-	\$ 775,095
	BlackRock	BlackRock Global Allocation Inv A	-	\$ 15,992
	BlackRock	BlackRock Small Cap Growth Equity Inv A	-	\$ 133,285
	Columbia	Columbia Mid Cap Growth Z	-	\$ 4,300
	Conestoga Capital Advisors	Conestoga Small Cap	-	\$ 211
	DWS Investments	DWS Technology S	-	\$ 78,204
	Federated	Federated Kaufmann A	-	\$ 229,924
*	Fidelity Investments	Fidelity Balanced A	-	\$ 8,537
*	Fidelity Investments	Fidelity Contrafund	-	\$ 665,405
*	Fidelity Investments	Fidelity Freedom 2015	-	\$ 28,904
*	Fidelity Investments	Fidelity Freedom 2020	-	\$ 77,222
*	Fidelity Investments	Fidelity Freedom 2025	-	\$ 47,658
*	Fidelity Investments	Fidelity Freedom 2030	-	\$ 60,673
*	Fidelity Investments	Fidelity Freedom 2035	-	\$ 337,610
*	Fidelity Investments	Fidelity Freedom 2040	-	\$ 17,279
*	Fidelity Investments	Fidelity Freedom 2045	-	\$ 19,212
*	Fidelity Investments	Fidelity Freedom 2050	-	\$ 17,858

HENRY H. OTTENS MANUFACTURING 401(K) PLAN

SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(continued from page 14)

DECEMBER 31, 2012 E.I.N. 23-1404595, P.I.N. 002

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(e)</u>
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Market Value
*	Fidelity Investments	Fidelity Freedom 2055	-	\$ 12,683
*	Fidelity Investments	Fidelity Freedom Income	-	\$ 371
*	Fidelity Investments	Fidelity International Growth	-	\$ 36,931
*	Fidelity Investments	Fidelity Small Cap Value	-	\$ 37,803
*	Fidelity Investments	Fidelity Spartan 500 Index Advtg	-	\$ 11,136
*	Fidelity Investments	Fidelity Worldwide	-	\$ 121,639
	Franklin Templeton Investment Funds	Franklin Small Cap Value Fund Class A	-	\$ 273,373
	Goldman Sachs	Goldman Sachs Mid Cap Value Fund Class A	-	\$ 386,748
	Invesco	Invesco Charter I	-	\$ 4,759
	Invesco	Invesco Diversified Dividend Instl	-	\$ 664,807
	Janus	Janus Balanced T	-	\$ 145,579
	Janus	Janus High-Yield T	-	\$ 62,190
	Oppenheimer Funds	Oppenheimer International Growth A	-	\$ 422
	PIMCO	PIMCO Total Return Admin	-	\$ 861,061
	RidgeWorth	RidgeWorth Mid-Cap Value Equity I	-	\$ 211
	Franklin Templeton Investment Funds	Templeton World A	-	\$ 4,934
	Thornburg	Thornburg International Value R 4	-	\$ 634,915
*	Participant loans	(4.25% - 9.25%)	-	\$ 125,878

* Party-in-interest.

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
TOGETHER WITH
INDEPENDENT AUDITORS' REPORT

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

INDEX TO FINANCIAL STATEMENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - As of December 31, 2012 and 2011	3
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - For the Years Ended December 31, 2012 and 2011	4
NOTES TO FINANCIAL STATEMENTS	5 - 13
SUPPLEMENTAL SCHEDULE:	
SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR) - As of December 31, 2012	14 - 15



ZOOK DINON PA
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor of the
Henry H. Ottens Manufacturing 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Henry H. Ottens Manufacturing 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, and Ascensus, Inc., the former recordkeeper of the Plan as agent for Frontier Trust Company, the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment



transactions from September 1, 2012 to December 31, 2012, and that Ascensus, Inc. held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to August 31, 2012. The plan administrator has obtained certifications from the trustee and former recordkeeper as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee and former recordkeeper is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 and former recordkeeper, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Zook Dinon PA

July 29, 2013

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>ASSETS</u>	As of December 31	
	2012	2011
Investments, at fair value	\$ 6,933,685	\$ 5,733,737
Notes receivable from participants	125,878	127,506
Net assets available for benefits	<u>\$ 7,059,563</u>	<u>\$ 5,861,243</u>

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

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31	
	2012	2011
ADDITIONS:		
Investment income:		
Net appreciation in fair value of investments	\$ 466,653	\$ -
Interest and dividends	184,671	73,412
Total investment income	651,324	73,412
Interest income on notes receivable from participants	6,262	7,317
Contributions:		
Company	167,707	163,818
Participant	506,725	483,858
Total contributions	674,432	647,676
Total additions	1,332,018	728,405
DEDUCTIONS:		
Net depreciation in fair value of investments	-	215,958
Distributions paid to participants	132,695	600,451
Administrative fees and other	1,003	1,106
Total deductions	133,698	817,515
NET INCREASE (DECREASE)	1,198,320	(89,110)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	5,861,243	5,950,353
End of year	\$ 7,059,563	\$ 5,861,243

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

HENRY H. OTTENS
MANUFACTURING 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION:

The following description of the Henry H. Ottens Manufacturing 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General -

Henry H. Ottens Manufacturing Co., Inc. (the "Company") established the Henry H. Ottens Manufacturing 401(k) Plan (the "Plan") and related trust for the benefit of eligible employees. Substantially all of the Plan participants are employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions -

The Plan is a defined contribution plan to which participants may contribute up to 92% of their compensation, as defined in the Plan, subject to certain limitations. In addition, participants may contribute "rollover" contributions from other qualified plans. The participant, upon application, specifies the available funds into which his or her own contributions shall be invested. Participants may elect to change the manner in which contributions are allocated and may also transfer contributions from one fund to another.

Effective October 1, 2012, unless an eligible employee affirmatively elects otherwise, the eligible employee's compensation will be reduced by 2% and the Company will make a pre-tax deferral contribution in such amount on the employee's behalf in accordance with the Plan document. Effective September 1, 2012, all eligible employees of the Company are covered by the Plan after completing six months of service with the Company.

Prior to September 1, 2012, employees were allowed to make elective contributions and were eligible for any Company matching contributions or profit sharing contributions following completion of one year of eligible service or 1,000 hours.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

The Company matches, on a per-pay basis, 100% of the first 3% of the amount contributed into the Plan by eligible participants and 50% of the next 2% contributed. Highly compensated participants are not eligible for this safe harbor match. The Company also made a 15% discretionary matching contribution to each eligible highly compensated participant's elective deferral for the years ended December 31, 2012 and 2011. The Company may also make an additional profit sharing contribution to predetermined allocation groups as specified in the Plan agreement. There were no profit sharing contributions for the years ended December 31, 2012 and 2011.

Participant Accounts -

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contributions and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Earnings (losses) are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting -

Participant contributions, Company matching contributions and earnings thereon are fully vested at all times and are not subject to forfeiture.

Vesting in profit sharing contributions is as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	33%
2	66%
3	100%

Participants become fully (100%) vested in any profit sharing contributions upon the occurrence of death, total or permanent disability, or normal retirement.

Forfeited Accounts -

Forfeitures, which totaled \$211 and \$180 as of December 31, 2012 and 2011, respectively, will be used to offset future Company's matching contributions. No forfeitures were used to offset Company contributions for the year ended December 31, 2012 and 2011.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Notes Receivable from Participants -

Participants may borrow from their fund accounts. Maximum terms of loans to participants are generally five years. Monthly interest payments by participants are based on rates determined by the plan administrator considering market interest rates in effect at the time of making the loan. Loans are secured by the participant's account balance and are limited to the lesser of \$50,000 or 50% of the amount vested in the participant's account.

Payment of Benefits -

Payment of participant benefits is made upon the participant attaining normal retirement age, disability, death, or termination of employment. Benefits are distributed to a participant or their designated beneficiary in a lump-sum payment.

Administrative Expenses -

Substantially all expenses of the Plan are paid by the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting -

The accompanying financial statements have been prepared using the accrual method of accounting, in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates -

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Risks and Uncertainties -

The Plan invests in a combination of investment securities which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Notes Receivable from Participants -

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income from notes receivable is recorded on the accrual basis.

Investment Valuation and Income Recognition -

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 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 (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits -

Benefits are recorded when paid.

Date of Management's Review -

Subsequent events were evaluated through July 29, 2013, which is the date the financial statements were available to be issued.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable inputs and have the lowest priority. The Plan uses the appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were used by the Plan.

Level 1	The fair values of the registered investment companies and money market fund are based on the closing price reported on the active market where the individual securities are traded.
---------	---

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

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

Fair Value Measurements at December 31, 2012 Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Registered investment companies:		
Balanced/Hybrid	\$ 773,215	\$ 773,215
Fixed Income	1,698,346	1,698,346
International	814,833	814,833
Large Blend	16,266	16,266
Large Growth	743,609	743,609
Large Value	664,807	664,807
Mid-cap Growth	234,224	234,224
Mid-cap Value	386,959	386,959
Small Growth	133,496	133,496
Small Value	320,082	320,082
Money market fund	1,147,848	1,147,848
Total assets at fair value	<u>\$ 6,933,685</u>	<u>\$ 6,933,685</u>

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Fair Value Measurements at December 31, 2011 Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Registered investment companies:		
Asset Allocation	\$ 13,270	\$ 13,270
Balanced	146,738	146,738
Bond Fund	1,391,838	1,391,838
Cash/Stable Value	993,190	993,190
Growth and Income	1,062,198	1,062,198
Equity	62,800	62,800
International	705,292	705,292
Small-cap Equity	386,816	386,816
Mid-cap Equity	309,767	309,767
Large-cap Equity	661,828	661,828
Total assets at fair value	<u>\$ 5,733,737</u>	<u>\$ 5,733,737</u>

4. INVESTMENTS - CERTIFIED FINANCIAL INFORMATION:

All investment information disclosed in the accompanying financial statements and supplemental schedule including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments and interest for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee and the former recordkeeper.

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

The following summarizes the fair value of participant-directed investments that represent 5% or more of the Plan's net assets as of December 31, 2012:

American Century Government Bond Inv	\$ 775,095
Fidelity Contrafund	665,405
Fidelity Retirement Money Market	1,147,848
Goldman Sachs Mid Cap Value Fund Class A	386,748
Invesco Diversified Dividend Instl	664,807
PIMCO Total Return Admin	861,061
Thornburg International Value R 4	634,915

The following summarizes the fair value of participant-directed investments that represent 5% or more of the Plan's net assets as of December 31, 2011:

American Funds Growth Fnd of Amer R3	\$ 661,828
Goldman Sachs Mid Cap Value Fund A	309,767
Invesco Diversified Dividend Fund A	711,175
Merrill Lynch Retirement Reserves Money Fd Class	964,649
Nationwide Government Bond Fund Cl A	720,668
PIMCO Total Return Fund A	671,168
Thornburg International Value R4	705,292

5. RELATED PARTY TRANSACTIONS:

At December 31, 2012, certain Plan investments consisted of shares of registered investment companies and a money market fund managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

6. FEDERAL TAX STATUS:

The Company adopted the Plan using the Volume Submitter Plan Document prepared by Fidelity Management & Research Company. An opinion letter from the Internal Revenue Service ("IRS") dated March 31, 2008 states that the form of the Plan is designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The Volume Submitter Plan Document has been amended since receiving the opinion letter. The Company has not obtained a separate determination letter from the IRS; however, the

HENRY H. OTTENS MANUFACTURING 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for taxes has been made in the accompanying financial statements.

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

7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their account balances.

SUPPLEMENTAL SCHEDULE

HENRY H. OTTENS MANUFACTURING 401(K) PLAN

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

DECEMBER 31, 2012 E.I.N. 23-1404595, P.I.N. 002

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(e)</u>
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Market Value
	Money market fund:			
*	Fidelity Investments	Fidelity Retirement Money Market	-	\$ 1,147,848
	Registered investment companies:			
	American Beacon	American Beacon Small Cp Value Inv	-	\$ 8,906
	American Century Investments	American Century Government Bond Inv	-	\$ 775,095
	BlackRock	BlackRock Global Allocation Inv A	-	\$ 15,992
	BlackRock	BlackRock Small Cap Growth Equity Inv A	-	\$ 133,285
	Columbia	Columbia Mid Cap Growth Z	-	\$ 4,300
	Conestoga Capital Advisors	Conestoga Small Cap	-	\$ 211
	DWS Investments	DWS Technology S	-	\$ 78,204
	Federated	Federated Kaufmann A	-	\$ 229,924
*	Fidelity Investments	Fidelity Balanced A	-	\$ 8,537
*	Fidelity Investments	Fidelity Contrafund	-	\$ 665,405
*	Fidelity Investments	Fidelity Freedom 2015	-	\$ 28,904
*	Fidelity Investments	Fidelity Freedom 2020	-	\$ 77,222
*	Fidelity Investments	Fidelity Freedom 2025	-	\$ 47,658
*	Fidelity Investments	Fidelity Freedom 2030	-	\$ 60,673
*	Fidelity Investments	Fidelity Freedom 2035	-	\$ 337,610
*	Fidelity Investments	Fidelity Freedom 2040	-	\$ 17,279
*	Fidelity Investments	Fidelity Freedom 2045	-	\$ 19,212
*	Fidelity Investments	Fidelity Freedom 2050	-	\$ 17,858

HENRY H. OTTENS MANUFACTURING 401(K) PLAN

SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(continued from page 14)

DECEMBER 31, 2012 E.I.N. 23-1404595, P.I.N. 002

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(e)</u>
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Market Value
*	Fidelity Investments	Fidelity Freedom 2055	-	\$ 12,683
*	Fidelity Investments	Fidelity Freedom Income	-	\$ 371
*	Fidelity Investments	Fidelity International Growth	-	\$ 36,931
*	Fidelity Investments	Fidelity Small Cap Value	-	\$ 37,803
*	Fidelity Investments	Fidelity Spartan 500 Index Advtg	-	\$ 11,136
*	Fidelity Investments	Fidelity Worldwide	-	\$ 121,639
	Franklin Templeton Investment Funds	Franklin Small Cap Value Fund Class A	-	\$ 273,373
	Goldman Sachs	Goldman Sachs Mid Cap Value Fund Class A	-	\$ 386,748
	Invesco	Invesco Charter I	-	\$ 4,759
	Invesco	Invesco Diversified Dividend Instl	-	\$ 664,807
	Janus	Janus Balanced T	-	\$ 145,579
	Janus	Janus High-Yield T	-	\$ 62,190
	Oppenheimer Funds	Oppenheimer International Growth A	-	\$ 422
	PIMCO	PIMCO Total Return Admin	-	\$ 861,061
	RidgeWorth	RidgeWorth Mid-Cap Value Equity I	-	\$ 211
	Franklin Templeton Investment Funds	Templeton World A	-	\$ 4,934
	Thornburg	Thornburg International Value R 4	-	\$ 634,915
*	Participant loans	(4.25% - 9.25%)	-	\$ 125,878

* Party-in-interest.