

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>11/30/2012</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>TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/1979</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/01/1979</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/01/1979</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TIMKEN DRIVES, LLC</u> <u>901 19TH AVENUE</u> <u>FULTON, IL 61252</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-2662674</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>815-589-2211</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>332110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-2662674</u>	2c Sponsor's telephone number <u>815-589-2211</u>	2d Business code (see instructions) <u>332110</u>	
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2c Sponsor's telephone number <u>815-589-2211</u>					
2d Business code (see instructions) <u>332110</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	_____ Date	<u>MARY BUIKEMA</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. _____ Signature of employer/plan sponsor	_____ Date	<u>BENJAMIN WEYRICK</u> 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 TIMKEN DRIVES, LLC 901 19TH AVENUE FULTON, IL 61252		3b Administrator's EIN 26-2662674
		3c Administrator's telephone number 815-589-2211
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		5 439
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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 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) ☐ <u>0</u> 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 11/30/2012

A Name of plan <u>TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TIMKEN DRIVES, LLC</u>	D Employer Identification Number (EIN) <u>26-2662674</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ALLIANCE BENEFIT GROUP

37-0899315

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37	NONE	23532	Yes ☒ No ☐	Yes ☐ No ☒	27942	Yes ☐ No ☒

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

RIVERNORTH CAPITAL MANAGEMENT, LLC

325 N. LASALLE STREET
SUITE 645
CHICAGO, IL 60654

(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?
20	NONE	12500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TD AMERITRADE TRUST COMPANY

20-0937408

(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?
18	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	9635	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
ALLIANCE BENEFIT GROUP OF ILLINOIS	59	27942
(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.	
TD AMERITRADE TRUST COMPANY 20-0937408	REVENUE SHARING USED TO PAY TPA FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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
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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
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 11/30/2012		
A Name of plan TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TIMKEN DRIVES, LLC	D Employer Identification Number (EIN) 26-2662674	

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)	64747	0
(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)	434701	0
(9) Value of interest in common/collective trusts.....	1c(9)	2812502	0
(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)	16306338	0
(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	19618288	0

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	19618288	0
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14863	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14863
(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)	176302	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		176302
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-60633
(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)		1525147
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1655679

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2281264	
(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)		2281264
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)	23532	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12500	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		36032
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2317296

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-661617
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		18956671

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: CRIPPEN REID & BOWEN LLC

(2) EIN: 36-2767460

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		25000000
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)

THE TIMKEN COMPANY SAVINGS AND INVESTMENT PENSION PLAN

5b(2) EIN(s)	5b(3) PN(s)
34-0577130	011

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 11/30/2012

A Name of plan <u>TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TIMKEN DRIVES, LLC</u>	D Employer Identification Number (EIN) <u>26-2662674</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>37-0899315</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

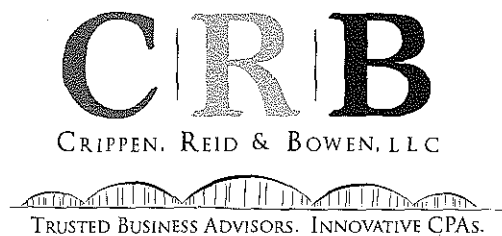
**TIMKEN DRIVES, LLC RETIREMENT
SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

For the years ended November 30, 2012 and December 31, 2011

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Independent Auditors' Report

To the Plan Administrator
Timken Drives, LLC Retirement Savings Plan
Fulton, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Timken Drives, LLC Retirement Savings Plan, which comprise the statements of net assets available for benefits as of November 30, 2012 and December 31, 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 are 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 5, which was certified by TD AMERITRADE Trust Company, the trustee of the plan, except for comparing such information with the related information included in the financial statements and supplemental information. We have been informed by the plan administrator that the trustee held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period from January 1, 2011 to November 30, 2012. The plan administrator has obtained a certification from the trustee as of November 30, 2012 and December 31, 2011, and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental information, 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 information 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 information, other than that derived from the information certified by the trustee, has 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.

Cyprus Reed & Bowen LLC

Moline, Illinois
August 30, 2013

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
November 30, 2012 and December 31, 2011

ASSETS	<u>2012</u>	<u>2011</u>
Investments, at fair value		
Money market fund	\$ - - -	\$ 64,747
Value of interest in registered investment companies	- - -	16,306,338
Value of interest in common/collective trust	<u>- - -</u>	<u>2,812,502</u>
Total investments	- - -	19,183,587
Notes receivable from participants	<u>- - -</u>	<u>434,701</u>
Net assets available for benefits at fair value	- - -	19,618,288
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>- - -</u>	<u>(140,247)</u>
Net assets available for benefits	<u>\$ - - -</u>	<u>\$19,478,041</u>

See the accompanying notes to financial statements.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
For the years ended November 30, 2012 and December 31, 2011

	<u>2012</u>	<u>2011</u>
Additions		
Contributions		
Employer	\$ - - -	\$ 582,100
Participant	<u> - - -</u>	<u> 1,411,566</u>
	- - -	1,993,666
Investment income		
Net appreciation (depreciation) in fair value of investments	1,781,063	(340,785)
Interest income on notes receivable from participants	<u> 14,863</u>	<u> 24,158</u>
Total additions	<u> 1,795,926</u>	<u> 1,677,039</u>
Deductions		
Benefits paid to participants	2,281,264	1,204,501
Administrative expenses	36,032	75,563
Transfer of Plan assets due to merger	<u> 18,956,671</u>	<u> - - -</u>
Total deductions	<u> 21,273,967</u>	<u> 1,280,064</u>
Net increase (decrease)	(19,478,041)	396,975
Net assets available for benefits, beginning of year	<u> 19,478,041</u>	<u> 19,081,066</u>
Net assets available for benefits, end of year	<u><u> \$ - - -</u></u>	<u><u> \$19,478,041</u></u>

See the accompanying notes to financial statements.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 1 - Description of Plan

The following brief description of the Timken Drives, LLC Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

a. Merger - In October 2011, the Timken Company acquired 100% of the ownership interest of Drives, LLC, with the company being renamed Timken Drives, LLC. Therefore, the Company became the sponsor of the Plan as part of the acquisition.

The Instrument of Merger document provides that the Timken Drives, LLC Retirement Savings Plan is merged into the Timken Company Savings and Investment Plan (merged plan) for all purposes as of November 30, 2012. Each participant in the merged plan shall be entitled to receive benefits from the merged plan immediately after the merger at least equal to the benefits that the participant would have been entitled to receive from the plan in which they were a participant prior to the merger, as if such plan had been terminated. In accordance with the provisions of the blackout period notice, the participant accounts were transferred to the merged plan custodian on December 3, 2012 and available to participants.

Effective December 31, 2011, the Plan was amended to freeze contributions and participation due to the acquisition and expected merger.

b. General - The Plan is a defined contribution plan that covers substantially all employees of Timken Drives, LLC (Company) who are age eighteen or older, except excluded employees. Entry into the Plan occurs on the first day of the month coinciding with or next following the date eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan incorporates an automatic enrollment feature and an automatic increase program. Unless otherwise elected by the participant, eligible employees are automatically enrolled in the Plan at 3%. The contribution rate for all participants who were automatically enrolled will automatically increase 1% each January 1st following their first full year of participation, up to a maximum 6% unless the participant elects out of the plan.

c. Contributions - Participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). For the year ended November 30, 2012, there were no rollover contributions. For the year ended December 31, 2011, there were rollover contributions of approximately \$199,000.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 1 - Description of Plan (continued)

The Company has the option to make discretionary matching contributions each year. The Company matches 100% of the first 1% of the participant's deferral, plus 50% of the next 5%. The Plan makes additional matching contributions based on years of service which are limited to a percentage of compensation as follows: (1) 4.5% for participants with 20 to 24 years of service, (2) 5.5% for participants with 25 to 29 years of service, and (3) 6.5% for participants with over 30 years of service.

d. Participant accounts - Each participant's account is credited with the participant's contributions and allocations of (1) the Company's contributions, (2) Plan earnings, and (3) charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

e. Investment options - Participants may direct their account balances into various investment options offered by the Plan. Participants may change their investment options daily. Up until November 30, 2012, the Plan offered five registered investment companies and one common/collective trust as investment options.

f. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions to participant accounts plus actual earnings thereon is 100 percent after two years of credited service. Vesting of 100 percent of a participant's employer contributions and earnings thereon also occurs upon death or disability of the participant or attainment of age 65 (normal retirement).

g. Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their deferral contributions account balance, whichever is less. Only one loan may be outstanding to a participant at any time. Loan transactions are classified as notes receivable from participants, segregated from plan investments. Loan terms range from one to five years, except in the case of loans used in connection with the purchase of a home. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. The interest rates ranged from 4.25 – 9.25 percent. Principal and interest are paid ratably through payroll deductions.

h. Payment of benefits - Upon termination of service due to retirement, death, disability or separation from service, participants may elect to receive benefits in a single lump-sum in accordance with the Plan. Also, upon retirement, disability, or separation from service, participants may elect to continue their account until the participant attains age 65. A participant is also allowed to make hardship distributions in certain circumstances.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 1 - Description of Plan (continued)

i. Forfeited accounts - At November 30, 2012, there were no forfeited nonvested accounts. At December 31, 2011, forfeited nonvested accounts amounted to approximately \$800. These accounts are to be used to reduce future employer contributions in Timken's separate retirement plan after Plan assets were transferred. For the year ended November 30, 2012, employer contributions were not reduced from forfeited nonvested accounts. For the year ended December 31, employer contributions were reduced by approximately \$12,300 from forfeited nonvested accounts.

Note 2 - Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan:

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

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

b. 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 the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

c. Current accounting developments - In May 2011, the FASB issued amended guidance to improve the comparability of fair value measurements presented and disclosed in financial statements made in accordance with U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). In particular, this guidance requires (i) separate disclosure of all transfers in and out of Level 1 and Level 2 fair value measurements, and (ii) additional Level 3 disclosures explaining the plan's valuation policy and procedures with a table quantifying unobservable inputs. The guidance is effective for nonpublic entities for annual periods beginning after December 15, 2011. The Plan has adopted this guidance for the 2012 Plan year with no material impact on the Plan's financial statements.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 2 - Summary of Significant Accounting Policies (continued)

d. Investment valuation and income recognition - The Plan's investments are stated at fair value. All assets were transferred to the Timken Company's retirement plan as of November 30, 2012. 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. The fair value of units in registered investment companies and common/collective trusts are valued at the fair value of the underlying assets. 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.

e. Net appreciation (depreciation) in fair value of investments - The earnings, expenses, realized gains or losses, and unrealized appreciation in registered investment companies and the common/collective trust are recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

f. Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of November 30, 2012 or December 31, 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

g. Administrative expenses - The Plan pays the cost of administering the Plan except for the audit of the Plan.

Management fees and operating expenses charged to the Plan for investments in registered investment companies and the common/collective trust are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

h. Payment of benefits - Benefit payments to participants are recorded when paid.

i. Subsequent events - Subsequent events have been evaluated through the report date which represents the date the financial statements were available to be issued. Subsequent events after that date have not been evaluated.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 3 - Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (formerly SFAS No. 157, *Fair Value Measurements*), provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets, that the plan has the ability to access, and have the highest priority. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and for the period from January 1, 2012 through November 30, 2012.

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

Common/collective trust: Valued daily at the NAV of units of an insurance company collective trust. The NAV, as provided by the trustee, is used to estimate fair value and is based on the fair value of the underlying investments held by the fund less its liabilities. The daily value is calculated based on the contract value which is based on the provisions of the contract(s). Participant transactions (purchases and sales) may occur daily.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 3 - Fair Value Measurements (continued)

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. All assets were transferred to the Timken Company's retirement plan as of November 30, 2012.

	<u>Fair Value Measurements at Reporting Date Using:</u>		
	<u>Total</u>	<u>(Level 1)</u>	<u>(Level 2)</u>
<u>December 31, 2011</u>			
Money market fund	\$ 64,747	\$ 64,747	\$ - - -
Value of interest in registered investment companies:			
Conservative allocation	5,453,474	5,453,474	- - -
Moderate allocation	6,264,727	6,264,727	- - -
Aggressive allocation	2,828,465	2,828,465	- - -
International stock	1,759,672	1,759,672	- - -
Value of interest in common/collective trust	<u>2,812,502</u>	<u>- - -</u>	<u>2,812,502</u>
Total	<u>\$19,183,587</u>	<u>\$16,371,085</u>	<u>\$2,812,502</u>

Note 4 - Investment Contract with Insurance Company

The Plan entered into a common/collective trust with MetLife. MetLife maintains the contributions in fixed income insurance contract accounts. The accounts are credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by MetLife.

Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. Participants ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rates were 3.9% and 4.12% at November 30, 2012 and December 31, 2011, respectively. The crediting interest rate is based on a formula agreed upon with MetLife. Such interest rate is reviewed on a quarterly basis for resetting. The average annualized yields for the years ended November 30, 2012 and December 31, 2011 were 6.84% and 8.69%, respectively.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 4 - Investment Contract with Insurance Company (continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Note 5 - Certified Investments

Other than the fair value of the investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements, including investments and notes receivable from participants held at November 30, 2012 and December 31, 2011, and net appreciation in fair value of investments, interest and dividends for the years ended November 30, 2012 and December 31, 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by TD AMERITRADE Trust Company, the trustee of the Plan.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$1,781,063 and \$(340,785) as follows:

	<u>2012</u>	<u>2011</u>
Value of interest in registered investment companies	\$1,701,449	\$(400,619)
Value of interest in common/collective trust	<u>79,614</u>	<u>59,834</u>
Net appreciation (depreciation) in fair value of investments	<u>\$1,781,063</u>	<u>\$(340,785)</u>

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 5 - Certified Investments (continued)

Investments that represent 5% or more of the Plan's net assets are separately identified.

	<u>2012</u>	<u>2011</u>
TD Ameritrade Trust Money Market Fund	<u>\$ - - -</u>	<u>\$ 64,747</u>
Registered investment companies		
Russell Lifepoints Balanced Strategy Fund Class R1	\$ - - -	\$ 6,264,727
Russell Lifepoints Conservative Strategy Fund	- - -	1,340,204
Russell Lifepoints Equity Growth Strategy Fund	- - -	1,759,672
Russell Lifepoints Growth Strategy Fund Class R1	- - -	2,828,465
Russell Lifepoints Moderate Strategy Fund Class R1	<u>- - -</u>	<u>4,113,270</u>
Total	<u>\$ - - -</u>	<u>\$16,306,338</u>
Common/collective trust		
MetLife Stable Value Fund	<u>\$ - - -</u>	<u>\$ 2,812,502</u>

Note 6 - Related Party Transactions

Certain Plan investments are units of registered investment companies managed by TD AMERITRADE Trust Company. TD AMERITRADE Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note 7 - Differences Between Financial Statements and Form 5500

The financial statements were prepared using the contract value for the common/collective trust while the Form 5500 was prepared using the fair value for the common/collective trust, resulting in differences between the financial statements and the Form 5500.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 7 - Differences Between Financial Statements and Form 5500 (continued)

The following is a reconciliation of the assets available for benefits reflected on the financial statements as of November 30, 2012 and December 31, 2011, to the Form 5500:

	<u>2012</u>	<u>2011</u>
Assets available for benefits financial statements	\$ - - -	\$19,478,041
Differences in:		
Investments	- - -	434,701
Receivables – notes receivable from participants	- - -	(434,701)
Contract value to fair value	<u> </u>	<u>140,247</u>
Assets available for benefits Form 5500	<u>\$ - - -</u>	<u>\$19,618,288</u>

The following is a reconciliation of the net investment gain (loss) from the common/collective trust reflected on the financial statements for the years ended November 30, 2012 and December 31, 2011, to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net investment gain financial statements	\$ 79,614	\$ 59,834
Adjustment from contract value to fair value	<u>(140,247)</u>	<u>115,973</u>
Net investment gain (loss) Form 5500	<u>\$ (60,633)</u>	<u>\$175,807</u>

Note 8 - Tax Status

The Plan adopted the Alliance Benefit Group of Illinois Prototype Plan (Alliance). Alliance received acknowledgement from the Internal Revenue Service in March 2008, indicating the prototype, as designed, was exempt from federal income tax. The IRS permits the Plan to rely on their approval of the Alliance Benefit prototype plan. The Plan has since been amended. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
November 30, 2012 and December 31, 2011

Note 8 - Tax Status (continued)

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed tax positions taken by the Plan, and has concluded that as of November 30, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Risks and Uncertainties

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

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
SUPPLEMENTAL INFORMATION
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
November 30, 2012

Identity of Issue and <u>Description of Investment</u>	Current <u>Value</u>
No assets as of November 30, 2012 due to merger	\$ - - -

TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
SUPPLEMENTAL INFORMATION
SCHEDULE OF REPORTABLE TRANSACTIONS
November 30, 2012

<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Cost of Asset</u>	<u>Gain or (Loss)</u>
<u>Category (i) – Single transactions in excess of 5% of plan assets</u>				
Metlife Stable Value Fund	\$- - -	\$2,021,172	\$1,962,327	\$ 58,845
Russell Lifepoints Growth Strategy Fund Class R1	\$- - -	\$2,928,330	\$2,648,682	\$279,648
Russell Lifepoints Balanced Strategy Fund Class R1	\$- - -	\$6,088,996	\$5,558,531	\$530,465
Russell Lifepoints Conservative Strategy Fund	\$- - -	\$1,449,552	\$1,364,587	\$ 84,965
Russell Lifepoints Equity Growth Strategy Fund	\$- - -	\$1,639,071	\$1,477,485	\$161,586
Russell Lifepoints Moderate Strategy Fund Class R1	\$- - -	\$4,115,229	\$4,450,811	\$335,582

Sponsor's Name: TIMKEN DRIVES, LLC
 EIN: 26-2662674
 Name of Plan: TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
 Plan Number: 001

Schedule H, Part IV, Line 4j

Schedule of Reportable Transactions for Year Ended: 11/30/2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
	MetLife Stable Value III		2,021,172			1,962,327	2,021,172	58,845
	Russell Lifepoints Growth R1		2,928,330			2,648,682	2,928,330	279,648
	Russell Lifepoints Balanced R1		6,088,996			5,558,531	6,088,996	530,465
	Russell Lifepoints Converg R1		1,449,552			1,364,587	1,449,552	84,965
	Russell Lifepoints Equity Gr R1		1,639,071			1,477,485	1,639,071	161,586
	Russell Lifepoints Moderate R1		4,450,811			4,115,229	4,450,811	335,582

Sponsor's Name: TIMKEN DRIVES, LLC
 EIN: 26-2662674
 Name of Plan: TIMKEN DRIVES, LLC RETIREMENT SAVINGS PLAN
 Plan Number: 001

Schedule H, Part IV, Line 4i

Schedule of Assets Held for Investment Purposes at End of Year: 11/30/2012

		(c) Description of Investment, including Maturity Date Rate of Interest, Collateral Par or Maturity date	(d) Cost	(e) Market
(a)	(b) Identity of Issue, Borrower Lessor or Similar Party	Registered Investment Companies:		
	FRANK RUSSELL	LIFEPOINTS BALANCED STRATEGY CLASS R1	**	0
	FRANK RUSSELL	LIFEPOINTS CONSERVATIVE STRATEGY CLASS R1	**	0
	FRANK RUSSELL	LIFEPOINTS EQUITY GROWTH STRATEGY CLASS R1	**	0
	FRANK RUSSELL	LIFEPOINTS GROWTH STRATEGY CLASS R1	**	0
	FRANK RUSSELL	LIFEPOINTS MODERATE STRATEGY CLASS R1	**	0
	METROPOLITAN LIFE	MET LIFE STABLE VALUE	**	0
*	TD AMERITRADE	TD BANK USA MMDA	**	0
*	PARTICIPANT LOANS			0
	Grand Totals			<u>0</u>
*	Indicates party-in-interest			
**	Cost information is not required for participant directed investments			