

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>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>MILLER-VALENTINE 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>01/01/1980</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1980</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>01/01/1980</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MILLER-VALENTINE CONSTRUCTION, INC.</u> <u>MILLER-VALENTINE CONSTRUCTION, INC.</u> <u>PO BOX 744</u> <u>DAYTON, OH 45401-0744</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>31-0872616</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-293-0900</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>236200</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0872616</u>		2c Sponsor's telephone number <u>937-293-0900</u>		2d Business code (see instructions) <u>236200</u>	
2b Employer Identification Number (EIN) <u>31-0872616</u>							
2c Sponsor's telephone number <u>937-293-0900</u>							
2d Business code (see instructions) <u>236200</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	<u>09/17/2013</u> Date	<u>NOREEN HALL</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address NOREEN HALL MILLER-VALENTINE CONSTRUCTION, INC. PO BOX 744, 4000 MILLER-VALENTINE C DAYTON, OH 45401-0744		3b Administrator's EIN 31-0872616
		3c Administrator's telephone number 937-293-0900
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		5 885
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	633
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	227
d Subtotal. Add lines 6a , 6b , and 6c	6d	860
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	860
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	637
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	95
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 2H 2J		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MILLER-VALENTINE 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>MILLER-VALENTINE CONSTRUCTION, INC.</u>	D Employer Identification Number (EIN) <u>31-0872616</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)

PARKER, CARLSON & JOHNSON

31-1045966

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	50832	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GENERAL PENSION PLANNING CORP

31-0737427

(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?
13	NONE	10950	Yes ☒ No ☐	Yes ☒ No ☐	29268	Yes ☐ No ☒

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

ESLER & VANDERSCHAAFF CO., L.P.A.

31-1399107

(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?
29	NONE	10120	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)

MG TRUST

01-0609808

(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	8461	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRADY WARE SCHOENFELD

35-1476702

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	8025	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
(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.	
(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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 12/31/2012		
A Name of plan MILLER-VALENTINE RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MILLER-VALENTINE CONSTRUCTION, INC.	D Employer Identification Number (EIN) 31-0872616	

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	18899	32088
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4284	23827
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	545722	577348
(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)	16846870	18735648
(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	17415775	19368911

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	0
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	17415775	19368911
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	134879	
(B) Participants	2a(1)(B)	1168526	
(C) Others (including rollovers)	2a(1)(C)	43252	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1346657

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)	20328	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20328

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1582415
c Other income.....	2c		474649
d Total income. Add all income amounts in column (b) and enter total.....	2d		3424049

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1320767	
(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)		1320767
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		32490
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18145	
(2) Contract administrator fees	2i(2)	40218	
(3) Investment advisory and management fees	2i(3)	59293	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		117656
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1470913

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1953136
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: **BRADY, WARE & SCHOENFELD, INC**

(2) EIN: **35-1476702**

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		3000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>MILLER-VALENTINE 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>MILLER-VALENTINE CONSTRUCTION, INC.</u>	D Employer Identification Number (EIN) <u>31-0872616</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>01-0609808</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): _____



BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Investment Committee
Miller-Valentine Retirement Savings Plan
Dayton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Miller-Valentine Retirement Savings Plan** (the "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 E, which was certified by MG Trust Company, LLC, the custodian 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 the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the custodian is complete and accurate.

One South Main Street • Suite 600 • Dayton, Ohio • 45402-2042
One Woodside Drive • Richmond, Indiana • 47374-2630
10 West Broad Street • Suite 1500 • Columbus, Ohio • 43215-3471
10375 Old Alabama Road Connector • Suite 300 • Alpharetta, Georgia • 30022-1122

www.bradyware.com

INDEPENDENT AUDITORS' REPORT - CONTINUED

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 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 of 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 custodian, 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.



Dayton, Ohio
August 23, 2013

**MILLER-VALENTINE
RETIREMENT SAVINGS PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012 AND 2011

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

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BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Investment Committee
Miller-Valentine Retirement Savings Plan
Dayton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Miller-Valentine Retirement Savings Plan** (the "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 E, which was certified by MG Trust Company, LLC, the custodian 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 the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the custodian is complete and accurate.

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INDEPENDENT AUDITORS' REPORT - CONTINUED

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 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 of 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 custodian, 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.



Dayton, Ohio
August 23, 2013

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash	<u>\$ 32,088</u>	<u>\$ 18,899</u>
Investments at fair market value		
Money market fund	<u>1,108,594</u>	659,389
Equity securities funds	<u>12,640,971</u>	11,689,154
Government and corporate bond funds	<u>2,496,698</u>	2,030,939
Stable value fund	<u>2,610,215</u>	2,574,226
Total investments at fair market value	<u>18,856,478</u>	<u>16,953,708</u>
Receivables		
Income receivable	<u>23,827</u>	4,284
Participant loans receivable	<u>577,348</u>	<u>545,722</u>
Total receivables	<u>601,175</u>	<u>550,006</u>
Net assets reflecting all investments at fair value	<u>19,489,741</u>	17,522,613
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(120,830)</u>	<u>(106,838)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 19,368,911</u>	<u>\$ 17,415,775</u>

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest - participant loans	\$ 20,328	\$ 21,460
Interest and dividends	474,649	463,971
Net increase (decrease) in fair value of investments	<u>1,582,415</u>	<u>(740,717)</u>
Total investment income (loss)	<u>2,077,392</u>	<u>(255,286)</u>
Contributions		
Employee	1,168,526	1,051,740
Employee - rollovers	43,252	430,283
Employer - matching	<u>134,879</u>	<u>62,921</u>
Total contributions	<u>1,346,657</u>	<u>1,544,944</u>
Total additions	<u>3,424,049</u>	<u>1,289,658</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Participant withdrawals at fair value	1,353,257	1,230,339
Administrative fees	<u>117,656</u>	<u>128,755</u>
Total deductions	<u>1,470,913</u>	<u>1,359,094</u>
NET INCREASE (DECREASE)	1,953,136	(69,436)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>17,415,775</u>	<u>17,485,211</u>
End of year	<u>\$ 19,368,911</u>	<u>\$ 17,415,775</u>

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the **Miller-Valentine Retirement Savings Plan** (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan for all eligible employees of Miller-Valentine of Dayton, Ltd., MV Commercial Construction LLC, MV Realty, Inc., MV Commercial Property Management LTD, Wellgate Operations LLC, One Lincoln Park LLC, Lincoln Park Manor LLC, MV Residential Property Management, Inc., MV Residential Construction, Inc., MV Residential Development LLC, MV Commercial Development LLC, MV Services LLC, and South Dayton Management LLC (the "Company"), and excludes temporary employees, leased employees, and those covered by a collective bargaining agreement. Owners of the Company are eligible to make elective deferrals; however, they are not eligible for profit sharing and matching contributions. Employees are eligible to make elective deferrals after 90 days of service, beginning on the next quarterly entry date, and having attained age 18. Employees are also eligible to receive profit sharing and matching contributions after one year of service, at least 1,000 hours of service, and if they are at least 18 years of age. Employees are automatically enrolled in the Plan after meeting eligibility requirements unless they elect not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary deferrals up to the Internal Revenue Code Section 402(g) limit. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Matching contributions by the Company are allowed at the discretion of the Board of Directors of the Company. Effective January 1, 2009, the Plan was amended to allow the Company to determine the rate of employer matching contributions for each division separately. Effective March 13, 2009, the employer matching contribution for certain divisions of the Company was suspended. Effective October 1, 2012, the employer matching contribution was reinstated for all previously suspended divisions. The Company match for the years ended December 31, 2012 and 2011 was 50% of the elective deferrals that a participant contributes to the Plan up to 4% of the employee's annual compensation. The Company, upon approval of the Board of Directors, may also make additional discretionary profit sharing contributions to the Plan. Profit sharing contributions are allocated proportionate to the eligible individual's compensation for the year. Participants must be employed on the last day of the Plan year, unless separated due to death, retirement, or total and permanent disability, to be eligible for profit sharing contributions. For the years ended December 31, 2012 and 2011, the Company did not make a discretionary contribution to the Plan.

Forfeitures - Forfeitures will first be applied to restore any forfeitures for vested balances on rehired participants meeting the break-in-service rules. Next, the remainder, if any, of such balance shall be used to pay Plan expenses, or allocated as though it were an employer contribution. Forfeitures, which were invested in the Vanguard Prime Money Market Fund for the years ended December 31, 2012 and 2011, are reallocated at any time during the Plan year upon request of the Plan administrator. Total forfeitures allocated for the years ended December 31, 2012 and 2011 were \$17,789 and \$14,083, respectively. Unallocated forfeitures at December 31, 2012 and 2011 were \$887 and \$2,884, respectively.

Participant Accounts - MG Trust Company, LLC ("Trust") is the trustee and custodian of Plan investments. The Trust maintains the self-directed investment accounts for each participant's contributions, Company contributions, net earnings or losses, forfeitures, distributions and withdrawals. Company contributions are allocated based on participants' contributions or account balances as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately, and distinctly, into which investment the participant contribution and employer match is to be invested.

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - continued

Vesting - Participants are immediately vested in their voluntary contributions, rollover balances, and corresponding earnings. The following schedule will be used to determine vesting in the employer matching contributions, company profit sharing contributions, and related earnings.

<u>Completed Years of Service</u>	<u>Vesting Percentages</u>
Fewer than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

The Plan was amended to fully vest any participant, regardless of years of service, that was involuntarily terminated between November 1, 2008 and December 31, 2009 due to reductions in workforce.

Distributions - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants or designated beneficiaries may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan administrator. If the participant's account balance is \$1,000 or less, the Plan administrator may elect to automatically distribute to the participant in a single-sum payment upon termination. The Plan administrator may also rollover participant balances greater than \$1,000, but less than \$5,000, into an IRA if the participant does not elect to rollover or receive payment of their balance. The IRA must be invested in an investment vehicle designed to preserve principal and provide a reasonable rate of return and liquidity. In addition, participants may receive distributions of the employee deferral amount for qualified financial hardships.

Participant Loans - Participants may borrow from the Plan in any amount between \$1,000 and \$50,000, but not more than 50% of their vested account balance. Participants may only have two loans outstanding at any given time. Loans bear interest at prevailing market rates plus one percent on the date the participant's loan application is processed. Loan terms are for a period not exceeding five years. A longer term may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest are paid ratably through payroll deductions.

Investment Options - Upon enrollment in the Plan, a participant may currently direct contributions in any of 23 investment options in increments of one percent. Participants may change their investment options any time via telephone or web site.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The Plan prepares its financial statements using the accrual basis of accounting.

Financial Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of net assets, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Benefit-Responsive Investment Contracts - 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. The Statements of Net Assets Available for Benefits present 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 Statements of Changes in Net Assets Available for Benefits are prepared using the contract value.

Investment Valuation and Income Recognition - The Plan's investments, with the exception of benefit-responsive investment contracts, are stated at fair value determined by quoted market prices in an active market of the underlying funds which represent the net asset value of shares held by the Plan. See Note F for discussion of fair value measurements. Unrealized appreciation and depreciation are calculated by comparing fair value to cost. Security transactions are recorded on a trade date basis. Gains and losses are computed using the specific identification method. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Participant Loans Receivable - Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. A valuation allowance is established for any delinquent participant loans that are considered to be uncollectible. There was no valuation allowance considered necessary for participant loans at December 31, 2012 and 2011.

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 Statements of Net Assets Available for Benefits.

Payment of Benefits - Benefits are recorded when paid.

Plan Expenses - The administrative fees of the Plan are paid for by the Plan participants. The Plan sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

Subsequent Events - In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through August 23, 2013, the date the financial statements were available to be issued.

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS

The Plan's investments are held by a financial services administrated trust fund. The following table presents the fair values of the investments at December 31, 2012 and 2011.

	<u>2012</u>		<u>2011</u>
Vanguard Prime Money Market Fund	\$ 1,108,594 *	\$	659,389
First Eagle Global Fund	1,805,474 *		1,642,617 *
Schroder US Opportunities Fund	-		485,665
JPMorgan Equity Income Fund	744,576		-
T Rowe Price Mid-Cap Value Fund	507,479		493,824
Vanguard 500 Index Fund	1,224,598 *		669,102
Vanguard Emerging Markets Stock Index Fund	42,218		287,096
Vanguard Mid-Cap Index Fund	840,660		682,316
Vanguard Primecap Core Fund	-		1,560,745 *
Vanguard Target Retirement 2025	-		29,318
Vanguard Target Retirement 2035	366,573		169,765
Vanguard Value Index Fund	1,008,447 *		860,921
Primecap Odyssey Growth Fund	1,393,211 *		-
Lazard Emerging Markets Equity Fund	430,658		297,530
Matthews Asia Pacific Fund	15,677		248,715
T Rowe Price Mid-Cap Growth Fund	767,933		646,405
American Balanced Fund - Class R6	-		42,328
Capital World Growth & Income	904,085		830,043
Diamond Hill Large Cap Fund Class I	-		595,674
Franklin International Small Cap Growth	285,831		438,842
PIMCO All Asset All Auth Inst	820,750		615,564
T Rowe Price Growth Stock Fund	1,229,227 *		968,848 *
Vanguard Wellesley Income Fund - Adm	253,574		123,836
Vanguard Intermediate-Term Bond Market Index Fund	902,164		866,996
Templeton Global Bond Fund	739,972		742,391
Prudential Short-Term Corporate Bond Fund Z	509,510		421,552
TCW Galileo Emerging Markets Income Fund	345,052		-
Metlife Stable Value Fund	2,610,215 *		2,574,226 *
	<u>\$ 18,856,478</u>		<u>\$ 16,953,708</u>

* Fair values of individual assets represent five percent or more of the Plan's net assets as of December 31, 2012 and 2011.

The Plan's investments (including bought, sold, and held during the year) appreciated (depreciated) in value in 2012 and 2011 as follows:

	<u>2012</u>		<u>2011</u>
Equity securities funds	\$ 1,438,494	\$	(757,534)
Government and corporate bond funds	95,808		(35,210)
Stable value fund	48,113		52,027
	<u>\$ 1,582,415</u>		<u>\$ (740,717)</u>

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE D - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan has entered into a benefit-responsive investment contract with Metropolitan Life Insurance Company ("MetLife") referred to as the MetLife Stable Value Fund. MetLife maintains the contributions in a pooled account. The account is credited with earnings of the underlying investments and is charged for participant withdrawals and administrative expenses.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with MetLife. The Plan administrator believes the occurrence of such events, which would also limit the Plan's ability to transact at contract value with Plan participants, is not probable.

The average yield of the benefit-responsive investment contract was approximately 3.75% and 6.45% for 2012 and 2011, respectively. The average yield credited to participants was approximately 2.52% and 2.96% for 2012 and 2011, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than 0%. The interest rate is reviewed on a quarterly basis for resetting by MetLife.

NOTE E - SUMMARY OF INFORMATION CERTIFIED BY PLAN CUSTODIAN

The total fair value of the assets held by the Custodian at December 31, 2012 and 2011, was \$18,888,566 and \$16,972,607, respectively.

The Custodian of the Plan, MG Trust Company, LLC, has supplied the Plan administrator with a certification as to the completeness and accuracy of the following information:

- Cash
- Investments
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments

NOTE F - FAIR VALUE MEASUREMENTS

Accounting standards provide a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under accounting standards are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

NOTE F - FAIR VALUE MEASUREMENTS - continued

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Money market fund: Valued based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

Equity securities funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Government and corporate bond funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Stable value fund: Value based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

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

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE F - FAIR VALUE MEASUREMENTS - continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	<u>\$ 1,108,594</u>	<u>\$ 1,108,594</u>	<u>\$ -</u>	<u>\$ -</u>
Equity securities funds				
World allocation fund	1,805,474	1,805,474	-	-
Mid-cap value fund	507,479	507,479	-	-
Large blend funds	2,128,683	2,128,683	-	-
Emerging large blend fund	42,218	42,218	-	-
Mid-cap blend fund	840,660	840,660	-	-
Large growth funds	2,622,438	2,622,438	-	-
Growth allocation fund	366,573	366,573	-	-
Large value funds	1,753,023	1,753,023	-	-
Foreign emerging fund	430,658	430,658	-	-
Diversified Pacific/Asia fund	15,677	15,677	-	-
Mid-cap growth fund	767,933	767,933	-	-
Foreign small fund	285,831	285,831	-	-
Diversified strategies fund	820,750	820,750	-	-
Conservation allocation fund	<u>253,574</u>	<u>253,574</u>	<u>-</u>	<u>-</u>
	<u>12,640,971</u>	<u>12,640,971</u>	<u>-</u>	<u>-</u>
Government and corporate bond funds				
Intermediate-term index bond fund	902,164	902,164	-	-
Intermediate-term global bond fund	739,972	739,972	-	-
Short-term corporate bond fund	509,510	509,510	-	-
Emerging markets bond fund	<u>345,052</u>	<u>345,052</u>	<u>-</u>	<u>-</u>
	<u>2,496,698</u>	<u>2,496,698</u>	<u>-</u>	<u>-</u>
Stable value fund	<u>2,610,215</u>	<u>-</u>	<u>2,610,215</u>	<u>-</u>
	<u>\$ 18,856,478</u>	<u>\$ 16,246,263</u>	<u>\$ 2,610,215</u>	<u>\$ -</u>

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE F - FAIR VALUE MEASUREMENTS - continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	\$ 659,389	\$ 659,389	\$ -	\$ -
Equity securities funds				
World allocation fund	1,642,617	1,642,617	-	-
Small growth fund	485,665	485,665	-	-
Mid-cap value fund	493,824	493,824	-	-
Large blend funds	1,499,145	1,499,145	-	-
Emerging large blend fund	287,096	287,096	-	-
Mid-cap blend fund	682,316	682,316	-	-
Large growth funds	2,529,593	2,529,593	-	-
Moderate allocation funds	71,646	71,646	-	-
Growth allocation fund	169,765	169,765	-	-
Large value funds	1,456,595	1,456,595	-	-
Foreign emerging fund	297,530	297,530	-	-
Diversified Pacific/Asia fund	248,715	248,715	-	-
Mid-cap growth fund	646,405	646,405	-	-
Foreign small fund	438,842	438,842	-	-
Diversified strategies fund	615,564	615,564	-	-
Conservation allocation fund	123,836	123,836	-	-
	11,689,154	11,689,154	-	-
Government and corporate bond funds				
Intermediate-term index bond fund	866,996	866,996	-	-
Intermediate-term global bond fund	742,391	742,391	-	-
Short-term corporate bond fund	421,552	421,552	-	-
	2,030,939	2,030,939	-	-
Stable value fund	2,574,226	-	2,574,226	-
	<u>\$ 16,953,708</u>	<u>\$ 14,379,482</u>	<u>\$ 2,574,226</u>	<u>\$ -</u>

NOTE G - TAX STATUS

The IRS has determined and informed the Company by a letter dated July 13, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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. 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.

MILLER-VALENTINE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE H - RELATED PARTY TRANSACTIONS

Certain Plan assets are invested with MG Trust Company, LLC. Thus, MG Trust Company, LLC, as Custodian defined by the Plan, qualifies as a party-in-interest. Fees paid for by the Plan for custodial services during the years ended December 31, 2012 and 2011 were \$8,461 and \$16,185, respectively.

Brady Ware & Schoenfeld, Inc., as auditor of the Plan, qualifies as a party-in-interest. Fees paid for by the Plan for assurance services during the years ended December 31, 2012 and 2011 were \$8,025 and \$9,400, respectively.

General Pension Planning Corp. provided certain record keeping and other Plan administrative services and received fees for such services. Thus, General Pension Planning Corp. qualifies as a party-in-interest. Fees paid for by the Plan for administrative services totaled \$40,218 and \$47,024 for the years ended December 31, 2012 and 2011, respectively.

Parker Carlson & Johnson, Inc. provided certain investment advisory services to participants of the Plan. Thus, Parker Carlson & Johnson, Inc. qualifies as a party-in-interest. Fees paid for by the Plan for investment advisory services totaled \$50,832 and \$49,809 for the years ended December 31, 2012 and 2011, respectively.

NOTE I - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

NOTE J - BENEFITS ALLOCABLE TO WITHDRAWN PARTICIPANTS

At December 31, 2012 and 2011, there was \$128,604 and \$12,058, respectively, due to participants who have withdrawn from the Plan and requested benefit payment prior to year-end.

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

There were no differences between the financial statements and the Form 5500 for the years ended December 31, 2012 and 2011.

MILLER-VALENTINE RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-0872616
PLAN NUMBER: 001
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money Market Fund			
	Vanguard Prime Money Market Fund	Money market fund, 1,108,593.913 units		\$ <u>1,108,594</u>
	Equity Securities Funds			
	First Eagle Global Fund	World allocation fund, 37,157.323 units		1,805,474
	JPMorgan Equity Income Fund	Large value fund, 72,359.230 units		744,576
	T Rowe Price Mid-Cap Value Fund	Mid-cap value fund, 21,412.628 units		507,479
	Vanguard 500 Index Fund	Large blend fund, 9,321.750 units		1,224,598
	Vanguard Emerging Markets Stock Index Fund	Emerging large blend fund, 1,507.243 units		42,218
	Vanguard Mid-Cap Index Fund	Mid-cap blend fund, 37,412.531 units		840,660
	Vanguard Target Retirement 2035	Growth allocation fund, 26,016.551 units		366,573
	Vanguard Value Index Fund	Large value fund, 42,265.152 units		1,008,447
	Primecap Odyssey Growth Fund	Large growth fund, 80,346.683 units		1,393,211
	Lazard Emerging Markets Equity Fund	Foreign emerging fund, 21,500.646 units		430,658
	Matthews Asia Pacific Fund	Diversified Pacific/Asia fund, 869.985 units		15,677
	T Rowe Price Mid-Cap Growth Fund	Mid-cap growth fund, 14,129.404 units		767,933
	Capital World Growth & Income	Large blend fund, 24,303.362 units		904,085
	Franklin International Small Cap Growth	Foreign small fund, 17,034.028 units		285,831
	PIMCO All Asset All Auth Inst	Diversified strategies fund, 74,008.117 units		820,750
	T Rowe Price Growth Stock Fund	Large growth fund, 32,536.441 units		1,229,227
	Vanguard Wellesley Income Fund - Adm	Conservative allocation fund, 4,342.013 units		<u>253,574</u>
				<u>12,640,971</u>
	Government and Corporate Bond Funds			
	Vanguard Intermediate-Term Bond Market Index Fund	Intermediate-term index bond fund, 75,431.758 units		902,164
	Templeton Global Bond Fund	Intermediate-term global bond fund, 55,470.166 units		739,972
	Prudential Short-Term Corporate Bond Fund Z	Short-term corporate bond fund, 43,961.130 units		509,510
	TCW Galileo Emerging Markets Income Fund	Emerging markets bond fund, 37,022.794 units		<u>345,052</u>
				<u>2,496,698</u>
	Stable Value Fund			
	Metlife Stable Value Fund	Guaranteed fixed return fund, 152,433.107 units		<u>2,610,215</u>
*	Participant loans	Interest from 4.25% - 9.25%, maximum five-year term (unless used to purchase principal residence), collateralized by 50% of participants' vested account balance.	-0-	<u>577,348</u>
	Total			\$ <u>19,433,826</u>

* Represents a party-in-interest as defined by ERISA.

MILLER-VALENTINE RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-0872616
PLAN NUMBER: 001
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money Market Fund			
	Vanguard Prime Money Market Fund	Money market fund, 1,108,593.913 units		\$ <u>1,108,594</u>
	Equity Securities Funds			
	First Eagle Global Fund	World allocation fund, 37,157.323 units		1,805,474
	JPMorgan Equity Income Fund	Large value fund, 72,359.230 units		744,576
	T Rowe Price Mid-Cap Value Fund	Mid-cap value fund, 21,412.628 units		507,479
	Vanguard 500 Index Fund	Large blend fund, 9,321.750 units		1,224,598
	Vanguard Emerging Markets Stock Index Fund	Emerging large blend fund, 1,507.243 units		42,218
	Vanguard Mid-Cap Index Fund	Mid-cap blend fund, 37,412.531 units		840,660
	Vanguard Target Retirement 2035	Growth allocation fund, 26,016.551 units		366,573
	Vanguard Value Index Fund	Large value fund, 42,265.152 units		1,008,447
	Primecap Odyssey Growth Fund	Large growth fund, 80,346.683 units		1,393,211
	Lazard Emerging Markets Equity Fund	Foreign emerging fund, 21,500.646 units		430,658
	Matthews Asia Pacific Fund	Diversified Pacific/Asia fund, 869.985 units		15,677
	T Rowe Price Mid-Cap Growth Fund	Mid-cap growth fund, 14,129.404 units		767,933
	Capital World Growth & Income	Large blend fund, 24,303.362 units		904,085
	Franklin International Small Cap Growth	Foreign small fund, 17,034.028 units		285,831
	PIMCO All Asset All Auth Inst	Diversified strategies fund, 74,008.117 units		820,750
	T Rowe Price Growth Stock Fund	Large growth fund, 32,536.441 units		1,229,227
	Vanguard Wellesley Income Fund - Adm	Conservative allocation fund, 4,342.013 units		<u>253,574</u>
				<u>12,640,971</u>
	Government and Corporate Bond Funds			
	Vanguard Intermediate-Term Bond Market Index Fund	Intermediate-term index bond fund, 75,431.758 units		902,164
	Templeton Global Bond Fund	Intermediate-term global bond fund, 55,470.166 units		739,972
	Prudential Short-Term Corporate Bond Fund Z	Short-term corporate bond fund, 43,961.130 units		509,510
	TCW Galileo Emerging Markets Income Fund	Emerging markets bond fund, 37,022.794 units		<u>345,052</u>
				<u>2,496,698</u>
	Stable Value Fund			
	Metlife Stable Value Fund	Guaranteed fixed return fund, 152,433.107 units		<u>2,610,215</u>
*	Participant loans	Interest from 4.25% - 9.25%, maximum five-year term (unless used to purchase principal residence), collateralized by 50% of participants' vested account balance.	-0-	<u>577,348</u>
	Total			\$ <u>19,433,826</u>

* Represents a party-in-interest as defined by ERISA.