Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

GRAHAM ENTERPRISE, INC.

P.O. BOX 777
MUNDELEIN, IL 60060

446 MORRIS AVENUE
MUNDELEIN, IL 60060-0777

2b Employer Identification Number (EIN)
36-3728266

2c Sponsor's telephone number
847-837-0785

2d Business code (see instructions)
447100

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.	09/25/2013	JOHN GRAHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/25/2013	JOHN GRAHAM
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	229
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**	189
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	36
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	225
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	225
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	224
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	17
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 2J 2K 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)** [X] 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)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3728266

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

UBS FINANCIAL SERVICES, INC.

13-2638166

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

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

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

FGMK, LLC

36-2929601

(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	9800	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CORRELL CO.

36-3492086

(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	NONE	5161	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UBS FINANCIAL SERVICES INC.

13-2638166

(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?
54 65 71 63 99	NONE	7165	Yes [X] No [ ]	Yes [ ] No [X]	1276	Yes [X] 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
UBS FINANCIAL SERVICES, INC.	63	1276

(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.
UBS FINANCIAL SERVICES, INC. 13-2638166	DISTRIBUTION (12B-1) FEES OTHER FEES (INCLUDES FLOAT INCOME)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
UBS FINANCIAL SERVICES, INC. 13-2638166	MANAGEMENT & 12B-1 FEES; DIVIDING TOTAL AMOUNT OF ADDITIONAL COMP UBS REC BY TOTAL ASSETS; RETIREMEN MM .55%, RMA MM .51%, RMA US GOV PORTFOLIO .50%, CASH .33%, LIQUID ASSETS .03%, DISTR & SALES .05% SHAREHOLDING .06%, ANNUITY DISTR & SALES .09%,

(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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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

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

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3728266

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)	101371	27963
(2) Participant contributions	1b(2)	8229	8661
(3) Other	1b(3)	5442	6558
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	213527	659273
(2) U.S. Government securities	1c(2)	28012	29685
(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)	462233	472150
(B) Common	1c(4)(B)	5089459	5239339
(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)		
(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)	373730	1358541
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6282003	7802170
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6282003	7802170

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)	532963	
(B) Participants	2a(1)(B)	227082	
(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)		760045
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(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)	284535	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		284535
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		600540
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1645120
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	109008	
(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)		109008
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)	14961	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	100	
(4) Other	2i(4)	884	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15945
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		124953
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1520167
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) [X] 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 [X] No

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

(1) Name: FGMK, LLC **(2)** EIN: 36-2929601

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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
GRAHAM ENTERPRISES 401(K) PROFIT SH

6b Trust's EIN
363892043

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3728266

Part I Distributions

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

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

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

EIN(s): 36-3892043

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Graham Enterprise 401(k) Profit Sharing Plan

Financial Statements and
Independent Auditor's Report

December 31, 2012

FGMK
One Source. Infinite Solutions. ™

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

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FGMK, LLC
One Source
Infinite Solutions™
Certified
Public Accountants
and Consultants

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Graham Enterprise 401(k) Profit Sharing Plan

Report on the Financial Statements
We have audited the accompanying financial statements of Graham Enterprise 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Graham Enterprise 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule – Schedule of Assets Held at End of Year – Form 5500, Schedule H, Part IV, Line 4i - is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

FGMK, LLC

September 18, 2013

2801 Lakeside Drive
3rd Floor
Bannockburn, IL 60015

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847 374 0420 f

www.fgmk.net

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value:	$ 7,758,988	$ 6,166,961
Contributions receivable:		
Employer	27,963	101,371
Participant	8,661	8,229
	36,624	109,600
Accrued interest and other receivable	6,558	5,442
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,802,170	$ 6,282,003

The accompanying notes are an integral part of these statements.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012

ADDITIONS		
Investment income:		
Interest, dividends and other income	$	284,535
Net appreciation in fair value of investments		600,540
		885,075
Contributions:		
Employer		532,963
Participant		227,082
		760,045
		1,645,120
DEDUCTIONS		
Benefits paid to participants		109,008
Administrative expenses		15,945
		124,953
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		1,520,167
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		6,282,003
End of year	$	7,802,170

The accompanying notes are an integral part of this statement.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Graham Enterprise 401(k) Profit Sharing 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 with salary reduction contributions covering all full-time employees of Graham Enterprise, Inc. (the "Company", "Employer" and "Plan Administrator"). Employees become eligible to participate in the plan upon reaching 21 years of age and completion of one year of service or 1,000 hours of service during the year.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Contributions to the Plan include (i) salary reduction contributions authorized by participants, (ii) Employer Safe-Harbor Matching contributions, (iii) Employer discretionary contributions, and (iv) rollovers from new participants in another qualified plan.

Each participant may authorize the Employer to contribute into the Plan on a pre-tax basis a portion of their salary. The contribution is subject to a maximum amounts established by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Participants electing to make a salary reduction contribution are eligible to share in the Employer safe-harbor matching contribution which is a match equal to 100% of the first 3% of contributions and 50% of the next 2% of contributions.

Employer discretionary contributions are credited to participants who have 500 hours of service or more.

Participant Accounts. One or more accounts may be established under the Plan with respect to each participant for the purpose of accounting for the portion of the total trust fund held for that participant's benefit. Separate accounts are maintained for (i) salary reduction contributions, (ii) Employer safe-harbor matching contributions, (iii) Employer discretionary contributions and (iv) rollover contributions. Each participant's account is credited with an allocation of (i) the various contributions, (ii) Plan earnings, and (iii) forfeitures are allocated based on compensation integrated with the social security taxable wage base amount, as defined. Earnings allocations are based on a participants balance as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

A participant does not have the right to direct the Plan Trustees in the investment of a participant's interest in the Plan.

Vesting. Participants are immediately vested (100%) in their, (i) salary reduction contributions, (ii) Employer safe harbor contributions and (iii) rollover contributions plus actual earnings thereon.

Vesting in the Employer discretionary contribution portion of their accounts plus earnings thereon is based on a participant having at least 1,000 hours of service during the Plan year. A participant vests 20% with two years of service and is 100% vested after six years of credited service. If the Plan is top heavy the vesting is the same. A participant becomes fully vested in the portion attributable to the Employer discretionary contribution if employment is terminated because of death, permanent disability or normal retirement.

Participant Loans. The Plan does not permit participant loans.

Forfeitures. A terminated participant's nonvested account balance is forfeited the earlier of the date the participant incurs their fifth consecutive one-year break in service or upon the date the participant is distributed their vested interest in the Plan. Forfeitures are first used to pay administrative expenses of the Plan and are then reallocated to participants as additional employer contributions. Reallocated forfeitures were $17,355 for the year ended December 31, 2012. Unallocated forfeitures were $646 at December 31, 2012.

Party-in-Interest Transactions. Various administrative, legal and accounting services are performed by Employer personnel on behalf of the Plan for which no charges are made to the Plan. The Employer's management has no plans to obtain reimbursement of these expenses from the Plan.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN (Concluded)

Payments of Benefits. Benefits representing the vested portion of a participants balance are payable upon retirement, permanent disability or death. Benefits representing the vested portion of a participant's accounts whose employment has terminated are payable on any reasonable practical date following termination.

Distributions may be made as an eligible rollover to an IRA, an eligible rollover to another plan, a lump sump payment or substantially equal installments, paid at least annually over the participant's life expectancy.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The accompanying financial statements have been prepared on the accrual method of accounting.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates. Future events and their effects cannot be predicted with certainty; accordingly, accounting estimates require the exercise of judgment. Accounting estimates used in the preparation of these financial statements change as new events occur, as more experience is acquired, as additional information is obtained and as the operating environment changes.

Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

All of the Plan's investments are held with UBS Financial Services, Inc.

Payments of Benefits. Benefits are recorded when paid.

Operating Expenses. All indirect expenses of maintaining the Plan are paid by the Company.

Concentration of Credit Risk. Substantially all of the Plan's investments are held by UBS Financial Services, Inc.

NOTE 3 – INVESTMENTS

The Plan's investments are held in an account with a major securities broker. As of December 31, 2012, the Plan held one investment that represented 5% or more of the Plan's net assets, RMA Money Market Portfolio $659,054. None of the investments held as of December 31, 2011 represented 5% or more of the Plan's net assets.

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, 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. 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 FASB ASC 820 are described as follows:

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

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 the following:

- 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.

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 as of December 31, 2012 and 2011.

Mutual Funds and Money Market Funds. Valued at the net asset value of shares held by the Plan at year end.

Common Stocks, Preferred Stocks, Corporate Bonds, Master Limited Partnerships and U.S. Government Securities. Valued at the closing price reported on the active market on which the individual securities are traded.

Warrants. Valued at cost which approximates fair market value.

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 administrator believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 29,685	$ -	$ -	$ 29,685
Money market funds	659,273	-	-	659,273
Common stocks and bonds	5,711,489	-	-	5,711,489
Preferred stocks	25,060	-	-	25,060
Mutual funds	1,328,726	-	-	1,328,726
Other	-	-	4,755	4,755
Total investment assets at fair value	$ 7,754,233	$ -	$ 4,755	$ 7,758,988

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 28,012	$ -	$ -	$ 28,012
Money market funds	213,527	-	-	213,527
Common stocks and bonds	4,789,114	-	-	4,789,114
Preferred stocks	19,770	-	-	19,770
Mutual funds	1,115,678	-	-	1,115,678
Other	-	-	860	860
Total investment assets at fair value	$ 6,166,101	$ -	$ 860	$ 6,166,961

The following table sets forth a summary of the changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012.

	Other
Beginning balance	$ 860
Unrealized gains/(losses) relating to instruments still held at the reporting date	(4,134)
Cost of purchases	8,029
Ending balance	$ 4,755
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	$(4,134)

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net depreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE 5 – PLAN TERMINATION

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

NOTE 6 – TAX STATUS

The Company has adopted a Correll Co. (the "Custodian") Nonstandardized Profit Sharing Prototype Plan with Section 401(k) provisions. The Custodian received an opinion letter from the Internal Revenue Service dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Code. This opinion letter was obtained in conjunction with the IRS restatement cycle requirements. The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 6 – TAX STATUS (Concluded)

GAAP requires 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 or other tax authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are 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 the Internal Revenue Service or other tax authorities, generally for three years after the tax returns are filed; however, there are currently no audits for any tax periods in progress.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated all known subsequent events from December 31, 2012 through September 18, 2013, the date the accompanying financial statements were available to be issued, and is not aware of any material subsequent events occurring during this period.

SUPPLEMENTARY INFORMATION

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2012
EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	3M Co, 1,392 shares of common stock	$ 109,857	$ 129,247
	UBS Financial Services, Inc.	Abbott Labs, 1,314 shares of common stock	70,295	86,067
	UBS Financial Services, Inc.	ADT Corp, 288 shares of common stock	6,536	13,389
	UBS Financial Services, Inc.	Allstate Corp, 1,251 shares of common stock	47,075	50,253
	UBS Financial Services, Inc.	American Express Co, 1,097 shares of common stock	49,242	63,056
	UBS Financial Services, Inc.	Ameriprise Financial Inc, 403 shares of common stock	21,289	25,240
	UBS Financial Services, Inc.	Amgen Inc., 1,405 shares of common stock	36,744	121,111
	UBS Financial Services, Inc.	Applied Materials Inc, 2,052 shares of common stock	18,900	23,475
	UBS Financial Services, Inc.	Astrazeneca PLC Spon ADR, 1,650 shares of common stock	79,977	77,996
	UBS Financial Services, Inc.	AT&T, Inc., 2,999 shares of common stock	89,870	101,096
	UBS Financial Services, Inc.	Bank of America Corp, 5,820 shares of common stock	103,348	67,570
	UBS Financial Services, Inc.	Barclays PLC ADR, 1,057 shares of common stock	41,467	18,307
	UBS Financial Services, Inc.	Berkshire Hathaway, Inc., 1000 shares of common stock	78,148	89,700
	UBS Financial Services, Inc.	Boston Scientific Corp, 1,600 shares of common stock	18,290	9,168
	UBS Financial Services, Inc.	BP PLC Spon ADR, 1,487 shares of common stock	63,234	61,919
	UBS Financial Services, Inc.	Bristol Myers Squibb Co, 2,367 shares of common stock	53,160	77,141
	UBS Financial Services, Inc.	Carnival Corp, 1,189 shares of common stock	45,943	43,720
	UBS Financial Services, Inc.	CenturyLink Inc, 1,391 shares of common stock	82,531	54,416
	UBS Financial Services, Inc.	Cisco Systems Inc, 2,718 shares of common stock	70,197	53,406
	UBS Financial Services, Inc.	Citigroup Inc, 124 shares of common stock	46,981	4,905
	UBS Financial Services, Inc.	Clorox Co, 1,413 shares of common stock	85,675	103,460
	UBS Financial Services, Inc.	Coca Cola Co, 3,054 shares of common stock	68,767	110,708
	UBS Financial Services, Inc.	Colgate Palmolive, Co., 969 shares of common stock	74,266	101,299
	UBS Financial Services, Inc.	Comcast Corp New CL A, 2,994 shares of common stock	91,426	111,856
	UBS Financial Services, Inc.	Conagra Foods Inc, 2,595 shares of common stock	64,246	76,553
	UBS Financial Services, Inc.	Covidien PLC, 255 shares of common stock	4,575	14,724
	UBS Financial Services, Inc.	Deere and Co, 1,276 shares of common stock	55,967	110,272
	UBS Financial Services, Inc.	Dow Chemical, 2,445 shares of common stock	85,233	79,044
	UBS Financial Services, Inc.	Du Pont De Nemours, 1,711 shares of common stock	72,715	76,957
	UBS Financial Services, Inc.	Duke Energy Holding Corp, 676 shares of common stock	25,944	43,129
	UBS Financial Services, Inc.	Frontier Communications Corp, 2,821 shares of common stock	23,460	12,074
	UBS Financial Services, Inc.	General Electric, 3,537 shares of common stock	94,234	74,242
	UBS Financial Services, Inc.	General Motors Co., 48 shares of common stock	5,728	1,384
	UBS Financial Services, Inc.	Glaxo Smithkline PLC ADR, 1,939 shares of common stock	80,602	84,288
	UBS Financial Services, Inc.	Great Plains Energy Inc, 1,556 shares of common stock	39,085	31,602
	UBS Financial Services, Inc.	Hewlett Packard Co, 1,371 share of common stock	38,631	19,537
	UBS Financial Services, Inc.	Home Depot Inc, 1,794 shares of common stock	65,614	110,959
	UBS Financial Services, Inc.	Illinois Tool Works Inc., 1,561 shares of common stock	80,411	94,924
	UBS Financial Services, Inc.	Infineon Technologies ADR, 2,000 shares of common stock	25,181	16,540
	UBS Financial Services, Inc.	ING Group Spon ADR, 1,118 shares of common stock	28,863	10,610
	UBS Financial Services, Inc.	Intel Corp, 4,974 shares of common stock	62,704	102,564
	UBS Financial Services, Inc.	International Business Machine, 875 shares of common stock	83,827	167,606
	UBS Financial Services, Inc.	Johnson & Johnson Com, 1,594 shares of common stock	85,840	111,739
		Subtotal to page 10	$ 2,476,078	$ 2,837,253

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2012
EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Subtotal from page 9	$ 2,476,078	$ 2,837,253
	UBS Financial Services, Inc.	Kinder Morgan Inc, 426 shares of common stock	13,574	15,051
	UBS Financial Services, Inc.	Kroger Company, 1,590 shares of common stock	34,515	41,372
	UBS Financial Services, Inc.	Lincoln National Corp, 1,133 shares of common stock	43,925	29,345
	UBS Financial Services, Inc.	Marsh & Mclennan Cos Inc, 2,335 shares of common stock	75,207	80,487
	UBS Financial Services, Inc.	McDonalds Corp, 1,874 shares of common stock	147,933	165,305
	UBS Financial Services, Inc.	Medtronic Inc, 2,469 shares of common stock	71,726	101,278
	UBS Financial Services, Inc.	Merck & Co Inc, 3,130 shares of common stock	113,227	128,142
	UBS Financial Services, Inc.	Microsoft Corp, 6,505 shares of common stock	107,746	173,742
	UBS Financial Services, Inc.	Monsanto Co, 1,726 shares of common stock	35,227	163,366
	UBS Financial Services, Inc.	Motorola Solutions Inc, 605 shares of common stock	40,524	33,687
	UBS Financial Services, Inc.	Novartis AG Spon ADR, 1,730 shares of common stock	77,195	109,509
	UBS Financial Services, Inc.	OI S.A. Sponsor Advisor, 2,113 shares of common stock	14,406	8,527
	UBS Financial Services, Inc.	Pentair LTD, 138 shares of common stock	3,826	6,783
	UBS Financial Services, Inc.	Pepsico Inc, 2,078 shares of common stock	77,365	142,198
	UBS Financial Services, Inc.	Pfizer Inc, 3,815 shares of common stock	87,202	95,676
	UBS Financial Services, Inc.	Proctor & Gamble Co, 1,531 shares of common stock	98,145	103,940
	UBS Financial Services, Inc.	Schlumberger Ltd Netherlands Antilles, 1,114 shares of common stock	77,039	77,198
	UBS Financial Services, Inc.	Senior HSG Properties Trust, 516 shares of common stock	11,443	12,198
	UBS Financial Services, Inc.	Spectra Energy Corp, 1,974 shares of common stock	42,535	54,048
	UBS Financial Services, Inc.	Stanley Black & Decker Inc., 1,649 shares of common stock	61,803	121,977
	UBS Financial Services, Inc.	Takeda Pharmaceutical Co, 700 shares of common stock	45,013	31,171
	UBS Financial Services, Inc.	TE Connectivity Ltd Chf, 657 shares of common stock	19,356	24,388
	UBS Financial Services, Inc.	Teco Energy Inc, 3,446 shares of common stock	66,481	57,755
	UBS Financial Services, Inc.	Time Warner Cable Inc, 553 shares of common stock	50,649	53,746
	UBS Financial Services, Inc.	Time Warner Inc, 375 shares of common stock	44,572	17,936
	UBS Financial Services, Inc.	Travelers Co Inc, 2,785 shares of common stock	125,121	200,019
	UBS Financial Services, Inc.	Tyco Intl Ltd, 579 shares of common stock	9,991	16,936
	UBS Financial Services, Inc.	Verizon Communications Inc., 1,727 shares of common stock	57,833	74,727
	UBS Financial Services, Inc.	Vodafone Group PLC, 2,510 shares of common stock	63,660	63,227
	UBS Financial Services, Inc.	Walgreen Co, 2,800 shares of common stock	75,232	103,628
	UBS Financial Services, Inc.	Weyerhauser Co, 3,405 shares of common stock	93,589	94,727
	UBS Financial Services, Inc.	Cohen & Steers REIT & Preferred Income Fund, 3,628 shares	70,811	61,640
	UBS Financial Services, Inc.	Cohen & Steers Quality Income Realty Fund Inc., 11,642 shares	162,062	118,283
	UBS Financial Services, Inc.	Duff and Phelps GLB UTL INC FD , 4,491 shares	87,794	75,763
	UBS Financial Services, Inc.	DWS Enhanced Commodity Strategy Fund , 16,586.170 shares	73,600	54,734
*	UBS Financial Services, Inc.	UBS Dynamic Alpha Fund Class A, 17,170.967 shares	146,730	116,247
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Dividend Income Fund, 3,271 shares	61,934	53,972
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Global Div Income Fund, 3,864 shares	71,342	52,473
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy Write Opportunities Fund, 4,589 shares	74,931	57,361
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Global Diversified Equity Income Fund, 5,380 shares	81,371	47,398
*	UBS Financial Services, Inc.	UBS Global Allocation Fund Class A, 15,413.599 shares	165,785	148,587
	UBS Financial Services, Inc.	John Hancock Bank & Thrift Opportunities Fund, 1,100 shares	33,984	19,360
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund , 4,001 shares	86,920	87,662
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund III, 3,347 shares	66,524	62,756
	UBS Financial Services, Inc.	John Hancock Tax Advantaged Dividend Income Fund, 4,004 shares	68,522	72,232
	UBS Financial Services, Inc.	Managed High Yield Plus Fund, 23,853 shares	132,643	51,045
		Subtotal to page 11	$ 5,747,091	$ 6,318,855

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2012 AND 2011

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

	(a)	**(b)** Identity of issue, borrower, lessor or similar party	**(c)** Description of investment including maturity date, rate of interest, collateral, par, or maturity value	**(d)** Cost	**(e)** Current value
			Subtotal from page 10	$ 5,747,091	$ 6,318,855
		UBS Financial Services, Inc.	Templeton Dragon Fund Inc., 5,387 shares	92,797	153,206
		UBS Financial Services, Inc.	Invesco Select Real Estate Income Fund, 4,074.301 shares	47,411	36,669
		UBS Financial Services, Inc.	Putnam Diversified Income Trust Fund, 7,746.196 shares	60,632	59,336
		UBS Financial Services, Inc.	Eagle Rock Energy Partners LTD, 3,000 shares	31,736	25,947
		UBS Financial Services, Inc.	Barclays Bank PLC SP ADR, 1,000 shares preferred stock	25,000	25,060
		UBS Financial Services, Inc.	General Motors Corp, 44 Warrants, expire 7/10/16	3,814	858
		UBS Financial Services, Inc.	General Motors Corp, 44 Warrants, expire 7/10/19	2,959	550
		UBS Financial Services, Inc.	Kinder Morgan, 651 Warrants, expire 5/25/17	1,231	2,461
		UBS Financial Services, Inc.	TINT Treasury Interest Payment, maturity date 5/15/22, $35,000 maturity value	8,694	29,685
		UBS Financial Services, Inc.	Alcoa Inc Call@M/W+15BP, maturity date 2/23/19, 5.72%, $25,000 maturity value	21,561	26,555
		UBS Financial Services, Inc.	Alcoa Inc Call@M/WT+12.5BP NTS, maturity date 2/1/17, 5.55%, $15,000 maturity value	12,036	16,238
		UBS Financial Services, Inc.	American Express Co NTS, maturity date 8/28/17, 6.15%, $20,000 maturity value	18,608	24,099
		UBS Financial Services, Inc.	American Express Co NTS, maturity date 8/28/17, 6.15%, $20,000 maturity value	19,866	24,099
		UBS Financial Services, Inc.	Bank of Amer Corp NTS, maturity date 8/15/16, 5.75%, $15,000 maturity value	14,648	16,403
		UBS Financial Services, Inc.	CSX Corp Call@M/W+30BP, maturity date 3/15/18, 6.25%, $15,000 maturity value	14,589	18,286
		UBS Financial Services, Inc.	Dow Chemical Co DEBS, maturity date 4/01/21, 9.00%, $18,000 maturity value	22,011	23,957
		UBS Financial Services, Inc.	Dow Chemical Co NTS Call@M/W+50BP, maturity date 5/15/19, 8.55%, $15,000 maturity value	16,610	20,251
		UBS Financial Services, Inc.	Dow Chemical Co NTS SER MW B/E, maturity date 5/15/18, 5.70%, $20,000 maturity value	17,087	23,785
		UBS Financial Services, Inc.	Duke Capital Corp MW+20BP, maturity date 7/15/18, 6.75%, $10,000 maturity value	10,677	11,833
		UBS Financial Services, Inc.	General Electric CAP CORP MTN, maturity date 5/4/20, 5.55%, $20,000 maturity value	20,669	23,776
		UBS Financial Services, Inc.	General Electric CAP CORP MTN, maturity date 12/30/26, 4.00%, $50,000 maturity value	50,005	50,614
		UBS Financial Services, Inc.	Ingersoll Rand Co DEB, maturity date 8/15/21, 9.00%, $5,000 maturity value	5,862	6,636
		UBS Financial Services, Inc.	Intl Paper Co MW+ 50BP, maturity date 5/15/19, 9.375%, $10,000 maturity value	11,303	13,637
		UBS Financial Services, Inc.	Intl Paper Co, maturity date 6/15/18, 7.95%, $10,000 maturity value	9,708	12,928
		UBS Financial Services, Inc.	Marathon Oil Corp MW@+20BP BE, maturity date 10/1/17, 6.00%, $20,000 maturity value	17,959	24,039
		UBS Financial Services, Inc.	Merrill Lynch & Co Inc NTS, maturity date 4/25/18, 6.875%, $20,000 maturity value	20,351	24,109
		UBS Financial Services, Inc.	Merrill Lynch Global NTS, maturity date 11/15/18, 6.875%, $15,000 maturity value	15,514	18,362
		UBS Financial Services, Inc.	New Jersey Bell Tel Co, maturity date 6/1/22, 8.00%, $15,000 maturity value	17,467	20,306
		UBS Financial Services, Inc.	Nisource Finance CL@M/H+30BP NTS, maturity date 3/15/18, 6.40%, $20,000 maturity value	20,446	24,110
		UBS Financial Services, Inc.	Xerox Corp NTS B/E, maturity date 5/15/18, 6.35%, $20,000 maturity value	17,887	23,066
				6,396,229	7,099,716
*		UBS Financial Services, Inc.	Cash	218	218
*		UBS Financial Services, Inc.	RMA Money Market Portfolio	659,054	659,054
				659,272	659,272
				$ 7,055,501	$ 7,758,988

* Party-in-interest

Schedule H - Part IV - Line 4i - Schedule of Assets (Held at End of Year)
Attachment - Form 5500
Plan EIN: 36-3728266
Plan Number: 001

GRAHAM ENTERPRISE, INC. 401(K) PROFIT SHARING PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Corporate stocks - preferred:			
	UBS Financial Services, Inc.	Alcoa Inc Call@MW+12BP Rate 5.55% Matures 2/01/17	12,036	16,238
	UBS Financial Services, Inc.	Alcoa Inc Call@MW+15BP Rate 5.72% Matures 2/23/19	21,561	26,555
	UBS Financial Services, Inc.	American Express Co NTS Rate 6.15% Matures 8/28/17	38,474	48,199
	UBS Financial Services, Inc.	Bank of Amer Corp NTS Rate 5.75% Matures 8/15/16	14,648	16,403
	UBS Financial Services, Inc.	Barclays Bank PLC Ser 3 7.1% Preferred CLBL Par Value	25,000	25,060
	UBS Financial Services, Inc.	CSX Corp Call @M/W+30BP Rate 8.55% Matures 5/15/19	14,589	18,286
	UBS Financial Services, Inc.	Dow Chemical Co DEBS Rate 9% Matures 4/1/21	22,011	23,957
	UBS Financial Services, Inc.	Dow Chemical Co NTS Call@MW+50BP Rate 8.55% Matures 5/15/19	16,610	20,251
	UBS Financial Services, Inc.	Dow Chemical Co NTS Ser MN B/E Rate 7% Matures 5/15/18	17,087	23,785
	UBS Financial Services, Inc.	Duke Cptl MW+20BP Captl Corp B/E Rate 6.75% Matures 7/15/18	10,677	11,834
	UBS Financial Services, Inc.	General Elec Cap Corp Rate 4% Matures 12/20/26	50,005	50,614
	UBS Financial Services, Inc.	General Elec Cap Corp Rate 5.55% Matures 5/4/20	20,669	23,776
	UBS Financial Services, Inc.	Ingersoll Rand Co. DEB Rate 9% Matures 8/15/21	5,862	6,636
	UBS Financial Services, Inc.	Intl Paper Co Call@MW+50BP Rate 7.95% Matures 6/15/18	9,708	12,928
	UBS Financial Services, Inc.	Intl Paper Co Rate 9.375% Matures 5/15/19 MW+50BP	11,303	13,637
	UBS Financial Services, Inc.	Marathon Oil Corp MW@+20BP Rate 6% Matures 10/1/17	17,959	24,039
	UBS Financial Services, Inc.	Merrill Lynch & Co Inc Rate 6.875% Matures 4/25/18	20,351	24,109
	UBS Financial Services, Inc.	Merrill Lynch Global NTS Rate 6.875% Matures 11/15/18	15,514	18,362
	UBS Financial Services, Inc.	New Jersey Bell Tel Co Rate 8% Matures 6/1/22	17,467	20,306
	UBS Financial Services, Inc.	Nisource Finanace CL@M/H+30BP Rate 6.4% Matures 3/15/18	20,446	24,110
	UBS Financial Services, Inc.	Xerox Corp NTS B/E Call@MW+40BP Rate 6.35% Matures 5/15/18	17,887	23,066
			$ 399,863	$ 472,150
	Corporate stocks - common:			
	UBS Financial Services, Inc.	3M Co	109,857	129,247
	UBS Financial Services, Inc.	Abbott Labs	70,295	86,067
	UBS Financial Services, Inc.	ADT Corp Com	6,536	13,389
	UBS Financial Services, Inc.	Allstate Corp	47,075	50,253
	UBS Financial Services, Inc.	American Express Co	49,242	63,056
	UBS Financial Services, Inc.	Ameriprise Fianacial Inc	21,288	25,240
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	UBS Financial Services, Inc.	AOL Inc	18,900	23,475
	UBS Financial Services, Inc.	Astrazeneca PLC	79,977	77,996
	UBS Financial Services, Inc.	AT & T Inc.	89,870	101,096
	UBS Financial Services, Inc.	Bank of Amer Corp	103,348	67,570
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	UBS Financial Services, Inc.	Berkshire Hathaway Inc. New	78,148	89,700
	UBS Financial Services, Inc.	Boston Scientific Corp	18,290	9,168
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	UBS Financial Services, Inc.	Great Plain Energy Inc	39,085	31,602
	UBS Financial Services, Inc.	Hewlett Packard Co.	38,631	19,537
	UBS Financial Services, Inc.	Home Depot Inc.	65,614	110,959
	UBS Financial Services, Inc.	Illinois Tool Works Inc.	80,411	94,924
	UBS Financial Services, Inc.	Infineon Technologies ADR	25,181	16,540
	UBS Financial Services, Inc.	ING Groep N V Spon Adr	28,863	10,610
	UBS Financial Services, Inc.	Intl Business Mach	83,827	167,606
	UBS Financial Services, Inc.	Intl Corp	62,704	102,564
	UBS Financial Services, Inc.	Johnson & Johnson Com	85,840	111,739

Schedule H - Part IV - Line 4i - Schedule of Assets (Held at End of Year)
Attachment - Form 5500
Plan EIN: 36-3728266
Plan Number: 001

GRAHAM ENTERPRISE, INC. 401(K) PROFIT SHARING PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	Kinder Morgan Inc	13,574	15,051
	UBS Financial Services, Inc.	Kroger Company	34,515	41,372
	UBS Financial Services, Inc.	Lincoln Natl Corp IND	43,925	29,345
	UBS Financial Services, Inc.	Marsh & Mclennan Cos Inc.	75,207	80,487
	UBS Financial Services, Inc.	McDonalds Corp	147,933	165,306
	UBS Financial Services, Inc.	Medtronic Inc	71,726	101,278
	UBS Financial Services, Inc.	Merck & Co Inc New Com	113,227	128,142
	UBS Financial Services, Inc.	Microsoft Corp	107,746	173,742
	UBS Financial Services, Inc.	Monsanto Co New	35,227	163,366
	UBS Financial Services, Inc.	Motorola Solutions, Inc.	40,524	33,686
	UBS Financial Services, Inc.	Novartis Ag Spon Adr	77,195	109,509
	UBS Financial Services, Inc.	OI S A Spon Adr	12,817	7,723
	UBS Financial Services, Inc.	OI S A Spon Adr	1,589	804
	UBS Financial Services, Inc.	Pentair Ltd	3,826	6,783
	UBS Financial Services, Inc.	Pepsico Inc.	77,365	142,198
	UBS Financial Services, Inc.	Pfizer Inc	87,202	95,676
	UBS Financial Services, Inc.	Procter & Gamble Co	98,145	103,940
	UBS Financial Services, Inc.	Schlumberger Ltd Netherlands	77,039	77,198
	UBS Financial Services, Inc.	Senior Hsg Properties Trust	11,443	12,198
	UBS Financial Services, Inc.	Spectra Energy Corp	42,535	54,048
	UBS Financial Services, Inc.	Stanley Black & Decker Inc.	61,803	121,977
	UBS Financial Services, Inc.	Takeda Pharmaceutical Co Ltd	45,013	31,171
	UBS Financial Services, Inc.	TE Connectivity LTD CHF	19,356	24,388
	UBS Financial Services, Inc.	Teco Energy Inc	66,481	57,755
	UBS Financial Services, Inc.	Time Warner Cable Inc	50,649	53,746
	UBS Financial Services, Inc.	Time Warner Inc New	44,572	17,936
	UBS Financial Services, Inc.	Travelers Cos Inc/The	125,121	200,019
	UBS Financial Services, Inc.	Tyco Intl Ltd	9,991	16,936
	UBS Financial Services, Inc.	Verizon Communications Inc.	57,833	74,727
	UBS Financial Services, Inc.	Vodafone Group PLC New Spon	63,660	63,227
	UBS Financial Services, Inc.	Walgreen Co.	75,231	103,628
	UBS Financial Services, Inc.	Weyerhaeuser Co	93,589	94,727
			$ 4,362,133	$ 5,239,339
	Registered Investment Companies:			
	UBS Financial Services, Inc.	Cohen & Steers Quality Income	162,062	118,283
	UBS Financial Services, Inc.	Cohen & Steers Reit & Preferred Income Fund	70,811	61,640
	UBS Financial Services, Inc.	Duff & Phelps Glb Utl Inc Fnd	87,794	75,763
	UBS Financial Services, Inc.	DWS Enhanced Commodity Strategy	73,600	54,734
	UBS Financial Services, Inc.	Dynamic Allpha Fund	146,730	116,247
	UBS Financial Services, Inc.	Eagle Rock Energy Partners LTD	31,736	25,947
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Divid Income Fund	61,934	53,972
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Global Divid Income Fund	71,342	52,473
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy Write Opportuniteis Funds	74,931	57,363
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Global Diversified Equity Income	81,371	47,398
	UBS Financial Services, Inc.	Global Allocation	165,785	148,587
	UBS Financial Services, Inc.	Invesco Global Real Estate Income Fund	47,411	36,669
	UBS Financial Services, Inc.	John Hancock Financial Opportunities Funds	33,984	19,360
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund	153,444	150,418
	UBS Financial Services, Inc.	John Hancock Tax Advantaged	68,522	72,232
	UBS Financial Services, Inc.	Managed High Yield Plus Fund	132,643	51,045
	UBS Financial Services, Inc.	Putnam Diversified Income Trust Fund Class C	60,632	59,336
	UBS Financial Services, Inc.	Templeton Dragon Fund Inc.	92,797	153,206
	UBS Financial Services, Inc.	Warrants General Motors Co. Expires: 7/10/16	3,814	858
	UBS Financial Services, Inc.	Warrants General Motors Co. Expires: 7/10/19	2,959	550
	UBS Financial Services, Inc.	Warrants Kinder Morgan Holdco LLC	1,231	2,461
			$ 1,625,532	$ 1,358,541
	Government Securities			
	UBS Financial Services, Inc.	TINT TRSY Interest Payment Matures 5/15/22	$ 8,694	$ 29,685
	Cash and cash equivalents:			
	UBS Financial Services	Cash	217	217
	UBS Financial Services	Accrued Interest	1,962	5,147
*	UBS Financial Services	Money Market Portfolio	659,055	659,055
			$ 661,234	$ 664,419
			$ 7,057,456	$ 7,764,136