

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>J.N. PHILLIPS GLASS CO. PROFIT SHARING 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>01/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1985</u>					
1b Three-digit plan number (PN) ▶	<u>001</u>								
1c Effective date of plan <u>01/01/1985</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE J.N. PHILLIPS COMPANY, INC.</u> <u>11 WHEELING AVENUE</u> <u>WOBURN, MA 01801</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>04-2220769</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>781-939-3400</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>811120</u></td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-2220769</u>		2c Sponsor's telephone number <u>781-939-3400</u>		2d Business code (see instructions) <u>811120</u>			
2b Employer Identification Number (EIN) <u>04-2220769</u>									
2c Sponsor's telephone number <u>781-939-3400</u>									
2d Business code (see instructions) <u>811120</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>10/02/2013</u> Date	<u>MAUREEN CONFALONE</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 THE J.N. PHILLIPS COMPANY, INC. 11 WHEELING AVENUE WOBURN, MA 01801		3b Administrator's EIN 04-2220769 3c Administrator's telephone number 781-939-3400
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		5 299
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	209
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	85
d Subtotal. Add lines 6a , 6b , and 6c	6d	294
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	295
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	275
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	23
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H 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 J.N. PHILLIPS GLASS CO. PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE J.N. PHILLIPS COMPANY, INC.	D Employer Identification Number (EIN) 04-2220769

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	3100	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

LPL FINANCIAL CORPORATION

95-2834236

(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?
61	ADVISOR	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VAL A - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ SMCPLV A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FED MID CAP INDEX SS - STATE STREET	0.05%	
04-0025081		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS TRITON S - JANUS SERVICES LLC 43-1804048	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM CORE BOND A - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM EQUITY IDX A - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160	0.05%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SM CAP VAL AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER GLOBAL A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL S - JANUS SERVIC		0.25%
43-1804048		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG VALUE R3 - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LPL FINANCIAL CORPORATION	61	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.
JPM CORE BOND A - JPMORGAN DISTRIBU 13-2624428	\$0-<\$4M=0.75% \$4M-<\$50M=0.50% \$50M+=0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LPL FINANCIAL CORPORATION	61	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.
OPPENHEIMER GLOBAL A - OPPENHEIMERF 13-2953455	\$5M+=0.25%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>J.N. PHILLIPS GLASS CO. PROFIT SHARING 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>THE J.N. PHILLIPS COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>04-2220769</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	835384	867033
	(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)	358789	280824
	(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)	7171960	8240199
	(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	8366133	9388056

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8366133	9388056
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	62510	
(B) Participants	2a(1)(B)	438390	
(C) Others (including rollovers)	2a(1)(C)	600	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		501500
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	116	
(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)	15248	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		15364
(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)	156202	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		156202
(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)		782842
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1455908

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	422069	
(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)		422069
f Corrective distributions (see instructions)	2f		8816
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3100	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3100
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		433985

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1021923
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: MCGLADREY LLP

(2) EIN: 42-0714325

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		1000000
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.		X	
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.

For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>J.N. PHILLIPS GLASS CO. PROFIT SHARING 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>THE J.N. PHILLIPS COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>04-2220769</u>	

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

J.N. Phillips Glass Company Profit Sharing Plan

Financial Statements
and
Supplemental Schedule

December 31, 2012 and 2011

J.N. Phillips Glass Company Profit Sharing Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE
December 31, 2012 and 2011

C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
J.N. Phillips Glass Company Profit Sharing Plan
Woburn, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of J.N. Phillips Glass Company Profit Sharing Plan (the "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 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Boston, Massachusetts
September 23, 2013

J.N. Phillips Glass Company Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments at fair value:		
Mutual funds	\$ 8,240,199	\$ 7,171,960
Money market fund	867,033	835,384
	<u>9,107,232</u>	<u>8,007,344</u>
Notes receivable from participants	<u>280,824</u>	<u>358,789</u>
	<u>9,388,056</u>	<u>8,366,133</u>
LIABILITIES		
Excess participant contributions	<u>-</u>	<u>8,816</u>
Net assets available for plan benefits	<u>\$ 9,388,056</u>	<u>\$ 8,357,317</u>

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

J.N. Phillips Glass Company Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 782,841
Interest and dividends	<u>156,319</u>
	<u>939,160</u>

Interest on notes receivable from participants	<u>15,248</u>
--	---------------

Contributions:

Employer	62,510
Participants	438,390
Rollover	<u>600</u>
	<u>501,500</u>

Total additions	<u>1,455,908</u>
-----------------	------------------

Deductions from net assets attributed to:

Benefits paid to participants	422,069
Administrative expenses	<u>3,100</u>

Total deductions	<u>425,169</u>
------------------	----------------

Net increase	<u>1,030,739</u>
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Net assets available for benefits:

Beginning of year	<u>8,357,317</u>
End of year	<u>\$ 9,388,056</u>

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

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN

The following description of J.N. Phillips Glass Company 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. The plan sponsor is J.N. Phillips Company, Inc. ("J.N. Phillips"). The Plan is available to eligible employees of J.N. Phillips, as well as those of Teleglass National, Inc., Strategic Claims Services, Inc., and TGSC, Inc., (collectively the "Company") each of whom are related to J.N. Phillips through common ownership.

General

The Plan is a defined contribution plan established for the benefit of the employees of the Company. The Plan and the trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code ("IRC") and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Employees of the Company who have reached 21 years of age and have completed eleven months of service are eligible to participate in the Plan.

Contributions

Active participants may elect to contribute up to 60% of eligible pretax compensation and bonuses, as defined in the Plan, up to a maximum defined by the IRC (\$17,000 in 2012.) 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 a calendar year, may elect to defer additional amounts (called "catch-up contributions") to the Plan as of January 1st of that year. The additional amounts may be deferred regardless of any other limitations on the amount that these participants defer to the Plan. The maximum catch-up contribution that can be made in 2012 is \$5,500.

Under the provisions of the Plan, the Company may make a matching contribution to the Plan on behalf of the participants. Effective February 1, 2011, the Company's contribution percentage was equal to 25% of the elective participant contribution up to 4% of compensation. Contributions are subject to certain limitations.

The Company may also make discretionary profit sharing contributions to the Plan. Discretionary contributions made to the participants' accounts are generally allocated in the ratio that the participant's eligible compensation bears to the total eligible compensation paid to all eligible participants. The Company made no discretionary profit sharing contributions for the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contribution and allocations of any discretionary profit sharing contributions, if any, and Plan earnings/losses thereon. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN...continued

Vesting

Participants are fully vested in their contributions and earnings thereon. The portion of the participants' accounts attributable to the Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon become 20% vested after one year of credited service, as defined, and continues to vest at the rate of 20% for each successive year of service until 100% vested after five years of service.

Participants' Investment Options

Participants must direct their salary contributions to selected investments as made available and determined by the plan administrator. The Plan currently offers mutual funds and a money market fund as investment options for participants. Participants may change their investment options at any time throughout the year via direct phone or online access to Fidelity Management Trust Company, the trustee and third party administrator of the Plan.

Payment of Benefits

On termination of service due to death, disability, retirement or termination, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment distribution in equal amounts over a period of time. However, if a participant's balance is \$5,000 or less, the plan administrator will direct the trustee to distribute a lump sum distribution without consent. In-service withdrawals are also permitted for certain financial hardships or when a participant attains age 59 ½.

Forfeitures

Forfeitures represent the non-vested portion of terminated participants' account balances. These accounts may be used first to reduce costs of administration of the Plan and second to reduce Company matching contributions. Amounts forfeited during 2012 were \$13,655. In 2012, Company matching contributions were reduced by \$5,567 from forfeited non-vested accounts. As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$17,568 and \$9,480, respectively.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years or, if a participant requests a loan for the acquisition of a principal residence, the loan may have a term of up to ten years. The loans are secured by the vested balance in the participants' accounts and bear interest at rates ranging from 4.25% to 9.25%, which represent fixed rates determined by the plan administrator at the time the loan was originated based upon the prevailing interest rates charged by persons in the business of lending money for loans. Principal and interest is paid ratably through payroll deductions. In the case of termination of employment, the entire outstanding loan balance is immediately due and payable.

Administrative Expenses

As provided by the Plan agreement, administrative expenses related to Plan investments and recordkeeping are paid by the Plan and other administrative expenses are paid by the Company.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC").

The financial statements of the plan are prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

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. Fair value measurements are discussed later in this Note. Note 5 provides a breakdown of Plan assets according to fair value.

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

Notes Receivable From Participants

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

Payment of Benefits

Benefits are recorded when paid.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements

GAAP establishes a 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 are described below:

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.

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

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

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

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

ASC 820 also requires nonfinancial assets or nonfinancial liabilities to be recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2012 and 2011, respectively, the Plan did not have any non-financial assets or liabilities which are required to be at fair value.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

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.

Money Market Fund and Mutual Funds

Valued at quoted market prices of shares held by the Plan and are classified as level 1.

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

Income Taxes

GAAP requires Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

3. INFORMATION CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Fidelity Management Trust Company, (the "Trustee") and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that information provided to the plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Money market fund	\$ 867,033	\$ 835,384
Mutual funds	<u>8,240,199</u>	<u>7,171,960</u>
	<u>\$ 9,107,232</u>	<u>\$ 8,007,344</u>
Notes receivable from participants	<u>\$ 280,824</u>	<u>\$ 358,789</u>

Fidelity Management Trust Company also certified to the completeness and accuracy of \$782,841 of net appreciation in fair value of investments and \$171,567 of interest and dividends related to the aforementioned assets for the year ended December 31, 2012.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Money Market Fund:		
Fidelity Advisor Treasury Fund *	\$ 867,033	\$ 835,384
Mutual Funds:		
JPM Equity Index A	1,148,083	982,622
Fidelity Advisor New Insights *	980,154	865,307
Thornburg Value Fund	970,759	866,131
Oppenheimer Global Fund	733,490	591,059
Allianz NFJ Dividend Value Fund	650,084	542,931
Fidelity Advisor Balanced Fund *	596,904	568,039
Fidelity Advisor Government Income Fund *	565,918	557,044
Other	<u>2,594,807</u>	<u>2,198,827</u>
	<u>\$ 9,107,232</u>	<u>\$ 8,007,344</u>

* Party-in-interest to the Plan.

During 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$782,841.

5. FAIR VALUE MEASUREMENTS

The following tables 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			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 867,033	\$ -	\$ -	\$ 867,033
Mutual funds:				
Large cap U.S. equity funds	3,749,080	-	-	3,749,080
Bond funds	1,099,082	-	-	1,099,082
Small U.S. equity funds	441,537	-	-	441,537
International funds	917,111	-	-	917,111
Mid Cap U.S. equity funds	674,577	-	-	674,577
Blended funds	<u>1,358,812</u>	<u>-</u>	<u>-</u>	<u>1,358,812</u>
Total assets at fair value	<u>\$ 9,107,232</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,107,232</u>

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS...continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 835,384	\$ -	\$ -	\$ 835,384
Mutual funds:				
Large cap U.S. equity funds	3,256,991	-	-	3,256,991
Blended funds	1,141,438	-	-	1,141,438
Bond funds	1,048,976	-	-	1,048,976
International funds	736,288	-	-	736,288
Mid cap U.S. equity funds	594,945	-	-	594,945
Small cap U.S. equity funds	<u>393,322</u>	<u>-</u>	<u>-</u>	<u>393,322</u>
Total assets at fair value	<u>\$ 8,007,344</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,007,344</u>

6. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan, and therefore, these transactions qualify as parties-in-interest transactions as that term is defined in Section 3(14) of ERISA. Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Company pays directly any other fees related to the Plan's operations. In addition, the Plan's investments include loans to participants that are secured by the balances in the participants' account, which also constitute party-in-interest transactions.

7. PLAN TERMINATION

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

8. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated March 31, 2008, stating that the Plan is designed in accordance with applicable sections of the IRC. Although, the Plan has been amended since receiving this determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and is tax exempt.

9. RISKS AND UNCERTAINTIES

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

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

10. RECONCILIATION OF FINANCIAL STATEMENTS TO 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 9,388,056	\$ 8,357,317
Add – excess participant contributions reported on the financial statements	<u>-</u>	<u>8,816</u>
Net assets available for benefits per the Form 5500	<u>\$ 9,388,056</u>	<u>\$ 8,366,133</u>

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

Net increase per the financial statements	\$ 1,030,739
Prior year participant excess contributions	<u>(8,816)</u>
Net increase per the Form 5500	<u>\$ 1,021,923</u>

11. EXCESS CONTRIBUTIONS REFUNDABLE

Amounts contributed to the Plan from highly compensated employees in excess of the Internal Revenue Service approved limit during the year ended December 31, 2011 were \$8,816. This amount is reflected as excess participant contributions on the accompanying statement of net assets available for benefits as of December 31, 2011 and was refunded to the participants during March 2012.

12. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events for potential recognition or disclosure through September 23, 2013, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

J.N. Phillips Glass Company Profit Sharing Plan

Employer Identification Number 04-2220769

Plan Number 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)					(d)	(e)
		Description of Investments						
	Identity of issue, Borrower, Lessor, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost**	Current Value
	JPM Equity Index A	Mutual Fund	n/a	n/a	n/a	n/a	n/a	\$ 1,148,083
*	Fidelity Advisor New Insights	Mutual Fund	n/a	n/a	n/a	n/a	n/a	980,154
	Thornburg Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	970,759
*	Fidelity Advisor Treasury Fund	Money Market Fund	n/a	n/a	n/a	n/a	n/a	867,033
	Oppenheimer Global Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	733,490
	Allianz NFJ Dividend Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	650,084
*	Fidelity Advisor Balanced Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	596,904
	Fidelity Advisor Government Income Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	565,918
*	Fidelity Advisor Mid Cap II	Mutual Fund	n/a	n/a	n/a	n/a	n/a	451,875
	JPM Core Bond A	Mutual Fund	n/a	n/a	n/a	n/a	n/a	406,346
	Loomis Sayles Small Cap Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	256,524
*	Fidelity Advisor Freedom 2010	Mutual Fund	n/a	n/a	n/a	n/a	n/a	201,664
*	Fidelity International Discovery	Mutual Fund	n/a	n/a	n/a	n/a	n/a	183,621
*	Janus Triton S Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	170,432
	Federated Mid Cap Index	Mutual Fund	n/a	n/a	n/a	n/a	n/a	130,853
*	Fidelity Strategic Income	Mutual Fund	n/a	n/a	n/a	n/a	n/a	126,818
*	Fidelity Advisor Freedom 2035	Mutual Fund	n/a	n/a	n/a	n/a	n/a	124,241
*	Fidelity Advisor Freedom 2050	Mutual Fund	n/a	n/a	n/a	n/a	n/a	124,000
*	Fidelity Advisor Freedom 2045	Mutual Fund	n/a	n/a	n/a	n/a	n/a	93,484
	Perkins Mid Cap Value	Mutual Fund	n/a	n/a	n/a	n/a	n/a	91,849
*	Fidelity Advisor Freedom 2040	Mutual Fund	n/a	n/a	n/a	n/a	n/a	67,960
*	Fidelity Advisor Freedom 2030	Mutual Fund	n/a	n/a	n/a	n/a	n/a	46,215
*	Fidelity Advisor Freedom Income	Mutual Fund	n/a	n/a	n/a	n/a	n/a	42,122
*	Fidelity Advisor Freedom 2025	Mutual Fund	n/a	n/a	n/a	n/a	n/a	37,633
	Allianz NFJ Small Cap Value	Mutual Fund	n/a	n/a	n/a	n/a	n/a	14,581
*	Fidelity Advisor Freedom 2020	Mutual Fund	n/a	n/a	n/a	n/a	n/a	11,146
*	Fidelity Advisor Freedom 2055	Mutual Fund	n/a	n/a	n/a	n/a	n/a	10,159
*	Fidelity Advisor Freedom 2015	Mutual Fund	n/a	n/a	n/a	n/a	n/a	3,284
*	Participant Loans	Loans to Participants	n/a	Participant loans - 4.25%-9.25%	varies	n/a	-	280,824
						-		\$ 9,388,056

* Denotes party-in-interest to the Plan.

J.N. Phillips Glass Company Profit Sharing Plan

Financial Statements
and
Supplemental Schedule

December 31, 2012 and 2011

J.N. Phillips Glass Company Profit Sharing Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE
December 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
J.N. Phillips Glass Company Profit Sharing Plan
Woburn, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of J.N. Phillips Glass Company Profit Sharing Plan (the "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 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Boston, Massachusetts
September 23, 2013

J.N. Phillips Glass Company Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments at fair value:		
Mutual funds	\$ 8,240,199	\$ 7,171,960
Money market fund	867,033	835,384
	<u>9,107,232</u>	<u>8,007,344</u>
Notes receivable from participants	<u>280,824</u>	<u>358,789</u>
	<u>9,388,056</u>	<u>8,366,133</u>
LIABILITIES		
Excess participant contributions	<u>-</u>	<u>8,816</u>
Net assets available for plan benefits	<u>\$ 9,388,056</u>	<u>\$ 8,357,317</u>

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

J.N. Phillips Glass Company Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 782,841
Interest and dividends	<u>156,319</u>
	<u>939,160</u>

Interest on notes receivable from participants	<u>15,248</u>
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Contributions:

Employer	62,510
Participants	438,390
Rollover	<u>600</u>
	<u>501,500</u>

Total additions	<u>1,455,908</u>
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Deductions from net assets attributed to:

Benefits paid to participants	422,069
Administrative expenses	<u>3,100</u>

Total deductions	<u>425,169</u>
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Net increase	<u>1,030,739</u>
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Net assets available for benefits:

Beginning of year	<u>8,357,317</u>
End of year	<u>\$ 9,388,056</u>

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

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN

The following description of J.N. Phillips Glass Company 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. The plan sponsor is J.N. Phillips Company, Inc. ("J.N. Phillips"). The Plan is available to eligible employees of J.N. Phillips, as well as those of Teleglass National, Inc., Strategic Claims Services, Inc., and TGSC, Inc., (collectively the "Company") each of whom are related to J.N. Phillips through common ownership.

General

The Plan is a defined contribution plan established for the benefit of the employees of the Company. The Plan and the trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code ("IRC") and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Employees of the Company who have reached 21 years of age and have completed eleven months of service are eligible to participate in the Plan.

Contributions

Active participants may elect to contribute up to 60% of eligible pretax compensation and bonuses, as defined in the Plan, up to a maximum defined by the IRC (\$17,000 in 2012.) 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 a calendar year, may elect to defer additional amounts (called "catch-up contributions") to the Plan as of January 1st of that year. The additional amounts may be deferred regardless of any other limitations on the amount that these participants defer to the Plan. The maximum catch-up contribution that can be made in 2012 is \$5,500.

Under the provisions of the Plan, the Company may make a matching contribution to the Plan on behalf of the participants. Effective February 1, 2011, the Company's contribution percentage was equal to 25% of the elective participant contribution up to 4% of compensation. Contributions are subject to certain limitations.

The Company may also make discretionary profit sharing contributions to the Plan. Discretionary contributions made to the participants' accounts are generally allocated in the ratio that the participant's eligible compensation bears to the total eligible compensation paid to all eligible participants. The Company made no discretionary profit sharing contributions for the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contribution and allocations of any discretionary profit sharing contributions, if any, and Plan earnings/losses thereon. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN...continued

Vesting

Participants are fully vested in their contributions and earnings thereon. The portion of the participants' accounts attributable to the Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon become 20% vested after one year of credited service, as defined, and continues to vest at the rate of 20% for each successive year of service until 100% vested after five years of service.

Participants' Investment Options

Participants must direct their salary contributions to selected investments as made available and determined by the plan administrator. The Plan currently offers mutual funds and a money market fund as investment options for participants. Participants may change their investment options at any time throughout the year via direct phone or online access to Fidelity Management Trust Company, the trustee and third party administrator of the Plan.

Payment of Benefits

On termination of service due to death, disability, retirement or termination, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment distribution in equal amounts over a period of time. However, if a participant's balance is \$5,000 or less, the plan administrator will direct the trustee to distribute a lump sum distribution without consent. In-service withdrawals are also permitted for certain financial hardships or when a participant attains age 59 ½.

Forfeitures

Forfeitures represent the non-vested portion of terminated participants' account balances. These accounts may be used first to reduce costs of administration of the Plan and second to reduce Company matching contributions. Amounts forfeited during 2012 were \$13,655. In 2012, Company matching contributions were reduced by \$5,567 from forfeited non-vested accounts. As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$17,568 and \$9,480, respectively.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years or, if a participant requests a loan for the acquisition of a principal residence, the loan may have a term of up to ten years. The loans are secured by the vested balance in the participants' accounts and bear interest at rates ranging from 4.25% to 9.25%, which represent fixed rates determined by the plan administrator at the time the loan was originated based upon the prevailing interest rates charged by persons in the business of lending money for loans. Principal and interest is paid ratably through payroll deductions. In the case of termination of employment, the entire outstanding loan balance is immediately due and payable.

Administrative Expenses

As provided by the Plan agreement, administrative expenses related to Plan investments and recordkeeping are paid by the Plan and other administrative expenses are paid by the Company.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC").

The financial statements of the plan are prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

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. Fair value measurements are discussed later in this Note. Note 5 provides a breakdown of Plan assets according to fair value.

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

Notes Receivable From Participants

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

Payment of Benefits

Benefits are recorded when paid.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements

GAAP establishes a 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 are described below:

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.

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

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

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

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

ASC 820 also requires nonfinancial assets or nonfinancial liabilities to be recorded or disclosed at fair value on a non-recurring basis. As of December 31, 2012 and 2011, respectively, the Plan did not have any non-financial assets or liabilities which are required to be at fair value.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

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.

Money Market Fund and Mutual Funds

Valued at quoted market prices of shares held by the Plan and are classified as level 1.

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

Income Taxes

GAAP requires Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

3. INFORMATION CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Fidelity Management Trust Company, (the "Trustee") and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that information provided to the plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Money market fund	\$ 867,033	\$ 835,384
Mutual funds	<u>8,240,199</u>	<u>7,171,960</u>
	<u>\$ 9,107,232</u>	<u>\$ 8,007,344</u>
Notes receivable from participants	<u>\$ 280,824</u>	<u>\$ 358,789</u>

Fidelity Management Trust Company also certified to the completeness and accuracy of \$782,841 of net appreciation in fair value of investments and \$171,567 of interest and dividends related to the aforementioned assets for the year ended December 31, 2012.

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Money Market Fund:		
Fidelity Advisor Treasury Fund *	\$ 867,033	\$ 835,384
Mutual Funds:		
JPM Equity Index A	1,148,083	982,622
Fidelity Advisor New Insights *	980,154	865,307
Thornburg Value Fund	970,759	866,131
Oppenheimer Global Fund	733,490	591,059
Allianz NFJ Dividend Value Fund	650,084	542,931
Fidelity Advisor Balanced Fund *	596,904	568,039
Fidelity Advisor Government Income Fund *	565,918	557,044
Other	<u>2,594,807</u>	<u>2,198,827</u>
	<u>\$ 9,107,232</u>	<u>\$ 8,007,344</u>

* Party-in-interest to the Plan.

During 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$782,841.

5. FAIR VALUE MEASUREMENTS

The following tables 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			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 867,033	\$ -	\$ -	\$ 867,033
Mutual funds:				
Large cap U.S. equity funds	3,749,080	-	-	3,749,080
Bond funds	1,099,082	-	-	1,099,082
Small U.S. equity funds	441,537	-	-	441,537
International funds	917,111	-	-	917,111
Mid Cap U.S. equity funds	674,577	-	-	674,577
Blended funds	<u>1,358,812</u>	<u>-</u>	<u>-</u>	<u>1,358,812</u>
Total assets at fair value	<u>\$ 9,107,232</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,107,232</u>

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

5. FAIR VALUE MEASUREMENTS...continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 835,384	\$ -	\$ -	\$ 835,384
Mutual funds:				
Large cap U.S. equity funds	3,256,991	-	-	3,256,991
Blended funds	1,141,438	-	-	1,141,438
Bond funds	1,048,976	-	-	1,048,976
International funds	736,288	-	-	736,288
Mid cap U.S. equity funds	594,945	-	-	594,945
Small cap U.S. equity funds	<u>393,322</u>	<u>-</u>	<u>-</u>	<u>393,322</u>
Total assets at fair value	<u>\$ 8,007,344</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,007,344</u>

6. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan, and therefore, these transactions qualify as parties-in-interest transactions as that term is defined in Section 3(14) of ERISA. Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Company pays directly any other fees related to the Plan's operations. In addition, the Plan's investments include loans to participants that are secured by the balances in the participants' account, which also constitute party-in-interest transactions.

7. PLAN TERMINATION

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

8. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated March 31, 2008, stating that the Plan is designed in accordance with applicable sections of the IRC. Although, the Plan has been amended since receiving this determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and is tax exempt.

9. RISKS AND UNCERTAINTIES

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

J.N. Phillips Glass Company Profit Sharing Plan

Notes to Financial Statements
December 31, 2012 and 2011

10. RECONCILIATION OF FINANCIAL STATEMENTS TO 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 9,388,056	\$ 8,357,317
Add – excess participant contributions reported on the financial statements	<u>-</u>	<u>8,816</u>
Net assets available for benefits per the Form 5500	<u>\$ 9,388,056</u>	<u>\$ 8,366,133</u>

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

Net increase per the financial statements	\$ 1,030,739
Prior year participant excess contributions	<u>(8,816)</u>
Net increase per the Form 5500	<u>\$ 1,021,923</u>

11. EXCESS CONTRIBUTIONS REFUNDABLE

Amounts contributed to the Plan from highly compensated employees in excess of the Internal Revenue Service approved limit during the year ended December 31, 2011 were \$8,816. This amount is reflected as excess participant contributions on the accompanying statement of net assets available for benefits as of December 31, 2011 and was refunded to the participants during March 2012.

12. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events for potential recognition or disclosure through September 23, 2013, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

J.N. Phillips Glass Company Profit Sharing Plan

Employer Identification Number 04-2220769

Plan Number 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)					(d)	(e)
		Description of Investments						
	Identity of issue, Borrower, Lessor, or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost**	Current Value
	JPM Equity Index A	Mutual Fund	n/a	n/a	n/a	n/a	n/a	\$ 1,148,083
*	Fidelity Advisor New Insights	Mutual Fund	n/a	n/a	n/a	n/a	n/a	980,154
	Thornburg Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	970,759
*	Fidelity Advisor Treasury Fund	Money Market Fund	n/a	n/a	n/a	n/a	n/a	867,033
	Oppenheimer Global Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	733,490
	Allianz NFJ Dividend Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	650,084
*	Fidelity Advisor Balanced Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	596,904
	Fidelity Advisor Government Income Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	565,918
*	Fidelity Advisor Mid Cap II	Mutual Fund	n/a	n/a	n/a	n/a	n/a	451,875
	JPM Core Bond A	Mutual Fund	n/a	n/a	n/a	n/a	n/a	406,346
	Loomis Sayles Small Cap Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	256,524
*	Fidelity Advisor Freedom 2010	Mutual Fund	n/a	n/a	n/a	n/a	n/a	201,664
*	Fidelity International Discovery	Mutual Fund	n/a	n/a	n/a	n/a	n/a	183,621
*	Janus Triton S Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	170,432
	Federated Mid Cap Index	Mutual Fund	n/a	n/a	n/a	n/a	n/a	130,853
*	Fidelity Strategic Income	Mutual Fund	n/a	n/a	n/a	n/a	n/a	126,818
*	Fidelity Advisor Freedom 2035	Mutual Fund	n/a	n/a	n/a	n/a	n/a	124,241
*	Fidelity Advisor Freedom 2050	Mutual Fund	n/a	n/a	n/a	n/a	n/a	124,000
*	Fidelity Advisor Freedom 2045	Mutual Fund	n/a	n/a	n/a	n/a	n/a	93,484
	Perkins Mid Cap Value	Mutual Fund	n/a	n/a	n/a	n/a	n/a	91,849
*	Fidelity Advisor Freedom 2040	Mutual Fund	n/a	n/a	n/a	n/a	n/a	67,960
*	Fidelity Advisor Freedom 2030	Mutual Fund	n/a	n/a	n/a	n/a	n/a	46,215
*	Fidelity Advisor Freedom Income	Mutual Fund	n/a	n/a	n/a	n/a	n/a	42,122
*	Fidelity Advisor Freedom 2025	Mutual Fund	n/a	n/a	n/a	n/a	n/a	37,633
	Allianz NFJ Small Cap Value	Mutual Fund	n/a	n/a	n/a	n/a	n/a	14,581
*	Fidelity Advisor Freedom 2020	Mutual Fund	n/a	n/a	n/a	n/a	n/a	11,146
*	Fidelity Advisor Freedom 2055	Mutual Fund	n/a	n/a	n/a	n/a	n/a	10,159
*	Fidelity Advisor Freedom 2015	Mutual Fund	n/a	n/a	n/a	n/a	n/a	3,284
*	Participant Loans	Loans to Participants	n/a	Participant loans - 4.25%-9.25%	varies	n/a	-	280,824
						-		\$ 9,388,056

* Denotes party-in-interest to the Plan.