Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CORE CONSTRUCTION GROUP, LTD RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 02/01/1987

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

CORE CONSTRUCTION GROUP, LTD.

866 NORTH MAIN STREET
P.O. BOX 100
MORTON, IL 61550

866 NORTH MAIN STREET
P.O. BOX 100
MORTON, IL 61550

2b Employer Identification Number (EIN)
37-1076260

2c Sponsor's telephone number
309-263-0808

2d Business code (see instructions)
236200

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.	10/04/2013	MICHAEL THOMAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2013	MICHAEL THOMAS
	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

CORE CONSTRUCTION GROUP, LTD.

866 NORTH MAIN STREET
P.O. BOX 100
MORTON, IL 61550

3b Administrator's EIN: 37-1076260

3c Administrator's telephone number: 309-263-0808

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**	557
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**	752
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	70
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	823
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	823
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	390
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2R 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
CORE CONSTRUCTION GROUP, LTD RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
CORE CONSTRUCTION GROUP, LTD.

D Employer Identification Number (EIN)
37-1076260

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	43110	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
CORE CONSTRUCTION GROUP, LTD RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CORE CONSTRUCTION GROUP, LTD.

D Employer Identification Number (EIN)
37-1076260

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND C

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2250946-001	C	5823989

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CORE CONSTRUCTION GROUP, LTD RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
CORE CONSTRUCTION GROUP, LTD.

D Employer Identification Number (EIN)
37-1076260

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	19890936	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	16750	2102
(2) Participant contributions	1b(2)	28043	4874
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	52097
(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)	0	16747
(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)	657450	463447
(9) Value of interest in common/collective trusts	1c(9)	0	5823989
(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)	0	17383955
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	20593179	23747211
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	20593179	23747211

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)	886335	
	(B) Participants	2a(1)(B)	1944817	
	(C) Others (including rollovers)	2a(1)(C)	393464	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3224616
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
	(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)	23409	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		23413
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	172	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	426955	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		427127
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	6703	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	7689	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-986
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-5593	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-5593

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		95555
(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)		1572755
c Other income	2c		-29210
d Total income. Add all **income** amounts in column (b) and enter total	2d		5307677
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1993823	
(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)		1993823
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		113890
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)	2970	
(4) Other	2i(4)	42962	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		45932
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2153645
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3154032
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: GINOLI AND COMPANY LTD. **(2)** EIN: 37-1106622

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CORE CONSTRUCTION GROUP, LTD RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
CORE CONSTRUCTION GROUP, LTD.

D Employer Identification Number (EIN)
37-1076260

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

CORE CONSTRUCTION GROUP, LTD.
RETIREMENT SAVINGS PLAN
Morton, Illinois

Report on Examination

December 31, 2012 and 2011

CORE CONSTRUCTION GROUP, LTD.
RETIREMENT SAVINGS PLAN

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GINOLI & COMPANY LTD Certified Public Accountants and Business Consultants

7625 N. University, Suite A, Peoria Illinois 61614-8303 / 309 671-2350
Morton Line: 309 266-5923 / Telefax: 309 671-5459 / email@ginolicpa.com / www.ginolicpa.com

Independent Auditor's Report

Core Construction Group, Ltd
Retirement Savings Plan
Morton, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Core Construction Group, Ltd Retirement Savings Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 8, which was certified by Fidelity Investments, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, 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.

Ginoli & Company Ltd

GINOLI & COMPANY LTD
Certified Public Accountants

Peoria, Illinois
October 2, 2013

CORE CONSTRUCTION GROUP, LTD.
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair market value:		
Fidelity Investments:		
Common stock	$ 16,747	$ -
Registered investment company accounts	17,383,955	-
Collective value trust	5,823,989	-
Total Investments	$ 23,224,691	$ -
Receivables:		
Employers' contributions	$ 4,874	$ 28,043
Participants' contributions	2,102	16,750
Participants' loans	463,447	657,450
Total Receivables	$ 470,423	$ 702,243
Cash	$ 52,097	$ 19,890,936
Total Assets	$ 23,747,211	$ 20,593,179
LIABILITIES	$ -	$ -
NET ASSETS AVAILABLE FOR BENEFITS	$ 23,747,211	$ 20,593,179

See independent auditor's report and accompanying notes to financial statements

CORE CONSTRUCTION GROUP, LTD.
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value	$ 2,088,686	$ (297,774)
Interest & dividends	23,585	20,831
Other income (loss)	(29,210)	-
Total	$ 2,083,061	$ (276,943)
Contributions:		
Participants'	$ 1,944,817	$ 2,154,048
Employers'	886,335	997,543
Rollovers	393,464	741,300
Total	$ 3,224,616	$ 3,892,891
TOTAL ADDITIONS	$ 5,307,677	$ 3,615,948
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants	$ 2,107,712	$ 4,569,623
Administrative expenses	45,933	8,266
TOTAL DEDUCTIONS	$ 2,153,645	$ 4,577,889
NET INCREASE (DECREASE)	$ 3,154,032	$ (961,941)
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	20,593,179	21,555,120
END OF YEAR	$ 23,747,211	$ 20,593,179

See independent auditor's report and accompanying notes to financial statements

NOTE 1: PLAN DESCRIPTION

The following description of the CORE Construction Group, Ltd. Retirement Savings Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. GENERAL - The Plan is a defined contribution plan covering all full time nonunion employees who are age twenty-one years or older of the following related companies: CORE Construction Group, Ltd.; Otto Baum Company, Inc.; CORE Construction Services of Illinois, Inc.; CORE Construction Services of Texas, Inc.; Sun Valley Masonry, Inc.; CORE Construction, Inc.; CORE Construction Services of Nevada, Inc.; CORE Construction Services of Florida, LLC; Urban Energy Solutions, Inc.; and CORE Construction Services, LLC (formerly Walton Construction-a CORE Company LLC).

Non-union field workers of Sun Valley Masonry, Inc. must also meet a one year service requirement in order to be eligible for the plan. One year is defined as 1,000 hours of service in a calendar year.

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

B. CONTRIBUTIONS - Each year, participants may make salary reduction contributions on a pre-tax basis up to 100 percent of their eligible compensation through regular payroll deductions to the Plan.

Total elective deferral contributions may not exceed $17,000 and $16,500 in 2012 and 2011, respectively. Plan members over age 50 may defer catch-up contributions. Catch-up contributions are in excess of the deferral limit. The catch-up maximum is $5,500 in 2012 and 2011.

The safe harbor match was elected on January 1, 2007. The match is 100% of the first 3% of pay plus 50% of the next 2%.

C. PARTICIPANT ACCOUNT - Each participant's account is credited with the participant's contributions and allocations of Plan earnings. The allocation of Plan earnings is determined by the ratio which the average investment account balance for each participant bears to the average Plan balance for all participants.

(Continued)

NOTE 1: PLAN DESCRIPTION - continued

D. VESTING - Participants are immediately vested in their contributions, earnings thereon and Employer contributions.

E. FORFEITURES – Forfeitures are allocated to the Company that originally made the match and usually are used to reduce the Company's future matching liability.

F. INVESTMENT OPTIONS - Upon enrollment in the Plan, a participant may direct employee contributions in any of the following various investment options. (At December 31, 2011, all investments had been converted to cash in preparation for the transfer of the account to Fidelity):

Wells Fargo Stable Fund Class C - The Stable Value Fund seeks stability of principal and consistency of returns with minimal volatility, by investing in guaranteed investment contracts (GICs), and security backed contracts and separate account GICs.

PIMCO Total Return Fund - The fund normally invests at least 65% of total assets in a diversified portfolio of fixed income instruments of varying maturities, including derivatives. Up to 10% of total assets may be invested in high yield ("junk") securities.

DFA U.S. Large Cap Value Portfolio - The fund normally invests substantially all of its assets in the securities of large cap U.S. companies (defined as companies whose market capitalization are larger than the 1000th largest company or the highest 90% of total market capitalization, which ever results in the larger capitalization break).

Vanguard Target Retirement 2010-2055 Funds - These funds invest primarily in other Vanguard mutual funds with asset allocations designed for investors retiring within a few years of certain target years (2010 through 2055).

Vanguard 500 Index Fund - The investment seeks to track the performance of the Standard & Poor's 500 Index.

Vanguard Growth Index Fund - The fund seeks to track the performance of the MSCI U.S. Prime Market Growth Index, a broadly diversified index of large U.S. company growth stocks.

Vanguard Mid-Cap Index Fund - The fund seeks to track the performance of the MSCI U.S. Mid Cap 450 Index, a broadly diversified index of stocks of medium-size U.S. companies.

(Continued)

NOTE 1: PLAN DESCRIPTION - continued

F. INVESTMENT OPTIONS - continued -

DFA Real Estate Securities Portfolio - The fund invests principally in equity securities of companies in certain real estate investment trust and companies engaged in residential and commercial development.

Vanguard Small Cap Index Fund - The fund seeks to track the performance of the MSCI U.S. Small Cap 1750 Index, a broadly diversified index of stocks of smaller U.S. companies.

Vanguard Total Bond Market Index Fund - The fund seeks to track the performance of the Barclay's Capital U.S. Aggregate Float Adjusted Index, a broad, market-weighted bond index.

DFA International Value Portfolio - The fund normally invests in the DFA International Value Series, a market capitalization weighted approach that purchases stocks of large, non-U.S. companies in developed markets.

Vanguard Small Capitalization Growth Index Fund - The fund seeks to track the performance of the MSCI U.S. Small Cap Growth Index, a broadly diversified index of smaller U.S. company growth stocks.

Vanguard Target Retirement Income Fund - The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement.

DFA Small Cap Value Portfolio - The fund normally invests substantially all of its assets in the securities of small cap U.S. companies (defined as companies whose market capitalization are smaller than the 1000th largest company or the lowest 10% of total market capitalization, which ever results in the larger capitalization break).

DFA Emerging Markets Portfolio - The fund normally invests in a broad market coverage of larger companies associated with emerging markets, including market countries in an earlier stage of development.

DFA Large Cap International Portfolio - The fund purchases stocks of large non-U.S. companies associated with developed markets approved by the Advisor. The fund can also lend its portfolio securities to generate additional income.

(Continued)

NOTE 1: PLAN DESCRIPTION - continued

F. INVESTMENT OPTIONS - continued -

DFA Intermediate Government Fixed Income Portfolio - The fund invests in high-quality, low risk obligations of the U.S. Government and its agencies with maturities of between five and fifteen years.

Spartan International Index Fund - The fund invests at least 80% of assets in common stocks included in the Morgan Stanley Capital International Europe, Australasia, Far East Index, which represents the performance of foreign stock markets.

Fidelity Brokerage Link - This investment is a brokerage account within the Plan. It allows participants to invest in a wide array of investment options, including individual common stocks.

G. PAYMENT OF BENEFITS - At the participant's request, upon retirement or termination of employment, a participant may receive a distribution in a lump-sum amount equal to the value of their account or by purchasing an annuity with various alternative payment options.

NOTE 2: SUMMARY OF ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING - The financial statements of the Plan are prepared using the accrual method of accounting.

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

C. INVESTMENT VALUATION AND INCOME RECOGNITION - All investments of the Plan are held by Fidelity Investments in individual participants accounts established by the administrator.

The Plan's investments are stated at fair market value, based upon quoted market prices.

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.

D. PAYMENT OF BENEFITS – Benefits are recorded when paid.

(Continued)

NOTE 2: SUMMARY OF ACCOUNTING POLICIES - continued

E. EXPENSES - Administrative expenses were paid by the Companies in 2011, in the amount of $16,977. Expenses were paid by the Plan in 2012, in the amount of $45,932.

NOTE 3: TRANSFER OF ASSETS

The Plan transferred the assets from Principal to Fidelity Investments, effective January 1, 2012. To affect the transfer, as of December 31, 2011, all investments (aside from participant loans) were converted to cash, in preparation for the transfer. The cash, $19,890,936, was be used to acquire investments at Fidelity. This transfer and acquisition was done January 3, 2012.

NOTE 4: INVESTMENTS

The Plan's investments are held by Fidelity Investments. All Plan investments are directed by the participants. Investments at December 31, 2012 consist of the following:

	2012
Common/Collective Trusts:	
*Wells Fargo Stable Fund Class C	$ 5,823,989
Registered Investment Company:	
PIMCO Total return Fund	$ 842,246
DFA U.S. Large Cap Value Portfolio	219,070
Vanguard Target Retirement 2010 Fund	29,484
Vanguard Target Retirement 2015 Fund	704,683
Vanguard Target Retirement 2020 Fund	738,778
Vanguard Target Retirement 2025 Fund	415,009
Vanguard Target Retirement 2030 Fund	745,067
Vanguard Target Retirement 2035 Fund	177,620
Vanguard Target Retirement 2040 Fund	518,937
Vanguard Target Retirement 2045 Fund	525,058
Vanguard Target Retirement 2050 Fund	315,794
Vanguard Target Retirement 2055 Fund	163,213
*Vanguard 500 Index Fund	2,438,084
*Vanguard Growth Index Fund	1,281,488
*Vanguard Mid-Cap Index Fund	1,699,340
Vanguard Small Cap Index Fund	399,123
Vanguard Total Bond Market Index Fund	1,006,492
DFA International Value Portfolio	24,923
Vanguard Small Capitalization Growth Index Fund	763,541
DFA Large Cap International Portfolio	682,055

(Continued)

NOTE 4: INVESTMENTS - continued

Registered Investment Company: - continued	
Vanguard Target Retirement Income Fund	$ 218,333
DFA Small Cap Value Portfolio	534,637
DFA Emerging Markets Portfolio	371,598
DFA Intermediate Government Fixed Income Portfolio	182,961
*DFA Real Estate Securities Portfolio	1,226,693
Spartan International Index Fund	1,140,091
Fidelity Brokerage Link	19,637
	$17,383,955
Common Stock	$ 16,747
Total Investments	$23,224,691

*Denotes asset representing more than 5% of net assets available for benefits at December 31, 2012.

NOTE 5: PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to terminate the Plan subject to the provisions of ERISA.

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2012	2011
Net assets available for benefits per financial statements	$23,747,211	$20,593,179
Net assets available for benefits per Form 5500	$23,747,211	$20,593,179

The following is a reconciliation of benefits paid to participants per financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

Benefits paid to participants per financial statements	$2,107,712	$4,569,623
Benefits paid to participants per Form 5500	$2,107,712	$4,569,623

(Continued)

NOTE 7: TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March of 1989, that the Plan and related trust are designed in accordance with the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE 8: DOL LIMITED-SCOPE AUDIT

Fidelity Investments has certified to the accuracy of investment assets, transactions, and income for the purpose of a DOL limited-scope audit.

NOTE 9: FAIR VALUE MEASUREMENTS OF INVESTMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits, per Financial Accounting Standards (FAS) No. 157, which was adopted January 1, 2008.

The following table is for investments at December 31, 2012.

Investment Category	Fair Value	Level 1	Level 2	Level 3
Stable Value Contracts	$ 5,823,989	$ -	$ 5,823,989	$ -
Mutual funds	17,383,955	17,383,955	-	-
Common stock	16,747	16,747	-	-
Total	$23,224,691	$17,400,702	$ 5,823,989	$ -

SFAS 157, Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 consists of unadjusted quoted prices in active markets for identical assets and has the highest priority, Level 2 inputs consist of prices that are not publically quoted and have the second highest priority, and Level 3 inputs have more than one unobservable input and have the lowest priority. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

(Continued)

NOTE 9: FAIR VALUE MEASUREMENTS OF INVESTMENTS - continued

Level 1 Fair Value Measurements

The fair value of mutual funds and common stock is based on quoted net asset values of the mutual fund shares and the quoted stock exchange price of common stock shares held by the Plan at year end.

Level 2 Fair Value Measurements

The fair value of the Stable Value Trust based on the market value of the underlying investments, which includes bond investment comprised of both observable Level 1 or Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

Level 3 Fair Value Measurements

Per Accounting Standards Update 2010-25, participant loans are no longer considered a Level 3 investment; they are considered a note receivable. Therefore, participant loans are no longer included in the fair value measurements.

The following table provides further details of the Level 3 fair value measurements:

Fair Value Measurements Using Significant Level 3 Unobservable Inputs:

	Separate Account
Beginning Balance, 1/1/2011	$ 1,119,025
Total Gains or (Losses), Realized and Unrealized	179,544
Interest Credited	-
Purchases, Issuances, or Settlements	(1,298,569)
Ending Balance, 12/31/2011	$ -

No Level 3 assets were present in 2012.

(Continued)

NOTE 9: FAIR VALUE MEASUREMENTS OF INVESTMENTS - continued

At December 31, 2011, all investments had been liquidated in anticipation of the switch to a new investment advisor. The cash balance at December 31, 2011 is considered Level 1.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2012 and 2011 are reported in net appreciation in fair value of investments.

NOTE 10: TAX STATUS

The tax returns of the Plan for the years ended December 31, 2010, 2011, and 2012 are open for examination by the Internal Revenue Service.

NOTE 11: SUBSEQUENT EVENTS

There were no events requiring disclosure for the period after year end and through the financial statement issuance date of October 2, 2013.

(Concluded)

CORE CONSTRUCTION GROUP, LTD
RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

EIN 37-1076260
PN 4

(a) Party-in-Interest Identification	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Fidelity Investments			
No	Wells Fargo Stable Fund Class C	Collective value trust	$ -	$ 5,823,989
No	PIMCO Total Return Fund	Registered Investment Company	-	842,246
No	DFA U.S. Large Cap Value Portfolio	Registered Investment Company	-	219,070
No	Vanguard Target Retirement 2010 Fund	Registered Investment Company	-	29,484
No	Vanguard Target Retirement 2015 Fund	Registered Investment Company	-	704,683
No	Vanguard Target Retirement 2020 Fund	Registered Investment Company	-	738,778
No	Vanguard Target Retirement 2025 Fund	Registered Investment Company	-	415,009
No	Vanguard Target Retirement 2030 Fund	Registered Investment Company	-	745,067
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No	Vanguard Target Retirement 2040 Fund	Registered Investment Company	-	518,937
No	Vanguard Target Retirement 2045 Fund	Registered Investment Company	-	525,058
No	Vanguard Target Retirement 2050 Fund	Registered Investment Company	-	315,794
No	Vanguard Target Retirement 2055 Fund	Registered Investment Company	-	163,213
No	Vanguard 500 Index Fund	Registered Investment Company	-	2,438,084
No	Vanguard Growth Index Fund	Registered Investment Company	-	1,281,488
No	Vanguard Mid-Cap Index Fund	Registered Investment Company	-	1,699,340
No	Vanguard Small Cap Index Fund	Registered Investment Company	-	399,123
No	Vanguard Total Bond Market Index Fund	Registered Investment Company	-	1,006,492
No	DFA International Value Portfolio	Registered Investment Company	-	24,923
No	Vanguard Small Capitalization Growth Index Fund	Registered Investment Company	-	763,541
No	DFA Large Cap International Portfolio	Registered Investment Company	-	682,055

(Continued)

CORE CONSTRUCTION GROUP, LTD
RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

EIN 37-1076260
PN 4

(a) Party-in-Interest Identification	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
No	Vanguard Target Retirement Income Fund	Registered Investment Company	$ -	$ 218,333
No	DFA Small Cap Value Portfolio	Registered Investment Company	-	534,637
No	DFA Emerging Markets Portfolio	Registered Investment Company	-	371,598
No	DFA Intermediate Government Fixed Income Portfolio	Registered Investment Company	-	182,961
No	DFA Real Estate Securities Portfolio	Registered Investment Company	-	1,226,693
No	Spartan International Index Fund	Registered Investment Company	-	1,140,091
No	Fidelity Brokerage Link	Registered Investment Company	-	19,637
No	Fidelity Brokerage Link	Common Stocks	-	16,747
			$ -	$ 23,224,691

(Concluded)

CORE CONSTRUCTION GROUP, LTD
RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

EIN 37-1076260
PN 4

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(Continued)

CORE CONSTRUCTION GROUP, LTD
RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

EIN 37-1076260
PN 4

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No	DFA Small Cap Value Portfolio	Registered Investment Company	-	534,637
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No	Fidelity Brokerage Link	Registered Investment Company	-	19,637
No	Fidelity Brokerage Link	Common Stocks	-	16,747
			$ -	$ 23,224,691

(Concluded)