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
RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/31/1971

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

RYAN HERCO PRODUCTS CORPORATION

3010 NORTH SAN FERNANDO BLVD.
BURBANK, CA 91504

3010 NORTH SAN FERNANDO BLVD.
BURBANK, CA 91504

2b Employer Identification Number (EIN)
95-1915233

2c Sponsor's telephone number
818-841-1141

2d Business code (see instructions)
423700

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.	10/08/2013	WILLIAM HOURIGAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	WILLIAM HOURIGAN
	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

RYAN HERCO PRODUCTS CORPORATION

3010 NORTH SAN FERNANDO BLVD.
BURBANK, CA 91504

3b Administrator's EIN
95-1915233

3c Administrator's telephone number
818-841-1141

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**	339
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**	302
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	68
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	373
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	374
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	246
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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

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
RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RYAN HERCO PRODUCTS CORPORATION

D Employer Identification Number (EIN)
95-1915233

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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	10468	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.
ABF LG CAP VAL INV - STATE STREET B 13-2953455	0.40%

(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.
MSIF INTL EQUITY P - MORGAN STANLEY 13-3799749	0.40%

(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.
RS PARTNERS A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.55%

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.
WA CORE BOND FI - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(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

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

(complete as many entries as needed)

a Name: MCGLADREY LLP
b EIN: 42-0714325
c Position: ACCOUNTANT
d Address: 3600 AMERICAN BOULEVARD WEST
BLOOMINGTON, MN 55431-4510
e Telephone: 952-921-7700

Explanation: A CHANGE WAS MADE BECAUSE WE HAVE A NEW CHIEF FINANCIAL OFFICER AND HE HAD USED APODACA ACCOUNTANCY IN THE PAST.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RYAN HERCO PRODUCTS CORPORATION

D Employer Identification Number (EIN)
95-1915233

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3129761	2925083
(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)	602829	532570
(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)	10270840	12304334
(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	14003430	15761987
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	14003430	15761987

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)	191453	
(B) Participants	2a(1)(B)	827438	
(C) Others (including rollovers)	2a(1)(C)	299529	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1318420
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	304	
(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)	29552	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		29856
(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)	283623	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		283623
(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)		1355813
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2987712
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1214618	
(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)		1214618
f Corrective distributions (see instructions)	2f		3175
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)	11362	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11362
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1229155
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1758557
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: ANTHONY APODACA ACCOUNTANCY CORPORA **(2)** EIN: 20-2623971

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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RYAN HERCO PRODUCTS CORPORATION

D Employer Identification Number (EIN)
95-1915233

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):

RYAN HERCO FLOW SOLUTIONS
PROFIT SHARING/401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

INDEX

	Page
Independent Auditor's Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-14
Supplementary Information:	
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2012	15

ANTHONY APODACA CPA
INTEGRITY SERVICE ACCOUNTABILITY

Independent Auditor's Report

To the Administrative Committee of the
Ryan Herco Flow Solutions
Profit Sharing/401(k) Plan
Burbank, California

We were engaged to audit the accompanying financial statements of Ryan Herco Flow Solutions Profit Sharing/401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 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 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. 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 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 the 2012 financial statements.

Other Matter
The supplemental schedule "Schedule of Assets Held for Investment Purposes at End of Year" as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purpose of additional analysis and is not a required part of the 2012 financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion of this supplemental schedule.

Other Matter - 2011 Financial Statements
The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 9, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the 2012 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.

Anthony Apodaca Accountancy Corporation

Monrovia, California
September 30, 2013

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 and 2011

ASSETS

	2012	2011
Investments, at fair value	$ 15,229,417	$ 13,400,602
Contribution receivable	13,542	15,415
Notes receivable from participants	532,570	602,829
	15,775,529	14,018,846

LIABILITIES

Excess contributions payable	6,004	5,514
Net assets available for benefits	$ 15,769,525	$ 14,013,332

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

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:	
Investment income (loss):	
Net appreciation in fair value of investments	$ 1,355,814
Interest and dividend income	283,623
	1,639,437
Interest income on participants notes receivable	29,855
	1,669,292
Contributions:	
Employer's match	189,580
Participants' contributions	821,433
Roll-over contributions	299,529
	1,310,542
Net additions	2,979,834
Deductions from net assets attributed to:	
Benefits paid to participants	1,209,104
Corrective distributions refunds	3,175
Administrative expenses	11,362
Net deductions	1,223,641
Net increase	1,756,193
Net assets available for benefits, beginning of year	14,013,332
Net assets available for benefits, end of year	$ 15,769,525

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

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

1. Description of plan:

The following description of the Ryan Herco Flow Solutions Profit Sharing/401(k) Plan (the Plan) is provided for general informational purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General:

The Plan is a defined-contribution plan covering all employees of Ryan Herco Flow Solutions (the Company) who have six consecutive months of service and are at least 20 years of age. Employees may enter the Plan immediately upon meeting the eligibility requirements.

The Plan is sponsored and administered by Ryan Herco Products Corporation, dba Ryan Herco Flow Solutions. The Plan's assets are held by Fidelity Management Trust Company (the Trustee). The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC). Additionally, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may contribute up to 60 percent of pretax annual compensation, as defined in the Plan, and up to 100 percent of any cash bonuses, upon proper notice and approval. Total participant contributions are subject to annual limits established by the Internal Revenue Service (IRS). The maximum participant deferral limit was $17,000 for the year ended December 31, 2012. Catch-up contributions of an additional $5,500 were available to participants who had attained age 50 or older by December 31, 2012.

Participant accounts:

Each participant's account is credited or charged with the participant's contribution and allocations of the Company's matching 401(k) contributions, discretionary profit sharing contributions, investment income (losses) and administrative expenses.

The Company is required to make matching contributions on participants' 401(k) salary deferrals. The Company matches 50 percent of participants' salary deferrals up to 4 percent of eligible compensation per payroll. The Company's matching contribution for the year ended December 31, 2012 was $189,580, of which $17,180 was funded through forfeitures.

The Company may make annual discretionary profit sharing contributions to the Plan for participants who are employed on the last day of the Plan year. The Company did not make a profit sharing contribution for the year ended December 31, 2012.

1. Description of plan (continued):

Vesting:

Participants are immediately vested in their voluntary contributions and related investment earnings. Vesting in Company matching and profit sharing contributions is based on years of continuous service. A participant is 20 percent vested after two years, and continues to vest 20 percent per year thereafter. A participant becomes fully vested after six years of service.

Notwithstanding the above, if a participant (1) attains the age of 65, (2) dies or (3) terminates employment by reason of permanent disability, the Company's matching and discretionary profit sharing contribution amounts become 100 percent vested without regard to years of service.

Payment of benefits:

Distributions of a participant's account are made upon termination of service, death, disability or retirement. Distributions are made in either a lump-sum payment or in annual installments at the election of a participant or beneficiary paid over a period not to exceed the participants' estimated life expectancy at the time of distribution. If the value of the vested portion is less than $1,000, the participant will automatically receive a lump-sum payment. An in-service distribution can also be made to participants who have attained the age of 59-1/2, upon disability or when experiencing financial hardship.

Plan termination:

Although it has not expressed any intent to do so, the Company has the right 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 will become 100 percent vested in their accounts.

Participant notes receivable:

Participants may borrow from their vested accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested balance. The minimum loan amount is $1,000. A participant may have up to two loans outstanding at any given time. The loans are secured by the vested balance in the participant's account and bear interest at the prevailing market rate as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions or participants' own personal funds over a term not to exceed five years or extend beyond the participant's normal retirement, except notes receivable used to purchase or improve the participant's primary residence, which have a repayment term not to exceed 10 years.

1. Description of plan (continued):

Forfeited accounts:

Forfeitures of terminated participants' unvested Company contributions may be used to reduce future Company contributions. During the year ended December 31, 2012, a total of $17,180 of forfeitures were applied to reduce Company matching contributions. At December 31, 2012 and 2011, the amount of forfeitures available for future use was approximately $25,274 and $3,000, respectively.

2. Summary of significant accounting policies:

Basis of accounting:

The financial statements of the Plan are prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Investments valuation and income recognition:

The Plan's investments are stated 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.

Purchases and sales of securities are reflected on a trade date basis. The basis for all securities sold is determined by average cost. Interest income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses on the sale of investments during the period and unrealized appreciation or depreciation of investments held at year-end.

Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts of assets, liabilities and changes therein, the fair value of investments, and disclosure of contingent assets and liabilities reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

2. Summary of significant accounting policies (continued):

Fair value measurements:

Financial Accounting Standards Board (FASB) accounting standards establish 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).

Investment valuation and income recognition

Net appreciation 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 reported at their unpaid principal balances plus accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Administrative expenses:

The Company incurs certain expenses in administering the Plan and the Plan pays certain expenses from the Plan assets. Administrative expenses charged to the Plan consist of charges associated with investment transactions, benefit payments and loan processing.

Payment of Benefits:

Benefits are recorded when paid.

Subsequent events:

The Plan’s management has evaluated subsequent events for recognition and disclosure through September 30, 2013, which is the date the financial statements were available to be issued.

3. Tax status:

The Company adopted a non-standardized prototype plan sponsored by the Trustee. The Plan prototype received an opinion letter dated March 31, 2008 from the IRS, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan Administrator believes the Plan is currently being operated in compliance with the applicable provisions of the IRC.

4. Related party transactions:

   Certain Plan investments are in shares of registered funds managed by Fidelity Management and Research Company, an affiliate of the Trustee. Therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to the Trustee by the Plan amounted to $11,362 for the year ended December 31, 2012.

5. Risks and uncertainties:

   The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

6. Unaudited information prepared and certified by the custodian:

   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 throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by 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. The Trustee certified information as of December 31, 2012 and 2011 and for the year ended December 31, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's 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 information in Note 6 and the supplemental schedule related to the following investments.

6. Unaudited information prepared and certified by the custodian (continued):

Investments, at fair value:

	2012	2011
Mutual funds	$ 15,229,417	$ 13,400,602
Participant loans receivable	$ 532,570	$ 602,829
Net appreciation in the fair value of the Plan's Investment for the year:		
Net appreciation/(depreciation) in fair value	$ 1,355,814	$ (325,221)

The Plan's investments that individually represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2012 and 2011 are separately identified.

	2012	2011
Money Market Fund:		
Fidelity Retirement Government Money Market Fund	$ 2,925,083	$ 3,129,761
Mutual Funds:		
Fidelity Blue Chip Growth fund	1,544,517	1,344,767
Fidelity Contra fund	1,429,540	1,163,412
Fidelity Diversified International fund	1,099,782	963,291
Fidelity Independence fund	937,057	957,234
Fidelity Growth and Income fund	1,157,127	906,103
Fidelity Low-Priced stock fund	980,134	883,800
Fidelity Puritan fund	998,206	773,071
Other investments *	4,157,971	3,279,163
	$15,229,417	$13,400,602
Notes Receivable from Participants	$532,570	$602,829

* Balance represents less than 5 percent but is included for comparative purposes.

Supplemental schedule (included on Page 15):
Schedule of assets held for investment purposes as of December 31, 2012.

7. Reconciliation of financial statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net assets available for benefits, per the financial statements	$ 15,769,524	$ 14,013,332
Less: employee contribution	(13,542)	(15,415)
Add excess contribution payable	6,004	5,514
Net assets available for benefits for the Form 5500	$ 15,761,986	$14,003,431

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

Per financial statements	$ 1,756,193
Contributions receivable, prior year	15,415
Contributions receivable	(13,543)
Excess contributions payable, prior year	(5,514)
Excess contributions payable, current year	6,004
Rounding	2
Per Form 5500	$1,758,557

8 Excess contributions payable:

In order to satisfy the actual deferral percentage (APD) test, the plan distributed $6,004 net excess contributions to the highly compensated employees prior to March 15, 2013.

9. Fair Value Measurements:

Financial Accounting Standards Board (FASB) *Accounting Standards of Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provide the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

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

Money Market Funds: State at their carrying value approximates fair value.

Investments in shares of registered investment companies - Mutual Funds: Valued using quoted market prices, which represent the net asset value (NAV) of shares held by the plan at year end.

9. Fair Value Measurements (continued):

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

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money Market Fund	$ 2,925,083	$ 0	$ 0	$ 2,925,083
Index funds	539,466	0	0	539,466
Balanced funds	998,205	0	0	998,205
Growth funds	4,191,689	0	0	4,191,689
Fixed Income funds	1,256,160	0	0	1,256,160
Target retirement funds	1,604,947	0	0	1,604,947
Growth and income funds	1,157,127	0	0	1,157,127
Growth and value funds	1,301,710	0	0	1,301,710
International equity funds	1,255,030	0	0	1,255,030
Total investments at fair value	$15,229,417	$ 0	$ 0	$15,229,417

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money Market Fund	$ 3,129,761	$ 0	$ 0	$ 3,129,761
Index funds	468,804	0	0	468,804
Balanced funds	773,071	0	0	773,071
Growth funds	3,510,044	0	0	3,510,044
Fixed Income funds	874,384	0	0	874,384
Target retirement funds	1,099,206	0	0	1,099,206
Growth and income funds	906,103	0	0	906,103
Growth and value funds	1,524,561	0	0	1,542,561
International equity funds	1,114,668	0	0	1,114,668
Total investments at fair value	$13,400,602	$ 0	$ 0	$13,400,602

10. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right 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 will become 100 percent vested in their accounts.

SUPPLEMENTAL SCHEDULES

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

SCHEDULE H – FORM 5500

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2012

95-1915233
(Unaudited)

Identify of Issue, Borrower, Lessor or Similar Party	Description of Investment	Current Value
* Fidelity Puritan Fund	Mutual Fund	$ 998,204
* Fidelity Contra Fund	Mutual Fund	1,429,540
* Fidelity Growth and Income Fund	Mutual Fund	1,157,127
* Fidelity Independence Fund	Mutual Fund	937,057
* Fidelity Blue Chip Growth Fund	Mutual Fund	1,544,517
* Fidelity Low-Priced Stock Fund	Mutual Fund	980,134
* Fidelity Diversified International Fund	Mutual Fund	1,099,782
* Fidelity Freedom Income	Mutual Fund	49,186
* Fidelity Freedom 2000	Mutual Fund	96,117
* Fidelity Freedom 2005	Mutual Fund	6,735
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* Fidelity Freedom 2025	Mutual Fund	315,867
* Fidelity Freedom 2030	Mutual Fund	204,780
* Fidelity Freedom 2035	Mutual Fund	175,348
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* Fidelity Freedom 2045	Mutual Fund	66,340
* Fidelity Freedom 2050	Mutual Fund	26,842
* Fidelity Freedom 2055	Mutual Fund	9,677
* Fidelity institutional Short-Intermediate Government Portfolio	Mutual Fund	545,165
* Fidelity ABF Large Cap Value Fund	Mutual Fund	321,576
* Fidelity Spartan 500 lndex Fund	Mutual Fund	539,466
* Fidelity Western Asset Core Bond Fund Portfolio	Mutual Fund	710,995
* Fidelity RS Partners	Mutual Fund	280,575
* Fidelity MSl International Equity	Mutual Fund	155,248
* Fidelity Retirement Government Money Market Fund	Money Market Fund	2,925,083
		15,229,417
Participant loans: Interest at 5.25% to 11%, collateralized by participants' account balances, maturing through July 2019		532,570
		$ 15,761,987

* Investment held by a permitted party-in-interest.

The above information has been Certified as complete and accurate by Fidelity Management Trust Company

RYAN HERCO FLOW SOLUTIONS
PROFIT SHARING/401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

INDEX

	Page
Independent Auditor's Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-14
Supplementary Information:	
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2012	15

ANTHONY APODACA CPA
INTEGRITY SERVICE ACCOUNTABILITY

Independent Auditor's Report

To the Administrative Committee of the
Ryan Herco Flow Solutions
Profit Sharing/401(k) Plan
Burbank, California

We were engaged to audit the accompanying financial statements of Ryan Herco Flow Solutions Profit Sharing/401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 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 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. 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 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 the 2012 financial statements.

Other Matter
The supplemental schedule "Schedule of Assets Held for Investment Purposes at End of Year" as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purpose of additional analysis and is not a required part of the 2012 financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion of this supplemental schedule.

Other Matter - 2011 Financial Statements
The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 9, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the 2012 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.

Anthony Apodaca Accountancy Corporation

Monrovia, California
September 30, 2013

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 and 2011

ASSETS

	2012	2011
Investments, at fair value	$ 15,229,417	$ 13,400,602
Contribution receivable	13,542	15,415
Notes receivable from participants	532,570	602,829
	15,775,529	14,018,846

LIABILITIES

Excess contributions payable	6,004	5,514
Net assets available for benefits	$ 15,769,525	$ 14,013,332

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

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:	
Investment income (loss):	
Net appreciation in fair value of investments	$ 1,355,814
Interest and dividend income	283,623
	1,639,437
Interest income on participants notes receivable	29,855
	1,669,292
Contributions:	
Employer's match	189,580
Participants' contributions	821,433
Roll-over contributions	299,529
	1,310,542
Net additions	2,979,834
Deductions from net assets attributed to:	
Benefits paid to participants	1,209,104
Corrective distributions refunds	3,175
Administrative expenses	11,362
Net deductions	1,223,641
Net increase	1,756,193
Net assets available for benefits, beginning of year	14,013,332
Net assets available for benefits, end of year	$ 15,769,525

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

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

1. Description of plan:

The following description of the Ryan Herco Flow Solutions Profit Sharing/401(k) Plan (the Plan) is provided for general informational purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General:

The Plan is a defined-contribution plan covering all employees of Ryan Herco Flow Solutions (the Company) who have six consecutive months of service and are at least 20 years of age. Employees may enter the Plan immediately upon meeting the eligibility requirements.

The Plan is sponsored and administered by Ryan Herco Products Corporation, dba Ryan Herco Flow Solutions. The Plan's assets are held by Fidelity Management Trust Company (the Trustee). The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC). Additionally, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may contribute up to 60 percent of pretax annual compensation, as defined in the Plan, and up to 100 percent of any cash bonuses, upon proper notice and approval. Total participant contributions are subject to annual limits established by the Internal Revenue Service (IRS). The maximum participant deferral limit was $17,000 for the year ended December 31, 2012. Catch-up contributions of an additional $5,500 were available to participants who had attained age 50 or older by December 31, 2012.

Participant accounts:

Each participant's account is credited or charged with the participant's contribution and allocations of the Company's matching 401(k) contributions, discretionary profit sharing contributions, investment income (losses) and administrative expenses.

The Company is required to make matching contributions on participants' 401(k) salary deferrals. The Company matches 50 percent of participants' salary deferrals up to 4 percent of eligible compensation per payroll. The Company's matching contribution for the year ended December 31, 2012 was $189,580, of which $17,180 was funded through forfeitures.

The Company may make annual discretionary profit sharing contributions to the Plan for participants who are employed on the last day of the Plan year. The Company did not make a profit sharing contribution for the year ended December 31, 2012.

1. Description of plan (continued):

Vesting:

Participants are immediately vested in their voluntary contributions and related investment earnings. Vesting in Company matching and profit sharing contributions is based on years of continuous service. A participant is 20 percent vested after two years, and continues to vest 20 percent per year thereafter. A participant becomes fully vested after six years of service.

Notwithstanding the above, if a participant (1) attains the age of 65, (2) dies or (3) terminates employment by reason of permanent disability, the Company's matching and discretionary profit sharing contribution amounts become 100 percent vested without regard to years of service.

Payment of benefits:

Distributions of a participant's account are made upon termination of service, death, disability or retirement. Distributions are made in either a lump-sum payment or in annual installments at the election of a participant or beneficiary paid over a period not to exceed the participants' estimated life expectancy at the time of distribution. If the value of the vested portion is less than $1,000, the participant will automatically receive a lump-sum payment. An in-service distribution can also be made to participants who have attained the age of 59-1/2, upon disability or when experiencing financial hardship.

Plan termination:

Although it has not expressed any intent to do so, the Company has the right 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 will become 100 percent vested in their accounts.

Participant notes receivable:

Participants may borrow from their vested accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested balance. The minimum loan amount is $1,000. A participant may have up to two loans outstanding at any given time. The loans are secured by the vested balance in the participant's account and bear interest at the prevailing market rate as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions or participants' own personal funds over a term not to exceed five years or extend beyond the participant's normal retirement, except notes receivable used to purchase or improve the participant's primary residence, which have a repayment term not to exceed 10 years.

1. Description of plan (continued):

Forfeited accounts:

Forfeitures of terminated participants' unvested Company contributions may be used to reduce future Company contributions. During the year ended December 31, 2012, a total of $17,180 of forfeitures were applied to reduce Company matching contributions. At December 31, 2012 and 2011, the amount of forfeitures available for future use was approximately $25,274 and $3,000, respectively.

2. Summary of significant accounting policies:

Basis of accounting:

The financial statements of the Plan are prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Investments valuation and income recognition:

The Plan's investments are stated 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.

Purchases and sales of securities are reflected on a trade date basis. The basis for all securities sold is determined by average cost. Interest income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses on the sale of investments during the period and unrealized appreciation or depreciation of investments held at year-end.

Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts of assets, liabilities and changes therein, the fair value of investments, and disclosure of contingent assets and liabilities reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

2. Summary of significant accounting policies (continued):

Fair value measurements:

Financial Accounting Standards Board (FASB) accounting standards establish 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).

Investment valuation and income recognition

Net appreciation 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 reported at their unpaid principal balances plus accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Administrative expenses:

The Company incurs certain expenses in administering the Plan and the Plan pays certain expenses from the Plan assets. Administrative expenses charged to the Plan consist of charges associated with investment transactions, benefit payments and loan processing.

Payment of Benefits:

Benefits are recorded when paid.

Subsequent events:

The Plan’s management has evaluated subsequent events for recognition and disclosure through September 30, 2013, which is the date the financial statements were available to be issued.

3. Tax status:

The Company adopted a non-standardized prototype plan sponsored by the Trustee. The Plan prototype received an opinion letter dated March 31, 2008 from the IRS, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan Administrator believes the Plan is currently being operated in compliance with the applicable provisions of the IRC.

4. Related party transactions:

   Certain Plan investments are in shares of registered funds managed by Fidelity Management and Research Company, an affiliate of the Trustee. Therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to the Trustee by the Plan amounted to $11,362 for the year ended December 31, 2012.

5. Risks and uncertainties:

   The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

6. Unaudited information prepared and certified by the custodian:

   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 throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by 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. The Trustee certified information as of December 31, 2012 and 2011 and for the year ended December 31, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's 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 information in Note 6 and the supplemental schedule related to the following investments.

6. Unaudited information prepared and certified by the custodian (continued):

Investments, at fair value:

	2012	2011
Mutual funds	$ 15,229,417	$ 13,400,602
Participant loans receivable	$ 532,570	$ 602,829
Net appreciation in the fair value of the Plan's Investment for the year:		
Net appreciation/(depreciation) in fair value	$ 1,355,814	$ (325,221)

The Plan's investments that individually represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2012 and 2011 are separately identified.

	2012	2011
Money Market Fund:		
Fidelity Retirement Government Money Market Fund	$ 2,925,083	$ 3,129,761
Mutual Funds:		
Fidelity Blue Chip Growth fund	1,544,517	1,344,767
Fidelity Contra fund	1,429,540	1,163,412
Fidelity Diversified International fund	1,099,782	963,291
Fidelity Independence fund	937,057	957,234
Fidelity Growth and Income fund	1,157,127	906,103
Fidelity Low-Priced stock fund	980,134	883,800
Fidelity Puritan fund	998,206	773,071
Other investments *	4,157,971	3,279,163
	$15,229,417	$13,400,602
Notes Receivable from Participants	$532,570	$602,829

* Balance represents less than 5 percent but is included for comparative purposes.

Supplemental schedule (included on Page 15):
Schedule of assets held for investment purposes as of December 31, 2012.

7. Reconciliation of financial statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net assets available for benefits, per the financial statements	$ 15,769,524	$ 14,013,332
Less: employee contribution	(13,542)	(15,415)
Add excess contribution payable	6,004	5,514
Net assets available for benefits for the Form 5500	$ 15,761,986	$14,003,431

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

Per financial statements	$ 1,756,193
Contributions receivable, prior year	15,415
Contributions receivable	(13,543)
Excess contributions payable, prior year	(5,514)
Excess contributions payable, current year	6,004
Rounding	2
Per Form 5500	$1,758,557

8 Excess contributions payable:

In order to satisfy the actual deferral percentage (APD) test, the plan distributed $6,004 net excess contributions to the highly compensated employees prior to March 15, 2013.

9. Fair Value Measurements:

Financial Accounting Standards Board (FASB) *Accounting Standards of Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provide the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

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

Money Market Funds: State at their carrying value approximates fair value.

Investments in shares of registered investment companies - Mutual Funds: Valued using quoted market prices, which represent the net asset value (NAV) of shares held by the plan at year end.

9. Fair Value Measurements (continued):

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

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

	Assets at Fair Value as of December 31, 2012			
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Mutual funds:				
Money Market Fund	$ 2,925,083	$ 0	$ 0	$ 2,925,083
Index funds	539,466	0	0	539,466
Balanced funds	998,205	0	0	998,205
Growth funds	4,191,689	0	0	4,191,689
Fixed Income funds	1,256,160	0	0	1,256,160
Target retirement funds	1,604,947	0	0	1,604,947
Growth and income funds	1,157,127	0	0	1,157,127
Growth and value funds	1,301,710	0	0	1,301,710
International equity funds	1,255,030	0	0	1,255,030
Total investments at fair value	$15,229,417	$ 0	$ 0	$15,229,417

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money Market Fund	$ 3,129,761	$ 0	$ 0	$ 3,129,761
Index funds	468,804	0	0	468,804
Balanced funds	773,071	0	0	773,071
Growth funds	3,510,044	0	0	3,510,044
Fixed Income funds	874,384	0	0	874,384
Target retirement funds	1,099,206	0	0	1,099,206
Growth and income funds	906,103	0	0	906,103
Growth and value funds	1,524,561	0	0	1,542,561
International equity funds	1,114,668	0	0	1,114,668
Total investments at fair value	$13,400,602	$ 0	$ 0	$13,400,602

10. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right 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 will become 100 percent vested in their accounts.

SUPPLEMENTAL SCHEDULES

RYAN HERCO FLOW SOLUTIONS PROFIT SHARING/401(K) PLAN

SCHEDULE H – FORM 5500

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2012

95-1915233
(Unaudited)

Identify of Issue, Borrower, Lessor or Similar Party	Description of Investment	Current Value
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Participant loans: Interest at 5.25% to 11%, collateralized by participants' account balances, maturing through July 2019		532,570
		$ 15,761,987

* Investment held by a permitted party-in-interest.

The above information has been Certified as complete and accurate by Fidelity Management Trust Company