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;
- [X] 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
ECONOLITE GROUP, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/29/1982

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

ECONOLITE GROUP, INC.

3360 E. LAPALMA AVENUE
ANAHEIM, CA 92806

2b Employer Identification Number (EIN)
33-0019158

2c Sponsor's telephone number
714-630-3700

2d Business code (see instructions)
335900

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	LESLIE CLEVELAND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	439
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**	354
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	53
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	407
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	407
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	380
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 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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
ECONOLITE GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0019158

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

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

(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)

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64 60 52 99	RECORDKEEPER	450	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
ECONOLITE GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0019158

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: MCM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND AND TRUST COMPANY

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)
93-6274329-001	C	554599

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

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

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

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
ECONOLITE GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0019158

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)	316494	
(2) Participant contributions	1b(2)	21881	22249
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		38191
(9) Value of interest in common/collective trusts	1c(9)	699412	554599
(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)	11955639	14604881
(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	12993426	15219920
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	12993426	15219920

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)		
(B) Participants	2a(1)(B)	1200363	
(C) Others (including rollovers)	2a(1)(C)	60965	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1261328
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	996	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		996
(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)	263329	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		263329
(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)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1430703
c Other income	2c		988
d Total income. Add all **income** amounts in column (b) and enter total	2d		2957344
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	730400	
(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)		730400
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	450	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		450
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		730850
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2226494
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: JENKINS BOWLER LLP **(2)** EIN: 95-2131722

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			

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
ECONOLITE GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0019158

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): 04-3581074 71-0294708

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):

Econolite Group, Inc. 401(k) Plan

Financial Statements
Years Ended December 31, 2012 and 2011
(with Independent Auditors' Report Thereon)

Econolite Group, Inc. 401(k) Plan

Financial Statements
December 31, 2012 and 2011
(with Independent Auditors' Report Thereon)

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JENKINS BOWLER LLP
CERTIFIED PUBLIC ACCOUNTANTS

626 SOUTH LAKE AVENUE
PASADENA, CALIFORNIA 91106-3982
(626) 792-2179
FAX (626) 792-2411

INDEPENDENT AUDITORS' REPORT

Administrative Committee of
Econolite Group, Inc. 401(k) Plan
Anaheim, California

Report on the Financial Statements

We have audited the accompanying financial statements of Econolite Group, Inc. 401(k) Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan 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 our audits 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 ING Institutional Plan Services, LLC, the recordkeeper of the Plan as agent for Reliance Trust Company, 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 agent on behalf of the trustee, as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the agent for 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 at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report 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 agent on behalf of 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.

Jenkins Bowles LLP

CERTIFIED PUBLIC ACCOUNTANTS

October 2, 2013

Econolite Group, Inc. 401(k) Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value		
Fully benefit-responsive investment contract		
MCM Stable Asset Fund	$ 596,228	$ 768,466
Registered investment companies		
American Balanced Fund	892,968	674,303
EuroPacific Growth Fund	965,083	780,901
Fidelity Advisor Mid Cap Fund	1,048,961	879,860
ING Money Market Portfolio Class I	1,801,908	1,905,779
Invesco Van Kampen Equity and Income Fund	479,178	404,077
Legg Mason ClearBridge Aggressive Growth Fund	1,220,583	961,063
Legg Mason Lifestyle Allocation 30% Fund	150,553	116,461
Legg Mason Clear Bridge Fundamental All Cap Value Fund	869,468	700,847
Legg Mason Western Asset Government Securities Fund	382,856	234,365
Legg Mason Western Asset Corporate Bond Fund	825,478	672,593
Legg Mason ClearBridge Large Cap Growth Fund	969,304	725,733
Legg Mason Batterymarch S&P 500 Index Fund	473,090	353,035
Legg Mason Western Asset Short-Term Bond Fund	97,598	80,202
Legg Mason ClearBridge Small Cap Value Fund	751,250	550,695
MFS Utilities Fund	482,965	385,519
Oppenheimer Capital Appreciation Fund	373,535	283,159
Oppenheimer Developing Markets Fund	1,524,419	1,216,542
Pioneer Real Estate Shares	512,384	355,344
Washington Mutual Investors Fund	783,300	675,161
Total registered investment companies	14,604,881	11,955,639
Total investments, at fair value	15,201,109	12,724,105
Receivables		
Employer contributions receivable	-	316,494
Participant contributions receivable	22,249	21,881
Notes receivable from participants	38,191	-
Total receivables	60,440	338,375
Net assets available for plan benefits, at fair value	15,261,549	13,062,480
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(41,629)	(69,054)
Net assets available for plan benefits, at contract value	$ 15,219,920	$ 12,993,426

See independent auditors' report and notes to financial statements.

Econolite Group, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income		
Interest and dividends	$ 263,329	$ 275,077
Net appreciation/(depreciation) in fair value of investments	1,430,703	(622,036)
Total investment income	1,694,032	(346,959)
Interest income on notes receivable from participants	996	-
Contributions		
Participants - pre-tax deferrals	1,180,714	1,117,595
Participants - Roth deferrals	19,649	-
Participants - rollovers	60,965	11,831
Employer - discretionary	-	318,960
Total contributions	1,261,328	1,448,386
Other income	988	1,085
Total additions to net assets	2,957,344	1,102,512
Deductions from net assets attibuted to:		
Benefits paid to participants	730,400	519,016
Administrative expenses	450	-
Total deductions from net assets	730,850	519,016
Net increase in net assets available for plan benefits	2,226,494	583,496
Net assets available for plan benefits, beginning of year	12,993,426	12,409,930
Net assets available for plan benefits, end of year	$ 15,219,920	$ 12,993,426

See independent auditors' report and notes to financial statements.

Note 1 – Description of Plan

The following description of the Econolite Group, Inc. ("the Company") 401(k) Plan ("the Plan") provides only general information. Participants include eligible employees of the Company and its wholly owned subsidiaries, namely, Econolite Control Products, Inc., California Chassis, Inc., Safetran Traffic Systems, Inc., and Aegis ITS, Inc.

Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan with a 401(k) feature under which eligible employees, as defined in the Plan document, may make contributions through salary reductions and receive discretionary employer profit sharing contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was originally established on November 29, 1982 as a discretionary profit sharing plan. Effective April 1, 1995, the Company added a 401(k) feature to the existing profit sharing plan. Effective December 1, 2002, the Plan was amended and restated to conform with GUST and EGTRRA requirements and to change the basis for determining participant contribution deferral amounts. Prior to this amendment, the participant's regular earnings, bonuses and commissions were used as the basis for determining the participant contribution deferral amounts. Under the amended plan, only the participant's regular earnings are used as the basis for determining the participant's contribution deferral amounts. In 2009, the Plan was amended to comply with governmental legislation requirements. In addition, certain provisions of the Plan were amended effective January 1, 2012.

Administrative expenses of the Plan are paid by the plan sponsor.

b. Plan Custodian

Reliance Trust Company ("Trustee") is the trustee and custodian of the Plan. ING Institutional Plan Services, LLC ("ING"), the Plan's recordkeeper, has been appointed by the board of directors of the Company to invest, manage and control the Plan's assets. Among other duties, it is the responsibility of ING to pay benefits as directed by the administrative committee and maintain records of the Plan's receipts and disbursements. ING is a party-in-interest due to the investment of Plan assets in various funds managed by ING.

c. Administrator

As provided in the Plan document, the Company appointed certain members of senior management to act as Administrators for the Plan.

d. Participation

Employees are eligible to make salary reductions for pre-tax and Roth contributions to the Plan upon reaching the age of 18 years. Employees are eligible to receive employer discretionary profit sharing contributions upon reaching the age of 18 years and completion of one year of service. A year of service is defined as a 12 consecutive-month period during which an employee completes 1,000 hours of service. An employee is a participant in the Plan for the 401(k) deferral on the first day of the payroll period following employment and the next quarter for profit sharing contributions. A Plan year is defined as a calendar year. A participant ceases to participate in the Plan as of the first day on which he has a one-year break in service. A one-year break in service is defined as a 12-month period, measured from the employee's hire date or an anniversary thereof, in which an employee has less than 500 hours of service.

Note 1 – Description of Plan (Continued)

e. Participant Accounts

Each participant's account is maintained separately within the plan and is adjusted to reflect the participant's salary reduction contributions, allocations of the Company's profit sharing contributions, investment income or loss, forfeitures of terminated participants' nonvested accounts, withdrawals, and administrative expenses. Profit sharing contributions are allocated based on the proportion that each participant's compensation (as defined in the Plan document) for the year bears to the total compensation of all participants for that year. Forfeitures are allocated on the same basis as the employer profit sharing contributions in the year following the determination of the forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

f. Contributions

Each year, participants may make pre-tax and Roth deferral contributions of up to 10 percent of annual compensation, as defined in the Plan document, subject to certain Internal Revenue Code ("IRC") limitations. Participants may also transfer or rollover amounts representing distributions from other qualified defined benefit or contribution plans. The employer may make discretionary profit sharing contributions to the Plan. The maximum amount of employer contributions to a Participant's account is limited to the amount allowable as a deduction for tax purposes. The employer's contributions will be allocated to the participants at the end of a plan year. The Company made no profit sharing contributions for the plan year 2012.

g. Investment Options

Investments in the Plan are directed by participants to selected investment funds available under the Plan.

h. Vesting

Participants are immediately vested in their salary reduction contributions plus actual earnings thereon. Participants vest in the Company's discretionary profit sharing contributions plus actual earnings thereon at a rate of 20% per year and are fully vested after five years of service.

i. Notes Receivable from Participants

Participants may borrow from their accounts, a minimum of $1,000 and a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term up to 30 years. The loans are secured by the balance in the participant's account and bear interest at 1% above the prime rate. The interest rate is fixed for the duration of the loan. Participants may only have one loan outstanding at any given time. Principal and interest is paid ratably through weekly payroll deductions. Loans generally become due and payable immediately upon termination of the participant's employment.

Note 1 – Description of Plan (Continued)

j. Plan Benefits

All vested amounts in the account of a participant may be distributed to the individual (or his/her beneficiary) under the following circumstances:

Upon Retirement

The normal retirement age for the Company has been established as age 65, where the participant has the option of retiring, and where the participant becomes fully vested in his/her account. In any event, should the participant retire or voluntarily retire on or after his normal retirement date, distribution of his/her account is required upon request of participant.

Termination

A participant who leaves the Company is entitled to receive the vested portion of his/her account as soon as administratively feasible following the date the participant requests a distribution.

Disability

A participant will be fully vested upon incurring a disability, as defined in the Plan document.

Hardship

A participant who experiences financial hardship, as defined in the Plan document, is permitted to withdraw from his/her account. The employer discretionary account may only be withdrawn if the participant is 100% vested at the time of distribution.

k. Forfeitures

Forfeitures result from non-vested participant balances remaining in the Plan for terminated employees. Forfeitures are not used to reduce discretionary employer profit sharing contributions.

l. Termination of the Plan

Although the Company has not expressed any intent to do so, the Company has the right at any time to discontinue its contributions, or terminate the Plan. However, in the event of permanent discontinuance of contributions or termination of the Plan, all participants shall become fully vested and the net assets of the Plan will be allocated to the participants in accordance with the terms of the Plan.

Note 2 – Summary of Significant Accounting Principles

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

a. Basis of Presentation

The financial statements of the Plan are prepared in conformity with U.S. generally accepted accounting principles, which requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Note 2 – Summary of Significant Accounting Principles (Continued)

b. Benefit Claims Payable

The classification of "Benefits paid to participants" in the statement of changes in net assets available for plan benefits includes only distributions paid in the current year. Amounts allocated to participants who have retired or separated from service or otherwise became eligible to withdraw assets were approximately $1.09 million as of December 31, 2012.

c. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income generated on notes receivable is recorded when earned and administrative expenses associated with notes receivable are expensed when incurred. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. Plan management believes that notes receivables from participants are collectible. Therefore, a provision for doubtful accounts has not been recorded as of December 31, 2012.

d. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as 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.

Shares of registered investment companies are valued at quoted market prices that represent the net asset value of shares held by the Plan at year end. In the absence of readily determinable fair value for the Plan's fully benefit-responsive investment contract, management uses, as a practical expedient, the audited net asset value (NAV) of units of the fund, as provided by the fund's trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Management believes this method provides a reasonable estimate of fair value. These values may differ significantly from values that would have been used had a readily available market existed for such investment, and the differences could be material to the change in net assets available for plan benefits. There have been no changes in valuation methodologies used during the year ended December 31, 2012.

U.S. generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability

Level 3: Prices or valuation techniques that require inputs (including the Plan's own assumptions about market participants and investment prices) that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income are recorded on the accrual basis.

Note 2 – Summary of Significant Accounting Principles (Continued)

d. Investment Valuation and Income Recognition (Continued)

The Plan provides for investments in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

e. Date of Management's Review

Events and transactions occurring through October 2, 2013, the date that the financial statements were available to be issued, have been evaluated in the preparation of these financial statements.

Note 3 – Investments

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

	Quoted market prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fully benefit-responsive investment contract (See Note 5)	$ -	$ -	$ 596,228
Registered investment companies (mutual funds)			
Money market	1,801,908	-	-
Fixed income			
Government	480,454	-	-
Corporate	825,478	-	-
Balanced	1,522,699	-	-
Equity securities			
Domestic			
Large cap	4,689,280	-	-
Mid cap	1,048,961	-	-
Small cap	751,250	-	-
Utilities	482,965	-	-
Real estate	512,384	-	-
International	965,083	-	-
Emerging markets	1,524,419	-	-
Total	$ 14,604,881	$ -	$ 596,228

There were no transfers of assets between Levels 1 and 2 of the fair value hierarchy during the year ended December 31, 2012.

Note 3 – Investments (Continued)

The changes in fair value of the Plan's Level 3 assets during the year ended December 31, 2012 are as follows:

Balance, beginning of year	$ 768,466
Unrealized gains relating to investments still held at reporting date	6,628
Change in adjustment from fair value to contract value	(27,425)
Purchases	52,491
Sales	(203,932)
Balance, end of year	$ 596,228

The following sets forth the attributes of the Plan's investments, whose fair values are estimated using NAV per share (or its equivalent):

Fully benefit-responsive investment contract (See Note 5)	
Number of funds	1
NAV in fund	$ 596,228
Unfunded commitment	None
Redemption terms	Daily at contract value
Redemption restrictions in place at year-end	None

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Fully benefit-responsive investment contract (See Note 5)	$ 6,628
Registered investment companies (mutual funds)	1,424,075
Total	$ 1,430,703

Note 4 - Investments Representing Five Percent of Net Assets Available for Plan Benefits

The following table represents the carrying value of investments at December 31, 2012, with investments representing 5% or more of total plan assets separately identified.

American Balanced Fund	$ 892,968	5.9%
EuroPacific Growth Fund	965,083	6.3%
Fidelity Advisor Mid Cap Fund	1,048,961	6.9%
ING Money Market Portfolio Class I	1,801,908	11.9%
Legg Mason ClearBridge Aggressive Growth Fund	1,220,583	8.0%
Legg Mason ClearBridge Fundamental All Cap Value Fund	869,468	5.7%
Legg Mason ClearBridge Large Cap Growth Fund	969,304	6.4%
Legg Mason Western Asset Corporate Bond Fund	825,478	5.4%
Oppenheimer Developing Markets Fund	1,524,419	10.0%
Washington Mutual Investors Fund	783,300	5.2%
Individual investments less than 5% of total plan assets	4,299,637	28.3%
Total	$ 15,201,109	100.00%

Note 5 – Fully Benefit-Responsive Investment Contract

The Plan has entered into a benefit-responsive investment contract with MCM Stable Asset Fund. ING maintains the contributions in a general account that is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the statements of net assets available for plan benefits at fair value. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by ING. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Withdrawals or transfers are to be paid to participants within 30 days after receipt of written notice from the participant. Other withdrawals and transfers are to be paid within one year after receipt of written notice from the Plan.

The fair value of the investment contract at December 31, 2012 was $596,228. The crediting interest rate is based on an agreed-upon formula with ING. Factors affecting the crediting interest rate calculation include market value, book value, weighted average duration, and annualized dollar or duration weighted yield to maturity. The average yield and crediting interest rate on the contract was 1.1% and 1.5% at December 31, 2012 and 2011, respectively.

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

Note 6 – Tax Status

The Plan obtained its latest determination letter from the Internal Revenue Service on June 5, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has considered the tax positions taken by the Plan, and believes that all tax positions are more likely than not to be sustained upon examination.

Interest and penalties associated with the Plan's tax positions are considered administrative expenses. No such interest or penalties have been recorded in these financial statements.

The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. As of December 31, 2012, the tax years that remain subject to examination under the statute of limitations are from year ended December 31, 2010 forward.

Note 7 – Forfeitures

Unallocated forfeited non-vested accounts which amounted to $8,572 at December 31, 2012 were allocated to eligible participants in the subsequent year.

Note 8 – Information Certified by ING on Behalf of the Trustee (Unaudited)

During the year, the Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING has certified, on behalf of the Trustee, that the following data included in the accompanying financial statements is complete and accurate:

a. Investments, as shown in the statements of net assets available for plan benefits as of December 31, 2012

b. Investment income, as shown in the statement of changes in net assets available for plan benefits for the year ended December 31, 2012

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 9 – Risk and Uncertainties

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

Note 10 – Subsequent Event

Effective June 19, 2013, the Plan adopted Amendment Number Two, which makes the following changes to the plan:

a. Change the Trustee of the Plan from Reliance Trust Company to ING National Trust

b. Change the entry date for purposes of salary deferrals to the first day of the month coinciding with or next following the eligibility date

Supplemental Information

Econolite Group, Inc. 401(k) Plan
Supplemental Schedule
EIN 33-0019158
Plan 001
Schedule H, Line 4i, Schedule of Assets Held for Investment Purposes at End of Year
December 31, 2012

[a]	[b] Identity of issuer, borrower, lessor or similar party	[c] Description of investment including maturity date, rate of interest, collateral, par or maturity value	[d] Cost	[e] Current Value
*	ING Institutional Plan Services LLC	MCM Stable Asset Fund	**	$ 554,599
*	ING Institutional Plan Services LLC	American Balanced Fund	**	892,968
*	ING Institutional Plan Services LLC	EuroPacific Growth Fund	**	965,083
*	ING Institutional Plan Services LLC	Fidelity Advisor Mid Cap Fund	**	1,048,961
*	ING Institutional Plan Services LLC	ING Money Market Portfolio Class I	**	1,801,908
*	ING Institutional Plan Services LLC	Invesco Van Kampen Equity and Income Fund	**	479,178
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Aggressive Growth Fund	**	1,220,583
*	ING Institutional Plan Services LLC	Legg Mason Lifestyle Allocation 30% Fund	**	150,553
*	ING Institutional Plan Services LLC	Legg Mason Clear Bridge Fundamental All Cap Value Fund	**	869,468
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Government Securities Fund	**	382,856
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Corporate Bond Fund	**	825,478
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Large Cap Growth Fund	**	969,304
*	ING Institutional Plan Services LLC	Legg Mason Batterymarch S&P 500 Index Fund	**	473,090
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Short-Term Bond Fund	**	97,598
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Small Cap Value Fund	**	751,250
*	ING Institutional Plan Services LLC	MFS Utilities Fund	**	482,965
*	ING Institutional Plan Services LLC	Oppenheimer Capital Appreciation Fund	**	373,535
*	ING Institutional Plan Services LLC	Oppenheimer Developing Markets Fund	**	1,524,419
*	ING Institutional Plan Services LLC	Pioneer Real Estate Shares	**	512,384
*	ING Institutional Plan Services LLC	Washington Mutual Investors Fund	**	783,300
	Participant loans	Interest at 4.25%; Maturing at various dates between 2014 and 2017	-	38,191
			$ -	$ 15,197,671

Notes:

* Party-in-interest

** Cost information for investments is not required as the Plan's investments are participant-directed.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ECONOLITE GROUP, INC.
EIN # 33-0019158
Plan # 001
AS OF DECEMBER 31, 2012

a	(b) Identity of Issue	(c) Description of Issue	(d) Cost	(e) Current Value
	Amer Euro Grwth R3	Value of Interest in Registered Investment Companies		965,082.60
	American Balanced R3	Value of Interest in Registered Investment Companies		892,967.62
	Fidelity Adv Stk	Value of Interest in Registered Investment Companies		1,048,961.49
	Legg Battery S&P 500	Value of Interest in Registered Investment Companies		473,090.29
	Legg CBrdge Agg Grw	Value of Interest in Registered Investment Companies		1,220,582.63
	Legg CBrdge Fndmentl	Value of Interest in Registered Investment Companies		869,468.41
	Legg CBrdge Lrge Cap	Value of Interest in Registered Investment Companies		969,304.29
	Legg CBrdge SCap Val	Value of Interest in Registered Investment Companies		751,249.64
	Legg Lifestyle Alloc	Value of Interest in Registered Investment Companies		150,552.74
	Legg West Asst Crp B	Value of Interest in Registered Investment Companies		825,478.23
	Legg West Asst Sec	Value of Interest in Registered Investment Companies		382,855.61
	Legg WstAsst ShrtTrm	Value of Interest in Registered Investment Companies		97,597.86
	MFS Utilities	Value of Interest in Registered Investment Companies		482,964.92
	Oppenheimer Cap App	Value of Interest in Registered Investment Companies		373,535.45
	Oppenheimer Dev Mark	Value of Interest in Registered Investment Companies		1,524,418.73
	Pioneer Real Estate	Value of Interest in Registered Investment Companies		512,383.91
	Wash Mutual Investor	Value of Interest in Registered Investment Companies		783,300.50
	ING Money Market	Value of Interest in Registered Investment Companies		1,801,907.82
	Participant Loans	Loans to Participants: Other		38,190.71
	Invesco Eq & Inc	Value of Interest in Registered Investment Companies		479,178.04
	MCM Stable Asset Fun	Value of Interest Iin Common Collective Trusts		554,598.58
*** Represents a party in interest**				

Column (d) is not required as the Plan's investments are totally participant directed and participant loans receivable has no cost basis.

Econolite Group, Inc. 401(k) Plan

Financial Statements
Years Ended December 31, 2012 and 2011
(with Independent Auditors' Report Thereon)

Econolite Group, Inc. 401(k) Plan

Financial Statements
December 31, 2012 and 2011
(with Independent Auditors' Report Thereon)

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JENKINS BOWLER LLP
CERTIFIED PUBLIC ACCOUNTANTS

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PASADENA, CALIFORNIA 91106-3982
(626) 792-2179
FAX (626) 792-2411

INDEPENDENT AUDITORS' REPORT

Administrative Committee of
Econolite Group, Inc. 401(k) Plan
Anaheim, California

Report on the Financial Statements

We have audited the accompanying financial statements of Econolite Group, Inc. 401(k) Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan 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 our audits 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 ING Institutional Plan Services, LLC, the recordkeeper of the Plan as agent for Reliance Trust Company, 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 agent on behalf of the trustee, as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the agent for 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 at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report 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 agent on behalf of 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.

Jenkins Bowles LLP

CERTIFIED PUBLIC ACCOUNTANTS

October 2, 2013

Econolite Group, Inc. 401(k) Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value		
Fully benefit-responsive investment contract		
MCM Stable Asset Fund	$ 596,228	$ 768,466
Registered investment companies		
American Balanced Fund	892,968	674,303
EuroPacific Growth Fund	965,083	780,901
Fidelity Advisor Mid Cap Fund	1,048,961	879,860
ING Money Market Portfolio Class I	1,801,908	1,905,779
Invesco Van Kampen Equity and Income Fund	479,178	404,077
Legg Mason ClearBridge Aggressive Growth Fund	1,220,583	961,063
Legg Mason Lifestyle Allocation 30% Fund	150,553	116,461
Legg Mason Clear Bridge Fundamental All Cap Value Fund	869,468	700,847
Legg Mason Western Asset Government Securities Fund	382,856	234,365
Legg Mason Western Asset Corporate Bond Fund	825,478	672,593
Legg Mason ClearBridge Large Cap Growth Fund	969,304	725,733
Legg Mason Batterymarch S&P 500 Index Fund	473,090	353,035
Legg Mason Western Asset Short-Term Bond Fund	97,598	80,202
Legg Mason ClearBridge Small Cap Value Fund	751,250	550,695
MFS Utilities Fund	482,965	385,519
Oppenheimer Capital Appreciation Fund	373,535	283,159
Oppenheimer Developing Markets Fund	1,524,419	1,216,542
Pioneer Real Estate Shares	512,384	355,344
Washington Mutual Investors Fund	783,300	675,161
Total registered investment companies	14,604,881	11,955,639
Total investments, at fair value	15,201,109	12,724,105
Receivables		
Employer contributions receivable	-	316,494
Participant contributions receivable	22,249	21,881
Notes receivable from participants	38,191	-
Total receivables	60,440	338,375
Net assets available for plan benefits, at fair value	15,261,549	13,062,480
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(41,629)	(69,054)
Net assets available for plan benefits, at contract value	$ 15,219,920	$ 12,993,426

See independent auditors' report and notes to financial statements.

Econolite Group, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income		
Interest and dividends	$ 263,329	$ 275,077
Net appreciation/(depreciation) in fair value of investments	1,430,703	(622,036)
Total investment income	1,694,032	(346,959)
Interest income on notes receivable from participants	996	-
Contributions		
Participants - pre-tax deferrals	1,180,714	1,117,595
Participants - Roth deferrals	19,649	-
Participants - rollovers	60,965	11,831
Employer - discretionary	-	318,960
Total contributions	1,261,328	1,448,386
Other income	988	1,085
Total additions to net assets	2,957,344	1,102,512
Deductions from net assets attibuted to:		
Benefits paid to participants	730,400	519,016
Administrative expenses	450	-
Total deductions from net assets	730,850	519,016
Net increase in net assets available for plan benefits	2,226,494	583,496
Net assets available for plan benefits, beginning of year	12,993,426	12,409,930
Net assets available for plan benefits, end of year	$ 15,219,920	$ 12,993,426

See independent auditors' report and notes to financial statements.

Note 1 – Description of Plan

The following description of the Econolite Group, Inc. ("the Company") 401(k) Plan ("the Plan") provides only general information. Participants include eligible employees of the Company and its wholly owned subsidiaries, namely, Econolite Control Products, Inc., California Chassis, Inc., Safetran Traffic Systems, Inc., and Aegis ITS, Inc.

Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan with a 401(k) feature under which eligible employees, as defined in the Plan document, may make contributions through salary reductions and receive discretionary employer profit sharing contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was originally established on November 29, 1982 as a discretionary profit sharing plan. Effective April 1, 1995, the Company added a 401(k) feature to the existing profit sharing plan. Effective December 1, 2002, the Plan was amended and restated to conform with GUST and EGTRRA requirements and to change the basis for determining participant contribution deferral amounts. Prior to this amendment, the participant's regular earnings, bonuses and commissions were used as the basis for determining the participant contribution deferral amounts. Under the amended plan, only the participant's regular earnings are used as the basis for determining the participant's contribution deferral amounts. In 2009, the Plan was amended to comply with governmental legislation requirements. In addition, certain provisions of the Plan were amended effective January 1, 2012.

Administrative expenses of the Plan are paid by the plan sponsor.

b. Plan Custodian

Reliance Trust Company ("Trustee") is the trustee and custodian of the Plan. ING Institutional Plan Services, LLC ("ING"), the Plan's recordkeeper, has been appointed by the board of directors of the Company to invest, manage and control the Plan's assets. Among other duties, it is the responsibility of ING to pay benefits as directed by the administrative committee and maintain records of the Plan's receipts and disbursements. ING is a party-in-interest due to the investment of Plan assets in various funds managed by ING.

c. Administrator

As provided in the Plan document, the Company appointed certain members of senior management to act as Administrators for the Plan.

d. Participation

Employees are eligible to make salary reductions for pre-tax and Roth contributions to the Plan upon reaching the age of 18 years. Employees are eligible to receive employer discretionary profit sharing contributions upon reaching the age of 18 years and completion of one year of service. A year of service is defined as a 12 consecutive-month period during which an employee completes 1,000 hours of service. An employee is a participant in the Plan for the 401(k) deferral on the first day of the payroll period following employment and the next quarter for profit sharing contributions. A Plan year is defined as a calendar year. A participant ceases to participate in the Plan as of the first day on which he has a one-year break in service. A one-year break in service is defined as a 12-month period, measured from the employee's hire date or an anniversary thereof, in which an employee has less than 500 hours of service.

Note 1 – Description of Plan (Continued)

e. Participant Accounts

Each participant's account is maintained separately within the plan and is adjusted to reflect the participant's salary reduction contributions, allocations of the Company's profit sharing contributions, investment income or loss, forfeitures of terminated participants' nonvested accounts, withdrawals, and administrative expenses. Profit sharing contributions are allocated based on the proportion that each participant's compensation (as defined in the Plan document) for the year bears to the total compensation of all participants for that year. Forfeitures are allocated on the same basis as the employer profit sharing contributions in the year following the determination of the forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

f. Contributions

Each year, participants may make pre-tax and Roth deferral contributions of up to 10 percent of annual compensation, as defined in the Plan document, subject to certain Internal Revenue Code ("IRC") limitations. Participants may also transfer or rollover amounts representing distributions from other qualified defined benefit or contribution plans. The employer may make discretionary profit sharing contributions to the Plan. The maximum amount of employer contributions to a Participant's account is limited to the amount allowable as a deduction for tax purposes. The employer's contributions will be allocated to the participants at the end of a plan year. The Company made no profit sharing contributions for the plan year 2012.

g. Investment Options

Investments in the Plan are directed by participants to selected investment funds available under the Plan.

h. Vesting

Participants are immediately vested in their salary reduction contributions plus actual earnings thereon. Participants vest in the Company's discretionary profit sharing contributions plus actual earnings thereon at a rate of 20% per year and are fully vested after five years of service.

i. Notes Receivable from Participants

Participants may borrow from their accounts, a minimum of $1,000 and a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term up to 30 years. The loans are secured by the balance in the participant's account and bear interest at 1% above the prime rate. The interest rate is fixed for the duration of the loan. Participants may only have one loan outstanding at any given time. Principal and interest is paid ratably through weekly payroll deductions. Loans generally become due and payable immediately upon termination of the participant's employment.

Note 1 – Description of Plan (Continued)

j. Plan Benefits

All vested amounts in the account of a participant may be distributed to the individual (or his/her beneficiary) under the following circumstances:

Upon Retirement

The normal retirement age for the Company has been established as age 65, where the participant has the option of retiring, and where the participant becomes fully vested in his/her account. In any event, should the participant retire or voluntarily retire on or after his normal retirement date, distribution of his/her account is required upon request of participant.

Termination

A participant who leaves the Company is entitled to receive the vested portion of his/her account as soon as administratively feasible following the date the participant requests a distribution.

Disability

A participant will be fully vested upon incurring a disability, as defined in the Plan document.

Hardship

A participant who experiences financial hardship, as defined in the Plan document, is permitted to withdraw from his/her account. The employer discretionary account may only be withdrawn if the participant is 100% vested at the time of distribution.

k. Forfeitures

Forfeitures result from non-vested participant balances remaining in the Plan for terminated employees. Forfeitures are not used to reduce discretionary employer profit sharing contributions.

l. Termination of the Plan

Although the Company has not expressed any intent to do so, the Company has the right at any time to discontinue its contributions, or terminate the Plan. However, in the event of permanent discontinuance of contributions or termination of the Plan, all participants shall become fully vested and the net assets of the Plan will be allocated to the participants in accordance with the terms of the Plan.

Note 2 – Summary of Significant Accounting Principles

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

a. Basis of Presentation

The financial statements of the Plan are prepared in conformity with U.S. generally accepted accounting principles, which requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Note 2 – Summary of Significant Accounting Principles (Continued)

b. Benefit Claims Payable

The classification of "Benefits paid to participants" in the statement of changes in net assets available for plan benefits includes only distributions paid in the current year. Amounts allocated to participants who have retired or separated from service or otherwise became eligible to withdraw assets were approximately $1.09 million as of December 31, 2012.

c. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income generated on notes receivable is recorded when earned and administrative expenses associated with notes receivable are expensed when incurred. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. Plan management believes that notes receivables from participants are collectible. Therefore, a provision for doubtful accounts has not been recorded as of December 31, 2012.

d. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as 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.

Shares of registered investment companies are valued at quoted market prices that represent the net asset value of shares held by the Plan at year end. In the absence of readily determinable fair value for the Plan's fully benefit-responsive investment contract, management uses, as a practical expedient, the audited net asset value (NAV) of units of the fund, as provided by the fund's trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Management believes this method provides a reasonable estimate of fair value. These values may differ significantly from values that would have been used had a readily available market existed for such investment, and the differences could be material to the change in net assets available for plan benefits. There have been no changes in valuation methodologies used during the year ended December 31, 2012.

U.S. generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability

Level 3: Prices or valuation techniques that require inputs (including the Plan's own assumptions about market participants and investment prices) that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income are recorded on the accrual basis.

Note 2 – Summary of Significant Accounting Principles (Continued)

d. Investment Valuation and Income Recognition (Continued)

The Plan provides for investments in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

e. Date of Management's Review

Events and transactions occurring through October 2, 2013, the date that the financial statements were available to be issued, have been evaluated in the preparation of these financial statements.

Note 3 – Investments

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

	Quoted market prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fully benefit-responsive investment contract (See Note 5)	$ -	$ -	$ 596,228
Registered investment companies (mutual funds)			
Money market	1,801,908	-	-
Fixed income			
Government	480,454	-	-
Corporate	825,478	-	-
Balanced	1,522,699	-	-
Equity securities			
Domestic			
Large cap	4,689,280	-	-
Mid cap	1,048,961	-	-
Small cap	751,250	-	-
Utilities	482,965	-	-
Real estate	512,384	-	-
International	965,083	-	-
Emerging markets	1,524,419	-	-
Total	$ 14,604,881	$ -	$ 596,228

There were no transfers of assets between Levels 1 and 2 of the fair value hierarchy during the year ended December 31, 2012.

Note 3 – Investments (Continued)

The changes in fair value of the Plan's Level 3 assets during the year ended December 31, 2012 are as follows:

Balance, beginning of year	$ 768,466
Unrealized gains relating to investments still held at reporting date	6,628
Change in adjustment from fair value to contract value	(27,425)
Purchases	52,491
Sales	(203,932)
Balance, end of year	$ 596,228

The following sets forth the attributes of the Plan's investments, whose fair values are estimated using NAV per share (or its equivalent):

Fully benefit-responsive investment contract (See Note 5)	
Number of funds	1
NAV in fund	$ 596,228
Unfunded commitment	None
Redemption terms	Daily at contract value
Redemption restrictions in place at year-end	None

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Fully benefit-responsive investment contract (See Note 5)	$ 6,628
Registered investment companies (mutual funds)	1,424,075
Total	$ 1,430,703

Note 4 - Investments Representing Five Percent of Net Assets Available for Plan Benefits

The following table represents the carrying value of investments at December 31, 2012, with investments representing 5% or more of total plan assets separately identified.

American Balanced Fund	$ 892,968	5.9%
EuroPacific Growth Fund	965,083	6.3%
Fidelity Advisor Mid Cap Fund	1,048,961	6.9%
ING Money Market Portfolio Class I	1,801,908	11.9%
Legg Mason ClearBridge Aggressive Growth Fund	1,220,583	8.0%
Legg Mason ClearBridge Fundamental All Cap Value Fund	869,468	5.7%
Legg Mason ClearBridge Large Cap Growth Fund	969,304	6.4%
Legg Mason Western Asset Corporate Bond Fund	825,478	5.4%
Oppenheimer Developing Markets Fund	1,524,419	10.0%
Washington Mutual Investors Fund	783,300	5.2%
Individual investments less than 5% of total plan assets	4,299,637	28.3%
Total	$ 15,201,109	100.00%

Note 5 – Fully Benefit-Responsive Investment Contract

The Plan has entered into a benefit-responsive investment contract with MCM Stable Asset Fund. ING maintains the contributions in a general account that is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the statements of net assets available for plan benefits at fair value. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by ING. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Withdrawals or transfers are to be paid to participants within 30 days after receipt of written notice from the participant. Other withdrawals and transfers are to be paid within one year after receipt of written notice from the Plan.

The fair value of the investment contract at December 31, 2012 was $596,228. The crediting interest rate is based on an agreed-upon formula with ING. Factors affecting the crediting interest rate calculation include market value, book value, weighted average duration, and annualized dollar or duration weighted yield to maturity. The average yield and crediting interest rate on the contract was 1.1% and 1.5% at December 31, 2012 and 2011, respectively.

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

Note 6 – Tax Status

The Plan obtained its latest determination letter from the Internal Revenue Service on June 5, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has considered the tax positions taken by the Plan, and believes that all tax positions are more likely than not to be sustained upon examination.

Interest and penalties associated with the Plan's tax positions are considered administrative expenses. No such interest or penalties have been recorded in these financial statements.

The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. As of December 31, 2012, the tax years that remain subject to examination under the statute of limitations are from year ended December 31, 2010 forward.

Note 7 – Forfeitures

Unallocated forfeited non-vested accounts which amounted to $8,572 at December 31, 2012 were allocated to eligible participants in the subsequent year.

Note 8 – Information Certified by ING on Behalf of the Trustee (Unaudited)

During the year, the Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING has certified, on behalf of the Trustee, that the following data included in the accompanying financial statements is complete and accurate:

a. Investments, as shown in the statements of net assets available for plan benefits as of December 31, 2012

b. Investment income, as shown in the statement of changes in net assets available for plan benefits for the year ended December 31, 2012

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 9 – Risk and Uncertainties

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

Note 10 – Subsequent Event

Effective June 19, 2013, the Plan adopted Amendment Number Two, which makes the following changes to the plan:

a. Change the Trustee of the Plan from Reliance Trust Company to ING National Trust

b. Change the entry date for purposes of salary deferrals to the first day of the month coinciding with or next following the eligibility date

Supplemental Information

Econolite Group, Inc. 401(k) Plan
Supplemental Schedule
EIN 33-0019158
Plan 001
Schedule H, Line 4i, Schedule of Assets Held for Investment Purposes at End of Year
December 31, 2012

[a]	[b] Identity of issuer, borrower, lessor or similar party	[c] Description of investment including maturity date, rate of interest, collateral, par or maturity value	[d] Cost	[e] Current Value
*	ING Institutional Plan Services LLC	MCM Stable Asset Fund	**	$ 554,599
*	ING Institutional Plan Services LLC	American Balanced Fund	**	892,968
*	ING Institutional Plan Services LLC	EuroPacific Growth Fund	**	965,083
*	ING Institutional Plan Services LLC	Fidelity Advisor Mid Cap Fund	**	1,048,961
*	ING Institutional Plan Services LLC	ING Money Market Portfolio Class I	**	1,801,908
*	ING Institutional Plan Services LLC	Invesco Van Kampen Equity and Income Fund	**	479,178
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Aggressive Growth Fund	**	1,220,583
*	ING Institutional Plan Services LLC	Legg Mason Lifestyle Allocation 30% Fund	**	150,553
*	ING Institutional Plan Services LLC	Legg Mason Clear Bridge Fundamental All Cap Value Fund	**	869,468
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Government Securities Fund	**	382,856
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Corporate Bond Fund	**	825,478
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Large Cap Growth Fund	**	969,304
*	ING Institutional Plan Services LLC	Legg Mason Batterymarch S&P 500 Index Fund	**	473,090
*	ING Institutional Plan Services LLC	Legg Mason Western Asset Short-Term Bond Fund	**	97,598
*	ING Institutional Plan Services LLC	Legg Mason ClearBridge Small Cap Value Fund	**	751,250
*	ING Institutional Plan Services LLC	MFS Utilities Fund	**	482,965
*	ING Institutional Plan Services LLC	Oppenheimer Capital Appreciation Fund	**	373,535
*	ING Institutional Plan Services LLC	Oppenheimer Developing Markets Fund	**	1,524,419
*	ING Institutional Plan Services LLC	Pioneer Real Estate Shares	**	512,384
*	ING Institutional Plan Services LLC	Washington Mutual Investors Fund	**	783,300
	Participant loans	Interest at 4.25%; Maturing at various dates between 2014 and 2017	-	38,191
			$ -	$ 15,197,671

Notes:

* Party-in-interest

** Cost information for investments is not required as the Plan's investments are participant-directed.