Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
EPKO INDUSTRIES, INC. EMPLOYEES' 401(K) SAVINGS

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1988

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

EPKO INDUSTRIES, INC.

1200 ARTHUR AVE.
ELK GROVE VILLAGE, IL 60007

1200 ARTHUR AVE.
ELK GROVE VILLAGE, IL 60007

2b Employer Identification Number (EIN)
36-2064863

2c Sponsor's telephone number
847-437-4000

2d Business code (see instructions)
423990

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.	10/10/2013	ALBERT ROTHSCHILD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	ALBERT ROTHSCHILD
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

EPKO INDUSTRIES, INC.

1200 ARTHUR AVE.
ELK GROVE VILLAGE, IL 60007

3b Administrator's EIN
36-2064863

3c Administrator's telephone number
847-437-4000

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**	197
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**	152
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	197
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f	Total. Add lines **6d** and **6e**	**6f**	200
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	163
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

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

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

A Name of plan
EPKO INDUSTRIES, INC. EMPLOYEES' 401(K) SAVINGS

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-2064863

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

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04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	2421	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VL ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS MID CAP VALUE A - GOLDMAN, SACHS 13-5108880	0.35%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS MA INV TRUST R3 - MFS SERVICE C 04-2865649	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GUARDIAN TRUST - STATE STREET BA 04-0025081	0.40%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO REAL RTN BD AD - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
EPKO INDUSTRIES, INC. EMPLOYEES' 401(K) SAVINGS

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-2064863

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1358929	1600831
(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)	194311	165479
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8209237	9434608
(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	9762477	11200918
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	9762477	11200918

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)	50113	
(B) Participants	2a(1)(B)	760575	
(C) Others (including rollovers)	2a(1)(C)	16395	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		827083
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	150	
(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)	11333	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11483
(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)	216362	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		216362
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		981971
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2036899
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	596012	
(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)		596012
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)	2446	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2446
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		598458
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1438441
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: OSTROW REISIN BERK & ABRAMS **(2)** EIN: 36-2938874

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EPKO INDUSTRIES, INC. EMPLOYEES' 401(K) SAVINGS

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-2064863

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

YEARS ENDED DECEMBER 31, 2012 AND 2011

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

YEARS ENDED DECEMBER 31, 2012 AND 2011

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Independent Auditor's Report

Plan Administrator
Epko Industries, Inc. Employees' 401(k) Savings Plan
Elk Grove Village, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Epko Industries, Inc. Employees' 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, (the Trustee), except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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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 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 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.

Ostrow Reisin Berk & Abrams, Ltd.

Chicago, Illinois
October 8, 2013

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	**2012**	2011
Assets:		
Investments, at fair value (Note 8)	**$ 11,035,439**	$ 9,568,166
Receivables:		
Company 401(k) matching contribution	**53,289**	50,113
Employee deferral contribution	**29,332**	28,634
Employee loan payment withholding	**2,745**	2,675
Notes receivable from participants	**163,133**	192,099
Total receivables	**248,499**	273,521
Net assets available for benefits	**$ 11,283,938**	$ 9,841,687

See notes to financial statements.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,	2012	2011
Additions to net assets attributed to:		
Participant contributions	$ **761,272**	$ 715,902
Employer matching contributions	**53,289**	50,113
Rollover contributions	**16,395**	
Net investment income (Note 8)	**227,782**	196,398
Net appreciation (depreciation) in market value of investments (Note 8)	**981,970**	(339,364)
Total additions	**2,040,708**	623,049
Deductions from net assets attributed to:		
Transaction fees	**2,445**	3,737
Benefits paid to participants	**596,012**	709,097
Total deductions	**598,457**	712,834
Net increase (decrease)	**1,442,251**	(89,785)
Net assets available for benefits:		
Beginning of year	**9,841,687**	9,931,472
End of year	$ **11,283,938**	$ 9,841,687

See notes to financial statements.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

General:

The Epko Industries, Inc. Employees' 401(k) Savings Plan (the Plan) was established effective as of July 1, 1988 and amended effective August 1, 2011, to provide benefits to employees of Epko Industries, Inc. (the Company). Fidelity Management Trust Company serves as the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Plan is a Section 401(k) salary deferral plan. A participant may contribute to the Plan up to the maximum allowable by the Internal Revenue Service. The Plan also allows rollover contributions whereby participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. Participants direct the investment of employee and employer contributions into various investment options offered by the Plan. The Plan also includes a discretionary matching contribution, which, effective January 2011, equaled 7% of participant deferral contributions. The Company may also make discretionary profit-sharing contributions to the Plan. No such discretionary contribution has been made for the years ended December 31, 2012 and 2011.

Participant accounts:

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Eligibility:

Employees become eligible to participate immediately after ninety days of employment.

Investment options:

Participants direct the investment of their account balance into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds as investment options for participants.

1. Description of the Plan (continued)

Loans to participants:

Participants may borrow up to the lesser of $50,000 or 50% of their vested interest in the Plan and the loan shall not be less than $1,000. The loans are due from January 2013 through October 2017 and bear interest at annual rates ranging from 6.25% to 6.75%.

Payments of benefits:

A participant becomes entitled to benefits under the Plan upon reaching normal retirement age, death, permanent disability or upon resignation from the Company. Upon retirement or permanent disability, a participant is entitled to receive the full amount in his or her account, to be paid in the manner specified in the Plan. Upon resignation, participants are entitled to receive the vested portion of their account balance.

Participants' benefits are charged to participants' equity during the period when participants are entitled to receive payment, which generally is the period during which the benefits are paid.

Vesting:

Participants' elective deferral account balances including earnings thereon are fully vested at all times. Employer matching contributions are 100% vested after five years of service.

A participant's vested portion of the employer contribution amounts credited to his or her account is based on the number of full years of service with the Company, beginning with the inception of the Plan. The vested portion is determined in accordance with the following schedule:

Years of service	Vested portion
Less than 1 year	0%
At least 1 but less than 2	20%
At least 2 but less than 3	40%
At least 3 but less than 4	60%
At least 4 but less than 5	80%
Five or more	100%

1. Description of the Plan (continued)

Disposition of forfeitures:

Forfeitures of contributions other than matching contributions will be added to the employer's contribution under the Plan. Forfeitures of matching contributions will be used to reduce the employer's matching contribution. During the years ended December 31, 2012 and 2011, no accumulated forfeitures were used to reduce the Company's required match.

2. Summary of significant accounting policies

Basis of accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Valuation of investments and income recognition:

Shares of mutual funds and money market funds are valued at quoted market prices. Investment transactions are recorded on a trade-date basis and investment income is presented on an accrual basis.

Expenses of the Plan:

Third-party administration, audit fees and other operating expenses of the Plan are paid by the employer. Transaction fees are paid by participants.

Notes receivable from participants:

As described in Note 1, the Plan allows for participants to borrow against their vested account balance and the loan is secured by the participant's account balance. Participant loans are valued at their unpaid principal balance plus any accrued but unpaid interest. Participant loans are repaid ratably through regular payroll deductions and loan defaults are treated as distributions.

Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

3. Income taxes

The Plan is exempt from federal income taxes under Section 401(k) of the Internal Revenue Code (the Code).

The Internal Revenue Service has determined and informed the Company, by a letter dated July 31, 1995, that the Plan is designed in accordance with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in accordance with the applicable rules and regulations of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

4. Plan termination

Although it has not expressed any intention to do so, the employer may discontinue the Plan at any time. In the event of termination, the employees would become 100% vested in their employer's contributions.

5. Fair value measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

5. Fair value measurements (continued)

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

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

December 31,	**2012**	2011
	Level 1	
Money market fund	**$ 1,600,831**	$ 1,358,929
Mutual funds:		
Domestic equity funds	**4,781,250**	4,197,897
International/Global funds	**521,959**	461,661
Specialty/Sector portfolios	**264,139**	180,383
Real estate funds	**220,004**	182,498
Bond fund	**971,223**	770,614
Lifecycle funds	**2,146,043**	1,920,946
Hybrid funds	**529,990**	495,238
Total assets at fair value	**$ 11,035,439**	$ 9,568,166

6. Risks and uncertainties

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

7. Party-in-interest transactions

The Plan investments are shares of mutual funds managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions.

8. Information prepared and certified by the Trustee

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

- Investments
- Investment activity reflected in the statement of changes in net assets available for benefits
- Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

8. Information prepared and certified by the Trustee (continued)

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified by the Trustee:

December 31,		2012		2011
Investments, at fair value:				
Fidelity ABF Large Cap Value Investment Fund		$ **11,246**		$ 5,633
Fidelity Allianz NFJ Dividend Value Fund		**41,292**		26,558
Fidelity Contrafund	*	**2,370,566**	*	2,154,730
Fidelity Fund		**1,367**		1,871
Fidelity Freedom Income Fund		**39,234**		29,556
Fidelity Freedom 2000 Fund		**180**		28
Fidelity Freedom 2005 Fund		**4,384**		8,540
Fidelity Freedom 2010 Fund		**92,346**		59,478
Fidelity Freedom 2015 Fund		**517,737**		465,738
Fidelity Freedom 2020 Fund		**460,086**	*	540,289
Fidelity Freedom 2025 Fund		**270,292**		214,862
Fidelity Freedom 2030 Fund		**423,316**		342,136
Fidelity Freedom 2035 Fund		**222,208**		201,364
Fidelity Freedom 2040 Fund		**56,505**		38,474
Fidelity Freedom 2045 Fund		**6,673**		4,428
Fidelity Freedom 2050 Fund		**53,082**		16,053
Fidelity Growth Company Fund	*	**1,724,239**	*	1,523,993
Fidelity Intermediate Bond Fund	*	**670,669**	*	666,364
Fidelity International Discovery Fund		**515,972**		456,944
Fidelity Low-Priced Stock Fund		**207,062**		180,050
Fidelity MFS Value R3		**77,179**		61,060
Fidelity NB Guardian Trust		**129,453**		67,438
Fidelity New Millennium Fund		**2,178**		1,875
Fidelity Puritan Fund		**524,803**		491,565
Fidelity RD Growth Mid Cap Value I		**47,827**		33,067
Fidelity Real Estate Investment Portfolio		**220,004**		182,498
Fidelity Retirement Money Market Fund	*	**1,600,831**	*	1,358,929

8. Information prepared and certified by the Trustee (continued)

December 31,	2012	2011
Investments, at fair value: (continued)		
Fidelity Select Consumer Discretionary	$ **14,815**	$ 9,222
Fidelity Select Consumer Staples Portfolio	**5,580**	3,949
Fidelity Select Energy Portfolio	**38,555**	46,787
Fidelity Select Financial Services Portfolio	**26,030**	22,547
Fidelity Select Healthcare Portfolio	**24,002**	18,357
Fidelity Select Industrials Portfolio	**50,924**	13,504
Fidelity Select Materials Portfolio	**25,796**	23,585
Fidelity Select Technology Portfolio	**75,660**	27,371
Fidelity Select Telecommunications Portfolio	**2,777**	2,341
Fidelity Select Utilities Portfolio	**5,340**	12,720
Fidelity Small Cap Stock Fund	**163,501**	141,622
Fidelity Worldwide Fund	**5,987**	4,717
PIMCO Real Return Bond Fund	**300,554**	104,250
Goldman Sachs Mid Cap Value Fund	**5,187**	3,673
Total	$ **11,035,439**	$ 9,568,166
Net investment income	$ **227,782**	$ 196,398

*Represents an asset that is 5% or more of the Plan's net assets.

For the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value by $981,970. For the year ended December 31, 2011, they depreciated in value by $339,364.

9. Reconciliation of financial statements to Form 5500

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

December 31,	2012	2011
Net assets available for benefits per the financial statements	**$ 11,283,938**	$ 9,841,687
Contributions receivable, employee	**(29,732)**	(29,097)
Contributions receivable, employer	**(53,289)**	(50,113)
Net assets available for benefits per Form 5500	**$ 11,200,917**	$ 9,762,477

The following is a reconciliation of contributions per the financial statements to the Form 5500:

Year ended December 31, 2012	
Total contributions per the financial statements:	$ 830,956
Less: contributions received by the Plan in 2013 relating to the year ended December 31, 2012	(82,620)
Plus: contributions received by the Plan in 2012 relating to the year ended December 31, 2011	78,747
Total contributions per Form 5500	$ 827,083

10. Hardship withdrawals

The Plan permits in-service hardship withdrawals; however, as required by the Department of Labor regulations, participants must suspend contributions to the Plan for a period of six months following any such in-service hardship withdrawals. During the course of the audit, it became apparent that certain participants who had hardship withdrawals did not have a suspension of contributions. As permitted by the Department of Labor, those participants began a corrective suspension subsequent to year-end.

11. Subsequent events

The Plan Administrator has reviewed and evaluated subsequent events from December 31, 2012, the financial statement date, through October 8, 2013, the date the financial statements were available to be issued. No events, other than those listed in Note 10, have occurred in this period that would be required to be recognized and/or disclosed in these financial statements as required by generally accepted accounting principles.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

36-2064863
Plan number 002
Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

(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	(e) Current value
*	Fidelity Management Trust Company	ABF Large Cap Value Investment Fund	$ 11,246
*	Fidelity Management Trust Company	Allianz NFJ Dividend Value Fund	41,292
*	Fidelity Management Trust Company	Contrafund	2,370,566
*	Fidelity Management Trust Company	Fidelity Fund	1,367
*	Fidelity Management Trust Company	Freedom Income Fund	39,234
*	Fidelity Management Trust Company	Freedom 2000 Fund	180
*	Fidelity Management Trust Company	Freedom 2005 Fund	4,384
*	Fidelity Management Trust Company	Freedom 2010 Fund	92,346
*	Fidelity Management Trust Company	Freedom 2015 Fund	517,737
*	Fidelity Management Trust Company	Freedom 2020 Fund	460,086
*	Fidelity Management Trust Company	Freedom 2025 Fund	270,292
*	Fidelity Management Trust Company	Freedom 2030 Fund	423,316
*	Fidelity Management Trust Company	Freedom 2035 Fund	222,208
*	Fidelity Management Trust Company	Freedom 2040 Fund	56,505
*	Fidelity Management Trust Company	Freedom 2045 Fund	6,673
*	Fidelity Management Trust Company	Freedom 2050 Fund	53,082
*	Fidelity Management Trust Company	Growth Company Fund	1,724,239
*	Fidelity Management Trust Company	GS Mid Cap Value Fund	5,187
*	Fidelity Management Trust Company	Intermediate Bond Fund	670,669
*	Fidelity Management Trust Company	International Discovery Fund	515,972
*	Fidelity Management Trust Company	Low-Priced Stock Fund	207,062
*	Fidelity Management Trust Company	MFS Value R3	77,179
*	Fidelity Management Trust Company	NB Guardian Trust	129,453
*	Fidelity Management Trust Company	New Millennium Fund	2,178
*	Fidelity Management Trust Company	PIMCO Real Return Bond Fund	300,554
*	Fidelity Management Trust Company	Puritan Fund	524,803

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2012

36-2064863
Plan number 002
Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

(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	(e) Current value
*	Fidelity Management Trust Company	RD Growth Mid Cap Value I	$ 47,827
*	Fidelity Management Trust Company	Real Estate Investment Portfolio	220,004
*	Fidelity Management Trust Company	Retirement Money Market Fund	1,600,831
*	Fidelity Management Trust Company	Select Consumer Discretionary	14,815
*	Fidelity Management Trust Company	Select Consumer Staples Portfolio	5,580
*	Fidelity Management Trust Company	Select Energy Portfolio	38,555
*	Fidelity Management Trust Company	Select Financial Services Portfolio	26,030
*	Fidelity Management Trust Company	Select Healthcare Portfolio	24,002
*	Fidelity Management Trust Company	Select Industrials Portfolio	50,924
*	Fidelity Management Trust Company	Select Materials Portfolio	25,796
*	Fidelity Management Trust Company	Select Technology Portfolio	75,660
*	Fidelity Management Trust Company	Select Telecommunications Portfolio	2,777
*	Fidelity Management Trust Company	Select Utilities Portfolio	5,340
*	Fidelity Management Trust Company	Small Cap Stock Fund	163,501
*	Fidelity Management Trust Company	Worldwide Fund	5,987
	Subtotal investments		11,035,439
*	Participant loans (notes receivable)	Participant loans with interest rates from 6.25% to 6.75%	163,133
Total			$ 11,198,572

*Represents a party-in-interest.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

YEARS ENDED DECEMBER 31, 2012 AND 2011

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

YEARS ENDED DECEMBER 31, 2012 AND 2011

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Independent Auditor's Report

Plan Administrator
Epko Industries, Inc. Employees' 401(k) Savings Plan
Elk Grove Village, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Epko Industries, Inc. Employees' 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, (the Trustee), except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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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 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 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.

Ostrow Reisin Berk & Abrams, Ltd.

Chicago, Illinois
October 8, 2013

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	**2012**	2011
Assets:		
Investments, at fair value (Note 8)	**$ 11,035,439**	$ 9,568,166
Receivables:		
Company 401(k) matching contribution	**53,289**	50,113
Employee deferral contribution	**29,332**	28,634
Employee loan payment withholding	**2,745**	2,675
Notes receivable from participants	**163,133**	192,099
Total receivables	**248,499**	273,521
Net assets available for benefits	**$ 11,283,938**	$ 9,841,687

See notes to financial statements.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,	2012	2011
Additions to net assets attributed to:		
Participant contributions	$ **761,272**	$ 715,902
Employer matching contributions	**53,289**	50,113
Rollover contributions	**16,395**	
Net investment income (Note 8)	**227,782**	196,398
Net appreciation (depreciation) in market value of investments (Note 8)	**981,970**	(339,364)
Total additions	**2,040,708**	623,049
Deductions from net assets attributed to:		
Transaction fees	**2,445**	3,737
Benefits paid to participants	**596,012**	709,097
Total deductions	**598,457**	712,834
Net increase (decrease)	**1,442,251**	(89,785)
Net assets available for benefits:		
Beginning of year	**9,841,687**	9,931,472
End of year	$ **11,283,938**	$ 9,841,687

See notes to financial statements.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

General:

The Epko Industries, Inc. Employees' 401(k) Savings Plan (the Plan) was established effective as of July 1, 1988 and amended effective August 1, 2011, to provide benefits to employees of Epko Industries, Inc. (the Company). Fidelity Management Trust Company serves as the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Plan is a Section 401(k) salary deferral plan. A participant may contribute to the Plan up to the maximum allowable by the Internal Revenue Service. The Plan also allows rollover contributions whereby participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. Participants direct the investment of employee and employer contributions into various investment options offered by the Plan. The Plan also includes a discretionary matching contribution, which, effective January 2011, equaled 7% of participant deferral contributions. The Company may also make discretionary profit-sharing contributions to the Plan. No such discretionary contribution has been made for the years ended December 31, 2012 and 2011.

Participant accounts:

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Eligibility:

Employees become eligible to participate immediately after ninety days of employment.

Investment options:

Participants direct the investment of their account balance into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds as investment options for participants.

1. Description of the Plan (continued)

Loans to participants:

Participants may borrow up to the lesser of $50,000 or 50% of their vested interest in the Plan and the loan shall not be less than $1,000. The loans are due from January 2013 through October 2017 and bear interest at annual rates ranging from 6.25% to 6.75%.

Payments of benefits:

A participant becomes entitled to benefits under the Plan upon reaching normal retirement age, death, permanent disability or upon resignation from the Company. Upon retirement or permanent disability, a participant is entitled to receive the full amount in his or her account, to be paid in the manner specified in the Plan. Upon resignation, participants are entitled to receive the vested portion of their account balance.

Participants' benefits are charged to participants' equity during the period when participants are entitled to receive payment, which generally is the period during which the benefits are paid.

Vesting:

Participants' elective deferral account balances including earnings thereon are fully vested at all times. Employer matching contributions are 100% vested after five years of service.

A participant's vested portion of the employer contribution amounts credited to his or her account is based on the number of full years of service with the Company, beginning with the inception of the Plan. The vested portion is determined in accordance with the following schedule:

Years of service	Vested portion
Less than 1 year	0%
At least 1 but less than 2	20%
At least 2 but less than 3	40%
At least 3 but less than 4	60%
At least 4 but less than 5	80%
Five or more	100%

1. Description of the Plan (continued)

Disposition of forfeitures:

Forfeitures of contributions other than matching contributions will be added to the employer's contribution under the Plan. Forfeitures of matching contributions will be used to reduce the employer's matching contribution. During the years ended December 31, 2012 and 2011, no accumulated forfeitures were used to reduce the Company's required match.

2. Summary of significant accounting policies

Basis of accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Valuation of investments and income recognition:

Shares of mutual funds and money market funds are valued at quoted market prices. Investment transactions are recorded on a trade-date basis and investment income is presented on an accrual basis.

Expenses of the Plan:

Third-party administration, audit fees and other operating expenses of the Plan are paid by the employer. Transaction fees are paid by participants.

Notes receivable from participants:

As described in Note 1, the Plan allows for participants to borrow against their vested account balance and the loan is secured by the participant's account balance. Participant loans are valued at their unpaid principal balance plus any accrued but unpaid interest. Participant loans are repaid ratably through regular payroll deductions and loan defaults are treated as distributions.

Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

3. Income taxes

The Plan is exempt from federal income taxes under Section 401(k) of the Internal Revenue Code (the Code).

The Internal Revenue Service has determined and informed the Company, by a letter dated July 31, 1995, that the Plan is designed in accordance with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in accordance with the applicable rules and regulations of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

4. Plan termination

Although it has not expressed any intention to do so, the employer may discontinue the Plan at any time. In the event of termination, the employees would become 100% vested in their employer's contributions.

5. Fair value measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

5. Fair value measurements (continued)

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

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

December 31,	**2012**	2011
	Level 1	
Money market fund	**$ 1,600,831**	$ 1,358,929
Mutual funds:		
Domestic equity funds	**4,781,250**	4,197,897
International/Global funds	**521,959**	461,661
Specialty/Sector portfolios	**264,139**	180,383
Real estate funds	**220,004**	182,498
Bond fund	**971,223**	770,614
Lifecycle funds	**2,146,043**	1,920,946
Hybrid funds	**529,990**	495,238
Total assets at fair value	**$ 11,035,439**	$ 9,568,166

6. Risks and uncertainties

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

7. Party-in-interest transactions

The Plan investments are shares of mutual funds managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions.

8. Information prepared and certified by the Trustee

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

- Investments
- Investment activity reflected in the statement of changes in net assets available for benefits
- Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

8. Information prepared and certified by the Trustee (continued)

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified by the Trustee:

December 31,		2012		2011
Investments, at fair value:				
Fidelity ABF Large Cap Value Investment Fund		$ **11,246**		$ 5,633
Fidelity Allianz NFJ Dividend Value Fund		**41,292**		26,558
Fidelity Contrafund	*	**2,370,566**	*	2,154,730
Fidelity Fund		**1,367**		1,871
Fidelity Freedom Income Fund		**39,234**		29,556
Fidelity Freedom 2000 Fund		**180**		28
Fidelity Freedom 2005 Fund		**4,384**		8,540
Fidelity Freedom 2010 Fund		**92,346**		59,478
Fidelity Freedom 2015 Fund		**517,737**		465,738
Fidelity Freedom 2020 Fund		**460,086**	*	540,289
Fidelity Freedom 2025 Fund		**270,292**		214,862
Fidelity Freedom 2030 Fund		**423,316**		342,136
Fidelity Freedom 2035 Fund		**222,208**		201,364
Fidelity Freedom 2040 Fund		**56,505**		38,474
Fidelity Freedom 2045 Fund		**6,673**		4,428
Fidelity Freedom 2050 Fund		**53,082**		16,053
Fidelity Growth Company Fund	*	**1,724,239**	*	1,523,993
Fidelity Intermediate Bond Fund	*	**670,669**	*	666,364
Fidelity International Discovery Fund		**515,972**		456,944
Fidelity Low-Priced Stock Fund		**207,062**		180,050
Fidelity MFS Value R3		**77,179**		61,060
Fidelity NB Guardian Trust		**129,453**		67,438
Fidelity New Millennium Fund		**2,178**		1,875
Fidelity Puritan Fund		**524,803**		491,565
Fidelity RD Growth Mid Cap Value I		**47,827**		33,067
Fidelity Real Estate Investment Portfolio		**220,004**		182,498
Fidelity Retirement Money Market Fund	*	**1,600,831**	*	1,358,929

8. Information prepared and certified by the Trustee (continued)

December 31,	2012	2011
Investments, at fair value: (continued)		
Fidelity Select Consumer Discretionary	$ **14,815**	$ 9,222
Fidelity Select Consumer Staples Portfolio	**5,580**	3,949
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Fidelity Small Cap Stock Fund	**163,501**	141,622
Fidelity Worldwide Fund	**5,987**	4,717
PIMCO Real Return Bond Fund	**300,554**	104,250
Goldman Sachs Mid Cap Value Fund	**5,187**	3,673
Total	$ **11,035,439**	$ 9,568,166
Net investment income	$ **227,782**	$ 196,398

*Represents an asset that is 5% or more of the Plan's net assets.

For the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value by $981,970. For the year ended December 31, 2011, they depreciated in value by $339,364.

9. Reconciliation of financial statements to Form 5500

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

December 31,	2012	2011
Net assets available for benefits per the financial statements	**$ 11,283,938**	$ 9,841,687
Contributions receivable, employee	**(29,732)**	(29,097)
Contributions receivable, employer	**(53,289)**	(50,113)
Net assets available for benefits per Form 5500	**$ 11,200,917**	$ 9,762,477

The following is a reconciliation of contributions per the financial statements to the Form 5500:

Year ended December 31, 2012	
Total contributions per the financial statements:	$ 830,956
Less: contributions received by the Plan in 2013 relating to the year ended December 31, 2012	(82,620)
Plus: contributions received by the Plan in 2012 relating to the year ended December 31, 2011	78,747
Total contributions per Form 5500	$ 827,083

10. Hardship withdrawals

The Plan permits in-service hardship withdrawals; however, as required by the Department of Labor regulations, participants must suspend contributions to the Plan for a period of six months following any such in-service hardship withdrawals. During the course of the audit, it became apparent that certain participants who had hardship withdrawals did not have a suspension of contributions. As permitted by the Department of Labor, those participants began a corrective suspension subsequent to year-end.

11. Subsequent events

The Plan Administrator has reviewed and evaluated subsequent events from December 31, 2012, the financial statement date, through October 8, 2013, the date the financial statements were available to be issued. No events, other than those listed in Note 10, have occurred in this period that would be required to be recognized and/or disclosed in these financial statements as required by generally accepted accounting principles.

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

36-2064863
Plan number 002
Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

(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	(e) Current value
*	Fidelity Management Trust Company	ABF Large Cap Value Investment Fund	$ 11,246
*	Fidelity Management Trust Company	Allianz NFJ Dividend Value Fund	41,292
*	Fidelity Management Trust Company	Contrafund	2,370,566
*	Fidelity Management Trust Company	Fidelity Fund	1,367
*	Fidelity Management Trust Company	Freedom Income Fund	39,234
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*	Fidelity Management Trust Company	NB Guardian Trust	129,453
*	Fidelity Management Trust Company	New Millennium Fund	2,178
*	Fidelity Management Trust Company	PIMCO Real Return Bond Fund	300,554
*	Fidelity Management Trust Company	Puritan Fund	524,803

EPKO INDUSTRIES, INC.
EMPLOYEES' 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2012

36-2064863
Plan number 002
Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year)

(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	(e) Current value
*	Fidelity Management Trust Company	RD Growth Mid Cap Value I	$ 47,827
*	Fidelity Management Trust Company	Real Estate Investment Portfolio	220,004
*	Fidelity Management Trust Company	Retirement Money Market Fund	1,600,831
*	Fidelity Management Trust Company	Select Consumer Discretionary	14,815
*	Fidelity Management Trust Company	Select Consumer Staples Portfolio	5,580
*	Fidelity Management Trust Company	Select Energy Portfolio	38,555
*	Fidelity Management Trust Company	Select Financial Services Portfolio	26,030
*	Fidelity Management Trust Company	Select Healthcare Portfolio	24,002
*	Fidelity Management Trust Company	Select Industrials Portfolio	50,924
*	Fidelity Management Trust Company	Select Materials Portfolio	25,796
*	Fidelity Management Trust Company	Select Technology Portfolio	75,660
*	Fidelity Management Trust Company	Select Telecommunications Portfolio	2,777
*	Fidelity Management Trust Company	Select Utilities Portfolio	5,340
*	Fidelity Management Trust Company	Small Cap Stock Fund	163,501
*	Fidelity Management Trust Company	Worldwide Fund	5,987
	Subtotal investments		11,035,439
*	Participant loans (notes receivable)	Participant loans with interest rates from 6.25% to 6.75%	163,133
Total			$ 11,198,572

*Represents a party-in-interest.