

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>SIMS BROS., INC. 401(K) PROFIT SHARING PLAN & TRUST</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/1966</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SIMS BROS, INC.</u> <u>1011 S PROSPECT ST PO BOX 1170</u> <u>MARION, OH 43301</u>	2b	Employer Identification Number (EIN) <u>31-0711800</u>
		2c	Sponsor's telephone number <u>704-387-9041</u>
		2d	Business code (see instructions) <u>423930</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	DONALD B HARPER
	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 ☒ 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:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 125
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	125
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	16
d Subtotal. Add lines 6a , 6b , and 6c	6d	141
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	141
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	69
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☐ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	0
	(4) ☒ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>SIMS BROS., INC. 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SIMS BROS, INC.</u>	D Employer Identification Number (EIN) <u>31-0711800</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

ADP

22-1467904

(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 50 64 37 21 49 99 70 17	RECORD KEEPER	9321	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

ADP BROKER-DEALER

22-3319984

(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?
60 59 63 49 99 21 15	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE OF 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
PRINCIPAL FUNDS DISTRIBUTORS, INC. 4400 INVESTMENT BLVD. EL DORADO HILLS, CA 95726	ANNUAL RATE OF 0.00100 OF AVERAGE DAILY ASSETS

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
(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:

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
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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
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>SIMS BROS., INC. 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SIMS BROS, INC.</u>	D Employer Identification Number (EIN) <u>31-0711800</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	587		0
(2) Participant contributions	1b(2)	2467		0
(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)	39595		38062
(9) Value of interest in common/collective trusts	1c(9)	120527		149664
(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)	1736707		2231437
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1899883	2419163

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1899883	2419163
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	98982	
(B) Participants	2a(1)(B)	190461	
(C) Others (including rollovers)	2a(1)(C)	15514	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		304957
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)	1721	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1721
(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)	68103	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		68103
(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)		9746
(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)		204982
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		589509

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	60908	
(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)		60908
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)	1170	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8151	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		9321
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		70229

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		519280
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: JOSEPH V. NERONE & ASSOC., INC.

(2) EIN: 31-1146449

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		215000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT
FOR THE YEAR ENDED DECEMBER 31, 2012

Joseph V. Nerone & Associates, Inc.

Certified Public Accountants

4935 Olentangy River Road
Columbus, Ohio 43214
(614) 459-5100

Independent Auditor's Report

The Plan Administrator
Sims Bros., Inc.
401(k) Profit Sharing Plan & Trust
Marion, Ohio 43302

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Sims Bros., Inc. 401(k) Profit Sharing Plan & Trust 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 year ended December 31, 2012 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 I which was certified by State Street Bank and 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 trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion of 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.

Joseph V. Munn. Accountants

Certified Public Accountants
Columbus, Ohio
July 31, 2013

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
ASSETS		
INVESTMENTS, AT FAIR VALUE (Notes B, C, D and E)		
Mutual funds	\$2,231,437	\$1,736,707
Collective investment trust	149,664	120,527
	-----	-----
	2,381,101	1,857,234
	-----	-----
RECEIVABLES		
Participant loans	38,062	39,595
Employer contributions receivable	-	587
Participant contributions receivable	-	2,467
	-----	-----
	38,062	42,649
	-----	-----
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	2,419,163	1,899,883
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT	(8,232)	(1,044)
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$2,410,931	\$1,898,839
	=====	=====

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

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income

Net appreciation in fair value of
investments (Note E)

\$ 275,643

Interest

1,721

277,364

Contributions:

Employer

98,982

Participants

205,975

582,321

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants

60,908

Administrative expenses

9,321

70,229

Net increase

512,092

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year

1,898,839

End of year

\$2,410,931
=====

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

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

A. Description of Plan

The following description of the Sims Bros., Inc. 401(k) Profit Sharing Plan & Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan covering all full-time employees of the Company and the related companies Sims Recycling, LLC, Triple Team Maintenance, Inc. and Triad Transport, Inc. who have six months of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Each year, participants may contribute up to 86% of annual compensation, as defined in the Plan. For 2012, the Company contributed 100% of the first 3% of compensation plus 50% of elective deferrals between 3% and 5% that a participant contributed to the Plan. Additional amounts may be contributed at the option of the Company's board of directors. Additional contributions are allocated to participant accounts based on each participant's eligible compensation for the plan year. Contributions are subject to certain limitations. The matching Company contribution is invested in the same investments in the same percentages as the employee-directed contributions. At December 31, 2012, the Plan offered 23 different types of equity and fixed income mutual/trust fund investments.

3. Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce Company contributions. Forfeitures for the year ended December 31, 2012 were \$1,472. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

A. Description of Plan, Continued

The accompanying statement of net assets available for benefits includes \$93,251 and \$83,652 for terminated participants who had not been paid as of December 31, 2012 and 2011 respectively.

4. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contributions plus actual earnings thereon are vested as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
At least 2 years, but less than 3	20%
At least 3 years, but less than 4	40%
At least 4 years, but less than 5	60%
At least 5 years, but less than 6	80%
6 years or more	100%

5. Participant Loans

Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms may not exceed 5 years unless the loan is used to purchase a primary residence then a participant may have up to 30 years to repay the loan. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percentage point. At December 31, 2012 the notes are earning interest at rates ranging from 4.25% to 5.38%. Principal and interest is paid through payroll deductions.

6. Payment of Benefits

On termination of service, a participant whose vested account balance is less than \$5,000 and who has not returned completed distribution forms requesting an alternative form of payment can be required by the Plan to take a lump sum distribution. For vested balances greater than \$5,000 participants can elect to defer their distribution of benefits until age 70½.

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

B. Summary of Accounting Policies

1. Date of Management's Review
Subsequent events were evaluated through July 31, 2013, which is the date the financial statements were available to be issued.
2. Basis of Accounting
The financial statements are prepared using the accrual basis of accounting.
3. Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.
4. Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements. Income from investments is recognized when earned. The Plan presents in the statement of changes in net assets available for benefits, the net appreciation or depreciation in the fair value of investments, which is composed of realized gain or loss on the sale of investments and the net unrealized increase or decrease in the fair value of the investments.
5. Participant Loans
Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.
6. Payment of Benefits
Benefits are recorded when paid.

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

C. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available. There were no Level 3 inputs.

Level 1 Fair Value Measurements

The fair value of the mutual funds is based on quoted net asset values of the shares held by the Plan at year end.

Level 2 Fair Value Measurements

The fair value of the assets in the collective investment trust, for which quoted market prices were not available, were primarily valued based on other significant observable inputs (including quoted market prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). There are no reserves against investments in the collective investment trust for credit risk of the contract issuer or otherwise.

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

C. Fair Value Measurements, Continued

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011.

	Fair Value Measurements at Reporting Date Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<u>December 31, 2012</u>			
Mutual funds:			
Balanced fund	\$ 349,559	\$ 349,559	\$ -
Growth funds	753,360	753,360	-
Fixed income funds	756,399	756,399	-
Value funds	372,119	372,119	-
	-----	-----	-----
Total mutual funds	2,231,437	2,231,437	-
	-----	-----	-----
Collective investment trust	149,664	-	149,664
	-----	-----	-----
Total investments at fair value	\$2,381,101	\$2,231,437	\$ 149,664
	=====	=====	=====

December 31, 2011

Mutual funds:			
Balanced fund	\$ 264,827	\$ 264,827	\$ -
Growth funds	698,462	698,462	-
Fixed income funds	495,110	495,110	-
Value funds	278,308	278,308	-
	-----	-----	-----
Total mutual funds	1,736,707	1,736,707	-
	-----	-----	-----
Collective investment trust	120,527	-	120,527
	-----	-----	-----
Total investments at fair value	\$1,857,234	\$1,736,707	\$ 120,527
	=====	=====	=====

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

D. Collective Investment Trust

The investment in the collective investment trust is required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The collective investment trust is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The average interest rate based on actual earnings and the rate credited to participants' accounts for the year ended December 31, 2012 was 2.5%.

E. Investments

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets as of December 31.

	<u>2012</u>	<u>2011</u>
American Funds American Balanced Fund, 17,135 and 14,543 shares, respectively	\$ 349,559	\$ 264,827
American Funds Capital World G/I Fund, 4,694 and 4,129 shares, respectively	174,606	132,627
American Funds Fundamental Investors Fund, 3,747 and 2,767 shares, respectively	152,790	97,910
American Funds Growth Fund of America, 6,642 and 6,155 shares, respectively	228,085	176,758
Dodge & Cox Stock Fund, 991 and 1,152 shares, respectively	120,832	117,060
Franklin Utilities Fund, 10,559 and 289 shares, respectively	144,551	3,882
Metlife Stable Value Solutions Fund, 8,660 and 7,522 shares, respectively	149,664	120,527
PIMCO Total Return Fund, 36,606 and 31,457 shares, respectively	411,453	341,940
Vanguard Interim Term Bond Index Inv. Fund, 11,455 and 8,221 shares, respectively	137,007	96,765
Vanguard Selected Value Inv. Fund, 10,454 and 9,704 shares, respectively	219,329	180,398

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

E. Investments, Continued

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 by \$275,643.

F. Plan Termination

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

G. Tax Status

The trust established under the Plan to hold the Plan's assets is qualified pursuant to Section 501(a) of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes. The Plan's sponsor has obtained a favorable tax determination letter from the Internal Revenue Service and believes that the Plan continues to qualify and to operate as designed.

H. 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.

I. Information Certified by the Plan's Trustee

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, the Plan administrator has received certifications from the trustee that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

I. Information Certified by the Plan's Trustee, Continued

- o Investments, as shown in the Statements of Net Assets Available for Benefits and Note E as of December 31, 2012 and 2011.
- o Investment activity, as shown in the Statement of Changes in Net Assets Available for Benefits and Note E for the year ended December 31, 2012.
- o Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 (Unaudited).

As permitted by the election noted above, 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.

J. Reconciliation of Financial Statements to Schedule H of Form 5500

	<u>December 31, 2012</u>
Net assets available for benefits per the financial statements	\$2,410,931
Adjustment to fair value from contract value for fully benefit-responsive investment contract	8,232 -----
Net assets available for benefits per Schedule H to the Form 5500	\$2,419,163 =====
	 <u>Year ended December 31, 2012</u>
Investment income from collective investment trust per the financial statements	\$ 2,558
Adjustment to fair value from contract value	7,188 -----
Investment gain reported on line 2b(6) per Schedule H to the Form 5500	\$ 9,746 =====

SIMS BROS., INC.
401(k) PROFIT SHARING PLAN & TRUST

Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012 (Unaudited)

a)	b) Identity of issuer	c) Description of investment	d) Cost	e) Current value
-	Met Life	Metlife Stable Value Fund, 8,660 Units	**	\$ 149,664
-	Dodge & Cox	Dodge & Cox Stock Fund, 991 Shares	**	120,832
-	Vanguard	Vanguard Intermediate Term Bond Index, 11,455 Shares	**	137,007
-	American Funds	American Funds EuroPacific Growth, 781 Shares	**	32,174
-	American Funds	American Funds Balanced, 17,135 Shares	**	349,559
-	American Funds	Growth Fund of America, 6,642 Shares	**	228,085
-	Oppenheimer	Oppenheimer Developing Markets, 1,936 Shares	**	67,541
-	American Funds	Fundamental Investors Fund, 3,747 Shares	**	152,790
-	Principal	Principal High Yield Institutional, 946 Shares	**	7,416
-	Vanguard	Vanguard REIT Index Fund, 549 Shares	**	11,993
-	Columbia	Columbia Small Cap Index Fund, 1,240 Shares	**	22,030
-	Franklin	Utilities Fund, 10,559 Shares	**	144,551
-	PIMCO	PIMCO Total Return Fund, 36,606 Shares	**	411,453
-	Templeton	Global Bond Fund, 4,183 Shares	**	55,972
-	Vanguard	Target Retirement 2015, 102 Shares	**	1,361
-	Vanguard	Target Retirement 2020, 85 Shares	**	2,030
-	Vanguard	Target Retirement 2025, 3,432 Shares	**	46,636
-	Vanguard	Target Retirement 2030, 1,826 Shares	**	42,691
-	Vanguard	Target Retirement 2035, 97 Shares	**	1,365
-	Vanguard	Target Retirement 2040, 43 Shares	**	1,008
-	Vanguard	Target Retirement 2045, 69 Shares	**	1,008
-	Vanguard	Selected Value, 10,454 Shares	**	219,329
-	American Funds	Capital World Growth and Income, 4,694 Shares	**	174,606
*	Participant loans	Interest 4.25% to 5.38%	-	38,062

				\$ 2,419,163
				=====

* Indicates party-in-interest to the Plan.

** Amounts are excluded in accordance with IRS Form 5500 instructions Schedule H, Line 4i, as all of these assets are participant directed.

Note: This schedule is based on information that has been certified as complete and accurate by the trustee, State Street Bank and Trust Company.

Employer Identification Number 31-0711800

Plan Number 001

See accompanying independent accountant's report.