

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>MARMON EMPLOYEES' RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1980</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/1980</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>01/01/1980</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MARMON HOLDINGS, INC.</u> <u>181 W MADISON STREET, 26TH FLOOR</u> <u>CHICAGO, IL 60602</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-3104690</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>312-372-9500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>332900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-3104690</u>	2c Sponsor's telephone number <u>312-372-9500</u>	2d Business code (see instructions) <u>332900</u>	
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2c Sponsor's telephone number <u>312-372-9500</u>					
2d Business code (see instructions) <u>332900</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. Signature of plan administrator	10/10/2013 Date	JAMES DENOR Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/11/2013 Date	CYNTHIA A. REIN 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 MARMON RETIREMENT ADMINISTRATIVE COMMITTEE		3b Administrator's EIN 36-3257463
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 11086
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 8092
b Retired or separated participants receiving benefits.....		6b 18
c Other retired or separated participants entitled to future benefits.....		6c 2356
d Subtotal. Add lines 6a , 6b , and 6c		6d 10466
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 49
f Total. Add lines 6d and 6e		6f 10515
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 8813
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 320
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 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 MARMON EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 MARMON HOLDINGS, INC.	D Employer Identification Number (EIN) 36-3104690	

Part I	Service Provider Information (see instructions)
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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
INVESCO NATIONAL TRUST COMPANY

84-0591534

(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)

DLA PIPER

52-0616490

(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?
29 50	NONE KNOWN	230713	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 59 60 62 63 64 65 72 99 50 61	NONE KNOWN	978017	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MERCER CONSULTING

13-2834414

(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?
16 50	NONE KNOWN	9437	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)

PLANTE & MORAN, PLLC

38-1357951

(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?
10 50	NONE KNOWN	46500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST & YOUNG

34-6565596

(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?
10 50	NONE KNOWN	50000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORTON LLP

36-6055558

(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?
10 50	NONE KNOWN	4309	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)

AON RISK SERVICES CENTRAL, INC.

36-3051915

(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?
16 50	NONE KNOWN	22489	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ADP INC

22-3006057

(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?
10 50	NONE KNOWN	1634	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RIDER DICKERSON INC

36-2329183

(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?
49 50	NONE KNOWN	20976	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)

RELIANCE TRUST COMPANY

58-1428634

(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?
19 99 25	NONE KNOWN	0	Yes ☒ No ☐	Yes ☐ No ☒	70400	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
RELIANCE TRUST COMPANY	19 25 99	70400

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	CUSTODIAN/TRUST SERVICE FEE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.
ABERDEEN EMERGING MARKETS INST 23-3040006	1.03%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.
AMERICAN FUNDS EUROPACIFIC R6 95-1411037	0.50%

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
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.	
AMERICAN FUNDS GROWTH FUND R6 52-0792143	0.34%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.	
BLACKROCK INFL PRO BOND PORT-BRS 13-3806694	0.51%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.	
BLACKROCK INFLATION PROTEC BD-I 13-3806694	0.61%	

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
HARTFORD RETIREMENT SERVICES, LLC	52 63	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CRM MID CAP VAL INST</p> <p>13-3580284</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.82%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>HARTFORD RETIREMENT SERVICES, LLC</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">52 63</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DODGE AND COX STOCK FUND</p> <p>94-6067274</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.52%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>HARTFORD RETIREMENT SERVICES, LLC</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">52 63</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO STABLE VALUE TRUST</p> <p>84-1251725</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.41%</p> </div> </div>		

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
HARTFORD RETIREMENT SERVICES, LLC	52 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMORGAN SMALL CAP EQUITY-R5	0.97%	
33-1043149		
(a) Enter service provider name as it appears on line 2		
HARTFORD RETIREMENT SERVICES, LLC	52 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOTAL RETURN INSTL	0.46%	
33-0629048		
(a) Enter service provider name as it appears on line 2		
HARTFORD RETIREMENT SERVICES, LLC	52 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
VANGUARD EMPLOYEE BENEFIT INDEX	0.05%	
23-1999755		

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
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.	
VANGUARD EXTENDED MRKT IDX INST 23-1999755	0.12%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	52 63	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.	
WINSLOW LARGE CAP GROWTH-I 36-3817266	0.56%	
(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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>MARMON EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MARMON HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>36-3104690</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EMPLOYEE BENEFIT INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD</u>		
c EIN-PN <u>23-3080210-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>80619177</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE VALUE TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>INVESCO NATIONAL TRUST COMPANY</u>		
c EIN-PN <u>84-1142974-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>188105057</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NUVEEN / SEI TRUST CO. INVEST TRUST</u>		
b Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>		
c EIN-PN <u>27-3441498-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>81374537</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan MARMON EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 MARMON HOLDINGS, INC.	D Employer Identification Number (EIN) 36-3104690	

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)	28240171	31650958
(2) Participant contributions	1b(2)	206818	322487
(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)	7481965	9019131
(9) Value of interest in common/collective trusts.....	1c(9)	318574172	350098771
(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)	257492796	318339205
(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	611995922	709430552

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	611995922	709430552
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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)	31952046	
(B) Participants	2a(1)(B)	21033618	
(C) Others (including rollovers)	2a(1)(C)	752031	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		53737695
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)	453068	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		453068
(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)	15812350	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15812350
(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)		23999721
(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)		31940747
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		125943581

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	60732134	
(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)		60732134
f Corrective distributions (see instructions)	2f		208329
g Certain deemed distributions of participant loans (see instructions).....	2g		17257
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	352498	
(2) Contract administrator fees	2i(2)	979767	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	31810	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1364075
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		62321795

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		63621786
l Transfers of assets:			
(1) To this plan.....	2l(1)		33812844
(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: **PLANTE & MORAN, PLLC**

(2) EIN: **38-1357951**

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		45633
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		20000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>MARMON EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARMON HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>36-3104690</u>

Part I	Distributions
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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	<u>0</u>
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): <u>06-0974148</u>		
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 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
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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
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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.
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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):

Marmon Employees' Retirement Plan

Financial Report
December 31, 2012

Marmon Employees' Retirement Plan

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Independent Auditor's Report

To the Plan Administrator
Marmon Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Marmon Employees' Retirement 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 year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
Marmon Employees' Retirement Plan

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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and delinquent participant contributions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, 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 ERISA.

Plante & Moreau, PLLC

Elgin, Illinois
October 7, 2013

Marmon Employees' Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Participant-directed investments:		
Mutual funds	\$ 318,339,205	\$ 257,492,796
Common collective trust funds	350,098,771	318,574,172
Total participant-directed investments	668,437,976	576,066,968
Contributions receivable:		
Employee	322,487	206,818
Employer	31,650,958	28,240,171
Total contributions receivable	31,973,445	28,446,989
Participant notes receivable	9,019,131	7,481,965
Net Assets Reflecting All Investments at Fair Value	709,430,552	611,995,922
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit-responsive Investment Contracts	(6,912,632)	(5,130,155)
Net Assets Available for Benefits	\$ 702,517,920	\$ 606,865,767

Marmon Employees' Retirement Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2012

Additions to Net Assets

Contributions:	
Employee	\$ 21,033,618
Employer	31,952,046
Rollovers	<u>752,031</u>
Total contributions	53,737,695
Investment income:	
Interest and dividends	15,812,350
Net realized and unrealized gains on investments:	
Mutual funds	31,940,747
Common collective trust funds	<u>22,217,244</u>
Net realized and unrealized gains	<u>54,157,991</u>
Total investment income	69,970,341
Interest from participant notes receivable	<u>453,068</u>
Total additions	124,161,104

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	60,957,720
Administrative expenses	<u>1,364,075</u>
Total deductions	<u>62,321,795</u>

Net Increase Before Other Changes 61,839,309

Transfers In (Note 6) 33,812,844

Net Increase 95,652,153

Net Assets Available for Benefits

Beginning of year	<u>606,865,767</u>
End of year	<u><u>\$ 702,517,920</u></u>

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement." Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$29,764, \$15,557, and \$312 during the plan years ended December 31, 2010, 2011, and 2012, respectively, in two of the plans merged into the Plan during the plan year ended December 31, 2012. The Companies correct the contributions and lost earnings during the plan year ended December 31, 2012.

The Plan provides for employer matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2012 were approximately \$24,600,000.

Participant Accounts - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59 1/2 and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description (Continued)

Hardship Withdrawals - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

Vesting - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions. Forfeited accounts totaled approximately \$860,000 and \$530,000 as of December 31, 2012 and 2011, respectively. During 2012, approximately \$510,000 of forfeitures were used to reduce participating employers' contributions.

Participant Notes Receivable - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

Termination - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Companies or the plan sponsor.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (Continued)

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 financial statements.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including October 7, 2013, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

	2012	2011
Mutual funds - At fair value:		
American Funds Europacific Growth Fund - R6	\$ 67,347,517	\$ 48,231,485
Dodge & Cox Common Stock Fund	65,572,741	58,682,281
PIMCO Total Return Institutional Fund	95,704,784	76,814,975
Common collective trust funds:		
INVESCO Stable Value Trust - At contract value	181,192,425	165,016,806
Vanguard Employee Benefit Index Fund - At fair value	80,619,177	74,506,457
Winslow Large Cap Growth I Fund - At fair value	81,374,537	73,920,754

Note 4 - Tax Status

The Plan has received a determination letter dated June 24, 2009 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2009.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011 and the valuation techniques used by the Plan to determine those fair values.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Equity investments	\$ 204,887,751	\$ -	\$ -	\$ 204,887,751
Fixed-income investments	113,451,454	-	-	113,451,454
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	161,993,714	-	161,993,714
Stable value investment (b)	-	188,105,057	-	188,105,057
Total	<u>\$ 318,339,205</u>	<u>\$ 350,098,771</u>	<u>\$ -</u>	<u>\$ 668,437,976</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Level 1	Level 2	Level 3	Balance at December 31, 2011
Mutual funds:				
Equity investments	\$ 166,798,557	\$ -	\$ -	\$ 166,798,557
Fixed-income investments	90,694,239	-	-	90,694,239
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	148,427,211	-	148,427,211
Stable value investment (b)	-	170,146,961	-	170,146,961
Total	<u>\$ 257,492,796</u>	<u>\$ 318,574,172</u>	<u>\$ -</u>	<u>\$ 576,066,968</u>

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2012 and 2011.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2012 and 2011.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2012.

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including employee and employer contributions receivable and participant notes receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the instruments or the use of interest rates that approximate market rates for instruments of similar maturity. Under the fair value hierarchy, these financial instruments are valued primarily using Level 2 inputs.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 6 - Plan Merger

The Cable USA, Inc. Salary Savings Plan, with total assets of approximately \$7.1 million, and Future Metals, LLC Employees' Retirement Plan, with total assets of approximately \$8.8 million, merged into the Plan on April 1, 2012. Koons Steel Profit Sharing and 401(k) Plan with total assets of approximately \$1.4 million and Owl Wire and Cable LLC Retirement Plan with total assets of approximately \$5 million merged into the Plan on May 1, 2012. The nonunion employees of Bushwick Metals LLC 401(k) with total assets of approximately \$11.5 million merged into the Plan on June 1, 2012.

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 702,517,920	\$ 606,865,767
Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>6,912,632</u>	<u>5,130,155</u>
Net assets available for benefits per Form 5500	<u>\$ 709,430,552</u>	<u>\$ 611,995,922</u>

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2012:

Total additions per financial statements	\$ 124,161,104
Addition of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	6,912,632
Subtraction of 2011 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>(5,130,155)</u>
Total income per Form 5500	<u>\$ 125,943,581</u>

Marmon Employees' Retirement Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2012

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
CRM	CRM Mid Cap Value Institutional Fund	*	\$ 17,890,347
Vanguard	Vanguard Extended Market Index Fund	*	14,552,877
JPMorgan	JPMorgan Small Cap Equity Fund - R5	*	27,613,201
Aberdeen	Aberdeen Emerging Markets Institutional Fund	*	11,864,965
Dodge & Cox	Dodge & Cox Common Stock Fund	*	65,572,741
PIMCO	PIMCO Total Return Institutional Fund	*	95,704,784
BlackRock	BlackRock Inflation Protected Bond Portfolio - BRS	*	17,746,670
American Funds	American Funds Europacific Growth Fund - R6	*	67,347,517
American Funds	American Funds Growth Fund of America - R6	*	46,103
	Common collective trust funds:		
Invesco	INVESCO Stable Value Trust	*	188,105,057
Vanguard	Vanguard Employee Benefit Index Fund	*	80,619,177
Nuveen/SEI Trust Company	Winslow Large Cap Growth I Fund	*	81,374,537
Participants	Participant notes receivable with interest rates ranging from 4.25 percent to 10.50 percent	-	9,019,131
	Total		<u><u>\$ 677,457,107</u></u>

* Cost information not required

Marmon Employees' Retirement Plan

Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2012

	Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2010	☒	\$ -	\$ 29,764	\$ -	\$ -
2011	☒	-	15,557	-	-
2012	☒	-	312	-	-

Effective January 1, 2013 - Role of MassMutual

Massachusetts Mutual Life Insurance Company (together, with its affiliates, "MassMutual") acquired The Hartford's Retirement Plans business effective January 1, 2013. In connection with the acquisition, MassMutual has been appointed to provide all administrative services necessary to support the Administrative Services Agreement for your plan. In this role, MassMutual receives all charges, fees and compensation payable to The Hartford for the services provided to your plan under the packaged retirement services programs. Additionally, MassMutual and its affiliates are responsible for marketing and selling the retirement plan services programs and paying compensation to Financial Intermediaries for sales and marketing activities related to the retirement plan services programs.

For Form 5500 Schedule C reporting purposes, all Direct Compensation items (e.g., fees distributed from participant accounts) plus certain Indirect Compensation items (e.g., sales commissions) are reported on a Plan Year basis, and all remaining Indirect Compensation items (e.g., revenue sharing) are reported on a Calendar Year basis. As a result, if your 2012 Plan Year is an off-calendar year Plan Year (e.g., July 1, 2012 - June 30, 2013) certain of your Plan's Schedule C information may list multiple entities as payors or payees of Direct and Indirect Compensation.

Massachusetts Mutual Life Insurance Company: EIN 04-1590850

MassMutual Retirement Services, LLC (formerly Hartford Retirement Services, LLC): EIN 26-1589907

Hartford Life Insurance Company: EIN 06-0974148

Hartford Securities Distribution Company, Inc.: EIN 06-1408044

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C¹ by identifying different types of compensation paid with respect to the Hartford product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2012 - 12/31/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2012.

This report includes compensation actually paid to or by the Hartford within the indicated plan year as part of your Hartford product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your Hartford customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your Hartford Service Team should you require additional information regarding the compensation paid to or by Hartford with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan’s service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

¹ Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

MARMON EMPLOYEES' RETIREMENT PLAN (001442)

EIN #: 36-3104690

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2012 - 12/31/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2012.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid

\$1,364,075.57

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 59, 60, 61, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)

Direct Compensation

\$979,767.08

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2012 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Retirement Services, LLC are the net result of aggregating direct compensation after the effects of adjustments processed in 2012, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Rate of Fees and Payments Received By Hartford with Respect to the Fund*</i> <i>(rates as of 12/31/2012)</i>	<i>Total Fund Annual Operating Expenses (Fund Expense Ratio) (as of 12/31/2012)</i>
ABERDEEN EMERGING MARKETS INST	23-3040006	\$16/participant	1.03%
AMERICAN FUNDS EUROPACIFIC R6	95-1411037	\$16/participant	0.50%

<i>Investment Option Name</i>	<i>EIN</i>	<i>Rate of Fees and Payments Received By Hartford with Respect to the Fund*</i> <i>(rates as of 12/31/2012)</i>	<i>Total Fund Annual Operating Expenses (Fund Expense Ratio) (as of 12/31/2012)</i>
AMERICAN FUNDS GROWTH FUND R6	52-0792143	\$16/participant	0.34%
BLACKROCK INFL PRO BOND PORT-BRS	13-3806694	\$16/participant	0.51%
BLACKROCK INFLATION PROTEC BD-I	13-3806694	0.20% x assets	0.61%
CRM MID CAP VAL INST	13-3580284	0.10% x assets	0.82%
DODGE AND COX STOCK FUND	94-6067274	0.10% x assets	0.52%
INVESCO STABLE VALUE TRUST	84-1251725	0.09% x assets	0.41%
JPMORGAN SMALL CAP EQUITY-R5	33-1043149	0.10% x assets	0.97%
PIMCO TOTAL RETURN INSTL	33-0629048	0.10% x assets	0.46%
VANGUARD EMPLOYEE BENEFIT INDEX	23-1999755	0.10% x assets	0.05%
VANGUARD EXTENDED MRKT IDX INST	23-1999755	0.10% x assets	0.12%
WINSLOW LARGE CAP GROWTH-I	36-3817266	0.10% x assets	0.56%

The list includes any investment option held by the plan on at least one month end during the 2012 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

* Please note that Hartford Retirement Services, LLC's affiliate, Hartford Securities Distribution Company, Inc., receives the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to Hartford Retirement Services, LLC.

Recipient: Other EIN: 99-9999999

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation

\$384,308.49

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2012 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2012, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

\$0.00

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **\$18.61**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **\$70,400.21**

Service Codes: 19, 25, 99

Payors: Hartford Life Insurance Company EIN: 06-0974148
 Hartford Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2012 month end assets by 0.005%/12 and then summing the results.

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual platform package fee ("Model My Goals") **\$20.51**

Service code: 49

Payor: Hartford Life Insurance Company EIN: 06-0974148

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

Direct Revenue Detail

Recipient: *Hartford Retirement Services, LLC*

<u>Fee Description</u>	<u>Dollar Amount</u>
Loan Set-up Fee	\$56,300.00
Recordkeeping Fee	\$495,455.53
Holding Account: Hartford Fee	\$376,399.57
Ad-Hoc Fee	\$20,655.00
One-Time Distribution Fee	\$30,956.98
Total Direct Revenue:	<hr/> \$979,767.08

Recipient: *Other*

<u>Fee Description</u>	<u>Dollar Amount</u>
Conversion Fee	\$384,308.49
Total Direct Revenue:	<hr/> \$384,308.49

Grand Total Direct Fees:	<hr/> \$1,364,075.57
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Marmon Employees' Retirement Plan

Financial Report
December 31, 2012

Marmon Employees' Retirement Plan

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Independent Auditor's Report

To the Plan Administrator
Marmon Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Marmon Employees' Retirement 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 year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
Marmon Employees' Retirement Plan

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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and delinquent participant contributions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, 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 ERISA.

Plante & Moreau, PLLC

Elgin, Illinois
October 7, 2013

Marmon Employees' Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Participant-directed investments:		
Mutual funds	\$ 318,339,205	\$ 257,492,796
Common collective trust funds	350,098,771	318,574,172
Total participant-directed investments	668,437,976	576,066,968
Contributions receivable:		
Employee	322,487	206,818
Employer	31,650,958	28,240,171
Total contributions receivable	31,973,445	28,446,989
Participant notes receivable	9,019,131	7,481,965
Net Assets Reflecting All Investments at Fair Value	709,430,552	611,995,922
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit-responsive Investment Contracts	(6,912,632)	(5,130,155)
Net Assets Available for Benefits	\$ 702,517,920	\$ 606,865,767

Marmon Employees' Retirement Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2012

Additions to Net Assets

Contributions:	
Employee	\$ 21,033,618
Employer	31,952,046
Rollovers	<u>752,031</u>
Total contributions	53,737,695
Investment income:	
Interest and dividends	15,812,350
Net realized and unrealized gains on investments:	
Mutual funds	31,940,747
Common collective trust funds	<u>22,217,244</u>
Net realized and unrealized gains	<u>54,157,991</u>
Total investment income	69,970,341
Interest from participant notes receivable	<u>453,068</u>
Total additions	124,161,104

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	60,957,720
Administrative expenses	<u>1,364,075</u>
Total deductions	<u>62,321,795</u>

Net Increase Before Other Changes 61,839,309

Transfers In (Note 6) 33,812,844

Net Increase 95,652,153

Net Assets Available for Benefits

Beginning of year	<u>606,865,767</u>
End of year	<u>\$ 702,517,920</u>

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement." Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$29,764, \$15,557, and \$312 during the plan years ended December 31, 2010, 2011, and 2012, respectively, in two of the plans merged into the Plan during the plan year ended December 31, 2012. The Companies correct the contributions and lost earnings during the plan year ended December 31, 2012.

The Plan provides for employer matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2012 were approximately \$24,600,000.

Participant Accounts - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59 1/2 and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description (Continued)

Hardship Withdrawals - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

Vesting - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions. Forfeited accounts totaled approximately \$860,000 and \$530,000 as of December 31, 2012 and 2011, respectively. During 2012, approximately \$510,000 of forfeitures were used to reduce participating employers' contributions.

Participant Notes Receivable - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

Termination - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Companies or the plan sponsor.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (Continued)

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 financial statements.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including October 7, 2013, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

	2012	2011
Mutual funds - At fair value:		
American Funds Europacific Growth Fund - R6	\$ 67,347,517	\$ 48,231,485
Dodge & Cox Common Stock Fund	65,572,741	58,682,281
PIMCO Total Return Institutional Fund	95,704,784	76,814,975
Common collective trust funds:		
INVESCO Stable Value Trust - At contract value	181,192,425	165,016,806
Vanguard Employee Benefit Index Fund - At fair value	80,619,177	74,506,457
Winslow Large Cap Growth I Fund - At fair value	81,374,537	73,920,754

Note 4 - Tax Status

The Plan has received a determination letter dated June 24, 2009 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2009.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011 and the valuation techniques used by the Plan to determine those fair values.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Equity investments	\$ 204,887,751	\$ -	\$ -	\$ 204,887,751
Fixed-income investments	113,451,454	-	-	113,451,454
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	161,993,714	-	161,993,714
Stable value investment (b)	-	188,105,057	-	188,105,057
Total	<u>\$ 318,339,205</u>	<u>\$ 350,098,771</u>	<u>\$ -</u>	<u>\$ 668,437,976</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Level 1	Level 2	Level 3	Balance at December 31, 2011
Mutual funds:				
Equity investments	\$ 166,798,557	\$ -	\$ -	\$ 166,798,557
Fixed-income investments	90,694,239	-	-	90,694,239
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	148,427,211	-	148,427,211
Stable value investment (b)	-	170,146,961	-	170,146,961
Total	<u>\$ 257,492,796</u>	<u>\$ 318,574,172</u>	<u>\$ -</u>	<u>\$ 576,066,968</u>

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2012 and 2011.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2012 and 2011.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2012.

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including employee and employer contributions receivable and participant notes receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the instruments or the use of interest rates that approximate market rates for instruments of similar maturity. Under the fair value hierarchy, these financial instruments are valued primarily using Level 2 inputs.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 6 - Plan Merger

The Cable USA, Inc. Salary Savings Plan, with total assets of approximately \$7.1 million, and Future Metals, LLC Employees' Retirement Plan, with total assets of approximately \$8.8 million, merged into the Plan on April 1, 2012. Koons Steel Profit Sharing and 401(k) Plan with total assets of approximately \$1.4 million and Owl Wire and Cable LLC Retirement Plan with total assets of approximately \$5 million merged into the Plan on May 1, 2012. The nonunion employees of Bushwick Metals LLC 401(k) with total assets of approximately \$11.5 million merged into the Plan on June 1, 2012.

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 702,517,920	\$ 606,865,767
Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>6,912,632</u>	<u>5,130,155</u>
Net assets available for benefits per Form 5500	<u>\$ 709,430,552</u>	<u>\$ 611,995,922</u>

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2012:

Total additions per financial statements	\$ 124,161,104
Addition of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	6,912,632
Subtraction of 2011 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>(5,130,155)</u>
Total income per Form 5500	<u>\$ 125,943,581</u>

Marmon Employees' Retirement Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2012

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
CRM	CRM Mid Cap Value Institutional Fund	*	\$ 17,890,347
Vanguard	Vanguard Extended Market Index Fund	*	14,552,877
JPMorgan	JPMorgan Small Cap Equity Fund - R5	*	27,613,201
Aberdeen	Aberdeen Emerging Markets Institutional Fund	*	11,864,965
Dodge & Cox	Dodge & Cox Common Stock Fund	*	65,572,741
PIMCO	PIMCO Total Return Institutional Fund	*	95,704,784
BlackRock	BlackRock Inflation Protected Bond Portfolio - BRS	*	17,746,670
American Funds	American Funds Europacific Growth Fund - R6	*	67,347,517
American Funds	American Funds Growth Fund of America - R6	*	46,103
	Common collective trust funds:		
Invesco	INVESCO Stable Value Trust	*	188,105,057
Vanguard	Vanguard Employee Benefit Index Fund	*	80,619,177
Nuveen/SEI Trust Company	Winslow Large Cap Growth I Fund	*	81,374,537
Participants	Participant notes receivable with interest rates ranging from 4.25 percent to 10.50 percent	-	9,019,131
	Total		<u><u>\$ 677,457,107</u></u>

* Cost information not required

Marmon Employees' Retirement Plan

Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2012

	Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2010	☒	\$ -	\$ 29,764	\$ -	\$ -
2011	☒	-	15,557	-	-
2012	☒	-	312	-	-

Marmon Employees' Retirement Plan

Financial Report
December 31, 2012

Marmon Employees' Retirement Plan

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Independent Auditor's Report

To the Plan Administrator
Marmon Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Marmon Employees' Retirement 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 year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
Marmon Employees' Retirement Plan

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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and delinquent participant contributions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, 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 ERISA.

Plante & Moreau, PLLC

Elgin, Illinois
October 7, 2013

Marmon Employees' Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Participant-directed investments:		
Mutual funds	\$ 318,339,205	\$ 257,492,796
Common collective trust funds	350,098,771	318,574,172
Total participant-directed investments	668,437,976	576,066,968
Contributions receivable:		
Employee	322,487	206,818
Employer	31,650,958	28,240,171
Total contributions receivable	31,973,445	28,446,989
Participant notes receivable	9,019,131	7,481,965
Net Assets Reflecting All Investments at Fair Value	709,430,552	611,995,922
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit-responsive Investment Contracts	(6,912,632)	(5,130,155)
Net Assets Available for Benefits	\$ 702,517,920	\$ 606,865,767

Marmon Employees' Retirement Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2012

Additions to Net Assets

Contributions:	
Employee	\$ 21,033,618
Employer	31,952,046
Rollovers	<u>752,031</u>
Total contributions	53,737,695
Investment income:	
Interest and dividends	15,812,350
Net realized and unrealized gains on investments:	
Mutual funds	31,940,747
Common collective trust funds	<u>22,217,244</u>
Net realized and unrealized gains	<u>54,157,991</u>
Total investment income	69,970,341
Interest from participant notes receivable	<u>453,068</u>
Total additions	124,161,104

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	60,957,720
Administrative expenses	<u>1,364,075</u>
Total deductions	<u>62,321,795</u>

Net Increase Before Other Changes 61,839,309

Transfers In (Note 6) 33,812,844

Net Increase 95,652,153

Net Assets Available for Benefits

Beginning of year	<u>606,865,767</u>
End of year	<u>\$ 702,517,920</u>

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement." Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$29,764, \$15,557, and \$312 during the plan years ended December 31, 2010, 2011, and 2012, respectively, in two of the plans merged into the Plan during the plan year ended December 31, 2012. The Companies correct the contributions and lost earnings during the plan year ended December 31, 2012.

The Plan provides for employer matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2012 were approximately \$24,600,000.

Participant Accounts - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59 1/2 and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1 - Plan Description (Continued)

Hardship Withdrawals - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

Vesting - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions. Forfeited accounts totaled approximately \$860,000 and \$530,000 as of December 31, 2012 and 2011, respectively. During 2012, approximately \$510,000 of forfeitures were used to reduce participating employers' contributions.

Participant Notes Receivable - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

Termination - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Companies or the plan sponsor.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (Continued)

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 financial statements.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including October 7, 2013, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

	2012	2011
Mutual funds - At fair value:		
American Funds Europacific Growth Fund - R6	\$ 67,347,517	\$ 48,231,485
Dodge & Cox Common Stock Fund	65,572,741	58,682,281
PIMCO Total Return Institutional Fund	95,704,784	76,814,975
Common collective trust funds:		
INVESCO Stable Value Trust - At contract value	181,192,425	165,016,806
Vanguard Employee Benefit Index Fund - At fair value	80,619,177	74,506,457
Winslow Large Cap Growth I Fund - At fair value	81,374,537	73,920,754

Note 4 - Tax Status

The Plan has received a determination letter dated June 24, 2009 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2009.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011 and the valuation techniques used by the Plan to determine those fair values.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Equity investments	\$ 204,887,751	\$ -	\$ -	\$ 204,887,751
Fixed-income investments	113,451,454	-	-	113,451,454
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	161,993,714	-	161,993,714
Stable value investment (b)	-	188,105,057	-	188,105,057
Total	<u>\$ 318,339,205</u>	<u>\$ 350,098,771</u>	<u>\$ -</u>	<u>\$ 668,437,976</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Level 1	Level 2	Level 3	Balance at December 31, 2011
Mutual funds:				
Equity investments	\$ 166,798,557	\$ -	\$ -	\$ 166,798,557
Fixed-income investments	90,694,239	-	-	90,694,239
Common collective trust funds:	-	-	-	-
Equity investments (a)	-	148,427,211	-	148,427,211
Stable value investment (b)	-	170,146,961	-	170,146,961
Total	<u>\$ 257,492,796</u>	<u>\$ 318,574,172</u>	<u>\$ -</u>	<u>\$ 576,066,968</u>

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2012 and 2011.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2012 and 2011.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2012.

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including employee and employer contributions receivable and participant notes receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the instruments or the use of interest rates that approximate market rates for instruments of similar maturity. Under the fair value hierarchy, these financial instruments are valued primarily using Level 2 inputs.

Marmon Employees' Retirement Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 6 - Plan Merger

The Cable USA, Inc. Salary Savings Plan, with total assets of approximately \$7.1 million, and Future Metals, LLC Employees' Retirement Plan, with total assets of approximately \$8.8 million, merged into the Plan on April 1, 2012. Koons Steel Profit Sharing and 401(k) Plan with total assets of approximately \$1.4 million and Owl Wire and Cable LLC Retirement Plan with total assets of approximately \$5 million merged into the Plan on May 1, 2012. The nonunion employees of Bushwick Metals LLC 401(k) with total assets of approximately \$11.5 million merged into the Plan on June 1, 2012.

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 702,517,920	\$ 606,865,767
Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>6,912,632</u>	<u>5,130,155</u>
Net assets available for benefits per Form 5500	<u>\$ 709,430,552</u>	<u>\$ 611,995,922</u>

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2012:

Total additions per financial statements	\$ 124,161,104
Addition of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	6,912,632
Subtraction of 2011 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	<u>(5,130,155)</u>
Total income per Form 5500	<u>\$ 125,943,581</u>

Marmon Employees' Retirement Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2012

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
CRM	CRM Mid Cap Value Institutional Fund	*	\$ 17,890,347
Vanguard	Vanguard Extended Market Index Fund	*	14,552,877
JPMorgan	JPMorgan Small Cap Equity Fund - R5	*	27,613,201
Aberdeen	Aberdeen Emerging Markets Institutional Fund	*	11,864,965
Dodge & Cox	Dodge & Cox Common Stock Fund	*	65,572,741
PIMCO	PIMCO Total Return Institutional Fund	*	95,704,784
BlackRock	BlackRock Inflation Protected Bond Portfolio - BRS	*	17,746,670
American Funds	American Funds Europacific Growth Fund - R6	*	67,347,517
American Funds	American Funds Growth Fund of America - R6	*	46,103
	Common collective trust funds:		
Invesco	INVESCO Stable Value Trust	*	188,105,057
Vanguard	Vanguard Employee Benefit Index Fund	*	80,619,177
Nuveen/SEI Trust Company	Winslow Large Cap Growth I Fund	*	81,374,537
Participants	Participant notes receivable with interest rates ranging from 4.25 percent to 10.50 percent	-	9,019,131
	Total		<u><u>\$ 677,457,107</u></u>

* Cost information not required

Marmon Employees' Retirement Plan

Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2012

	Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2010	☒	\$ -	\$ 29,764	\$ -	\$ -
2011	☒	-	15,557	-	-
2012	☒	-	312	-	-