Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BAUER'S INTELLIGENT TRANSPORTATION, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/2008

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

BAUER'S INTELLIGENT TRANSPORTATION, INC.

PIER 50
SAN FRANCISCO, CA 94158

PIER 50
SAN FRANCISCO, CA 94158

2b Employer Identification Number (EIN)
68-0329107

2c Sponsor's telephone number
415-522-1212

2d Business code (see instructions)
485990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	GARY SCHWARTZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	GARY SCHWARTZ
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

BAUER'S INTELLIGENT TRANSPORTATION, INC.

PIER 50
SAN FRANCISCO, CA 94158

3b Administrator's EIN
68-0329107

3c Administrator's telephone number
415-522-1212

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**	216
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**	303
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	303
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	303
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	14
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BAUER'S INTELLIGENT TRANSPORTATION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAUER'S INTELLIGENT TRANSPORTATION, INC.

D Employer Identification Number (EIN)
68-0329107

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	570	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VAL II Z - COLUMBIA MGT	P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MGRS/C CAP APPR SRV - BNY MELLON IN	P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
BAUER'S INTELLIGENT TRANSPORTATION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAUER'S INTELLIGENT TRANSPORTATION, INC.

D Employer Identification Number (EIN)
68-0329107

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)	18187	31774
(2) Participant contributions	1b(2)	2434	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14455	17501
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	104341	233699
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	139417	282974
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	6685	3790
k Total liabilities (add all amounts in lines 1g through1j)	1k	6685	3790
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	132732	279184

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)	31483	
(B) Participants	2a(1)(B)	111277	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		142760
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4
(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)	5482	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5482
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		15680
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		163926
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15378	
(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)		15378
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1526	
(4) Other	2i(4)	570	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2096
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17474
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		146452
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: DZH PHILLIPS (2) EIN: 26-4677183

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
BAUER'S INTELLIGENT TRANSPORTATION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAUER'S INTELLIGENT TRANSPORTATION, INC.

D Employer Identification Number (EIN)
68-0329107

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Bauer's Intelligent Transportation, Inc. 401(k) Plan

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012 and 2011

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D|Z|H|PHILLIPS

Certified Public Accountants & Advisors

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Bauer's Intelligent Transportation, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bauer's Intelligent Transportation, Inc. 401(k) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

DZH Phillips LLP
135 Main Street, 9th Floor
San Francisco, CA 94105

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W dzhphillips.com

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Schedule of Assets Held for Investment at End of Year and Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the Supplemental Schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and Supplemental 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 the Employee Retirement Income Security Act of 1974.

Tait Phillips LLP

San Francisco, California
October 1, 2013

Bauer's Intelligent Transportation, Inc. 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments - at fair value	$ 251,200	$ 118,796
Contribution receivable - employee	-	2,434
Contribution receivable - employer	31,774	18,187
	282,974	139,417
LIABILITIES		
Due to the Plan Sponsor	3,498	-
Excess contribution refundable - employee	-	4,713
Excess contribution refundable - employer	292	1,972
	3,790	6,685
NET ASSETS AVAILABLE FOR BENEFITS	$ 279,184	$ 132,732

See independent auditors' report.
The accompanying notes are an integral part of these financial statements.

Bauer's Intelligent Transportation, Inc. 401(k) Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31, 2012 and 2011

	2012	2011
CHANGE IN NET ASSETS ATTRIBUTED TO:		
Investment income		
Interest and dividends	$ 5,486	$ 2,172
Net appreciation (depreciation) in fair value of investments	15,680	(5,587)
	21,166	(3,415)
Contributions		
Employee	111,277	45,466
Employer	31,483	18,325
	142,760	63,791
	163,926	60,376
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	15,378	-
Forfeitures incurred	1,526	-
Administrative expenses	570	353
	17,474	353
Net increase in net assets available for benefits	146,452	60,023
Net assets available for benefits - beginning of year	132,732	72,709
Net assets available for benefits - end of year	$ 279,184	$ 132,732

See independent auditors' report.
The accompanying notes are an integral part of these financial statements.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of Bauer's Intelligent Transportation, Inc. 401(k) Plan (the Plan) is provided for general information only. Reference should be made to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution Plan sponsored by Bauer's Intelligent Transportation, Inc. (the "Plan Sponsor"), and is covering substantially all non-union employees who have completed at least three months of service during the Plan year and are age 21 or older. A participant who makes a deferral contribution during the Plan year shall only be entitled to receive matching employer contributions if the participant is employed by the employer on the last day of the Plan year and earns at least 501 hours of service during the Plan year. A participant will only be entitled to receive additional employer contributions if the participant is employed by the Plan sponsor at the last day of the year and earns at least 1,000 hours of service during the year. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA), and was amended to comply with subsequent legislation. The Plan was established in 2008 and had amendments as of the date of this report.

Contributions - Participants may elect to make a contribution into the Plan of up to the lesser of 90% of eligible compensation or $17,000 in 2012 and $16,500 in 2011. In accordance with the Code, all participants who have reached the age of 50 are eligible to make an additional contribution of $5,500 for 2012 and 2011. Participants direct the investment of their contributions and employer matching contributions into various investment options offered by the Plan. Bauer's Intelligent Transportation, Inc. (the Plan's sponsor) makes matching additional employer contributions to the Plan, at the discretion of the Board of Directors. Effective January 1, 2012, the Plan Sponsor amended the Plan and elected to make safe harbor matching contributions to all participants in an amount equal to 100% of the first 3% of employees eligible compensation, and 50% of the next 2% of employees eligible compensation. For the years ended December 31, 2011, the Company made matching contributions of 3% of eligible wages.

Participants' accounts and vesting - Employer's additional contributions are allocated to each eligible participant account based upon the participant's compensation received during the year to total compensation. Forfeiture is determined at the distribution of the entire vested portion of a participant's account. Forfeitures are used to reduce the Company's matching contribution. Earnings are allocated based upon the participant's account balance at the end of the preceding year adjusted for withdrawals during the year.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Participants' accounts and vesting (continued)

For the years ended December 31, 2012 and 2011, forfeited nonvested accounts totaled $3,479 and $2,110, respectively. These accounts are used to reduce future employer matching contributions. For the year ended December 31, 2011, forfeitures applied against the employer matching contributions were $2,110. For the year ended December 31, 2012, unused forfeitures balance was $3,498 and was reported as liability on the Statements on net assets available for benefits.

Participants' account balances attributable to employer matching and additional employer contributions vest at the rate of 20% per year after two years of service, and are fully vested at the earliest of six years of service, normal retirement (which is age sixty-five), or termination due to disability or death. Effective January 1, 2012, participants are 100% vested in the safe harbor matching contributions. The vesting for nonelective employer contributions and matching employer contributions will occur at the rate of 25% per year after first year of service, with employer contributions fully vested at four years of service.

Distributions - Payments of benefits of a participant's account balance are made upon retirement or at age 65. In-service withdrawals are permitted at age 59 ½. Payments may be made in a lump-sum amount. The amount of the benefit is equal to the vested amount in the participants account. Benefits are recorded when paid.

Participant loans - Participants loans are permitted up to $1,000 and may have only one loan outstanding at any time. The loans are secured by the balance in the participant's account and bear interest at various rates, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. For the years ended December 31, 2012 and 2011, there were no outstanding loans.

Basis of accounting - The Plan prepares its financial statements on the accrual basis of accounting.

Use of estimates in preparing financial statements - 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 available for benefits and changes therein. Actual results could differ from those estimates.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments - Mutual funds are stated at fair value based on quoted market prices. The related unrealized appreciation or depreciation of investments is recorded in the statements of changes in net assets available for benefits. Investment transactions are recorded on a trade-date basis. Unrealized gain and loss is determined based on the fair value of assets at the end of the Plan year. Interest income is recorded on the accrual basis.

The Plan invests in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility.

Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of assets available for Plan benefits. There is significant evaluation by Congress and other agencies of regulatory and accounting issues surrounding employee benefit Plans. It is possible future changes in regulations may have a significant effect on the Plan operations and/or investments.

Expenses - All reasonable expenses necessary to operate and administer the Plan are shared by the Company and the Plan.

Termination - Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all expenses of the Trust will be paid, and participants' accounts will be revalued and become fully vested.

Subsequent events - Management has evaluated events and transaction for potential recognition or disclosure through October 1, 2013, which represents the date the financial statements were available to be issued.

NOTE B - FAIR VALUE MEASUREMENTS

At December 31, 2012 and 2011, the Plan's investments are reported at fair value in the accompanying statement of assets available for benefit, as follows:

Level 1:	2012	2011
Mutual funds	$ 233,699	$ 104,341
Money market fund	17,501	14,455
	$ 251,200	$ 118,796

The three-level hierarchy for fair value measurement is defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 - Inputs to the valuation methodology are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Fair value can be determined through the use of models or other valuation methodologies.

Level 3 - Inputs to the valuation methodology are unobservable inputs for the asset. Unobservable inputs are those that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the asset developed, based on the best information available.

At December 31, 2012 and 2011, the following is a description of the valuation methodologies used by the Plan for assets measured at fair value:

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset value ("NAV") of the shares held by the Plan at year-end. The fair value of common stock, corporate bonds and US government securities is based on the closing price reported on the active market on which the individual securities are traded.

At December 31, 2012 and 2011, there were no level 2 and 3 inputs.

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

NOTE C - INVESTMENTS

At December 31, 2012 and 2011, investments that represent 5% or more of the Plan's assets are separately identified.

	2012	2011
Allianz NFJ Dividend Value Admi	$ 36,200	$ 12,992
Fidelity Freedom 2040	27,391	18,885
PIMCO Total Return Admin	25,780	5,029
Fidelity	24,621	20,245
Fidelity Retirement Money Market	17,501	14,455
Fidelity International Discovery	15,660	6,595
Fidelity Balanced	14,243	4,109

NOTE D - RELATED PARTY

The Plan invests in mutual funds sponsored by the Plan’s trustee, Fidelity Investments, and therefore, these transactions qualify as party-in-interest transactions. Administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the Plan sponsor on behalf of the Plan.

NOTE E - INCOME TAX STATUS

The Internal Revenue Service has ruled in its determination letter dated March 31, 2008, that the Plan qualified under Section 401(a) of the Internal Revenue Code, and, therefore, is not subject to tax under present income tax law. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE E - INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that at December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE F - INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule that was prepared by or derived from information prepared by Fidelity Management Trust Company, the trustee of the Plan, and furnished by the Plan administrator. The Plan administrator has obtained certifications from the trustees that such information is complete and accurate at December 31, 2012 and 2011 and for the years then ended:

1. Statements of Assets Available for Benefits - Investments.
2. Statements of Changes in Assets Available for Benefits - Investment Income
3. Note C - Investments.
4. Supplemental Schedule - Schedule of Assets Held for Investment at End of Year.

NOTE G - LATE REMITTANCES OF PARTICIPANT CONTRIBUTIONS

During the year ended December 31, 2012, total participant contributions in the amount of $4,544 were deposited later than reasonably possible. The Company corrected the delinquent contribution issue outside the Voluntary Fiduciary Correction Program (“VFCP”). Lost earnings on the delinquent contributions amounted to $6, and will be remitted to the Plan by October 31, 2013. Delinquent participant contributions are reported on the Form 5500, Schedule H, Part IV, Line 4i (refer to Supplemental Schedule of Delinquent Participant Contributions).

SUPPLEMENTAL INFOMATION

Bauer's Intelligent Transportation, Inc. 401(k) Plan

SCHEDULE OF ASSETS HELD FOR INVESTMENT AT END OF YEAR

Schedule H, Part IV, Line 4i
EIN #68-0329107 Plan #001

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Date of Interest, Collateral, Par or Maturity Value		(e) Current Value
	Short-Term Investments (Money Market Fund)			
*	Fidelity Retirement Money Market	17,501	Shares	$ 17,501
	Mutual Funds:			
	Allianz NFJ Dividend Value Admi	2,835	Shares	36,200
*	Fidelity Freedom 2040	3,316	Shares	27,391
	PIMCO Total Return Admin	2,294	Shares	25,780
*	Fidelity	688	Shares	24,621
*	Fidelity International Discovery	474	Shares	15,660
*	Fidelity Balanced	706	Shares	14,243
*	Fidelity Growth Discovery Fund	728	Shares	11,345
*	Fidelity Freedom 2035	958	Shares	11,331
*	Fidelity Value	144	Shares	11,010
	Columbia Small Cap Value II Z	727	Shares	10,783
*	Fidelity Government Income	825	Shares	8,724
	Morgan Stanley Inst Mid Cap Growth P	222	Shares	7,408
*	Fidelity Freedom 2010	473	Shares	6,673
*	Fidelity Small Cap Value Fund	305	Shares	4,938
*	Fidelity Freedom 2025	389	Shares	4,644
*	Fidelity Select Financial	49	Shares	3,005
	SPTN 500 Index Adv	58	Shares	2,909
*	Fidelity Small Cap Growth Fund	179	Shares	2,821
*	Fidelity Select Technology	20	Shares	2,031
*	Fidelity Freedom 2020	90	Shares	1,287
*	Fidelity Capital & Income	94	Shares	895
				233,699
				$ 251,200

* Party-in-Interest

See independent auditors' report.

Bauer's Intelligent Transportation, Inc. 401(k) Plan

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Schedule H, Part IV, Line 4a
EIN #68-0329107 Plan #001

December 31, 2012

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP in 2013	Contributions Pending Correction at December 31, 2012	Total Fully Corrected Outside VFCP
$4,544	-	$4,544	-	$4,544

See independent auditors' report.

Bauer's Intelligent Transportation, Inc. 401(k) Plan

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012 and 2011

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D|Z|H|PHILLIPS

Certified Public Accountants & Advisors

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Bauer's Intelligent Transportation, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bauer's Intelligent Transportation, Inc. 401(k) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

DZH Phillips LLP
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San Francisco, CA 94105

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Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Schedule of Assets Held for Investment at End of Year and Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the Supplemental Schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and Supplemental 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 the Employee Retirement Income Security Act of 1974.

Tait Phillips LLP

San Francisco, California
October 1, 2013

Bauer's Intelligent Transportation, Inc. 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments - at fair value	$ 251,200	$ 118,796
Contribution receivable - employee	-	2,434
Contribution receivable - employer	31,774	18,187
	282,974	139,417
LIABILITIES		
Due to the Plan Sponsor	3,498	-
Excess contribution refundable - employee	-	4,713
Excess contribution refundable - employer	292	1,972
	3,790	6,685
NET ASSETS AVAILABLE FOR BENEFITS	$ 279,184	$ 132,732

See independent auditors' report.
The accompanying notes are an integral part of these financial statements.

Bauer's Intelligent Transportation, Inc. 401(k) Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31, 2012 and 2011

	2012	2011
CHANGE IN NET ASSETS ATTRIBUTED TO:		
Investment income		
Interest and dividends	$ 5,486	$ 2,172
Net appreciation (depreciation) in fair value of investments	15,680	(5,587)
	21,166	(3,415)
Contributions		
Employee	111,277	45,466
Employer	31,483	18,325
	142,760	63,791
	163,926	60,376
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	15,378	-
Forfeitures incurred	1,526	-
Administrative expenses	570	353
	17,474	353
Net increase in net assets available for benefits	146,452	60,023
Net assets available for benefits - beginning of year	132,732	72,709
Net assets available for benefits - end of year	$ 279,184	$ 132,732

See independent auditors' report.
The accompanying notes are an integral part of these financial statements.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of Bauer's Intelligent Transportation, Inc. 401(k) Plan (the Plan) is provided for general information only. Reference should be made to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution Plan sponsored by Bauer's Intelligent Transportation, Inc. (the "Plan Sponsor"), and is covering substantially all non-union employees who have completed at least three months of service during the Plan year and are age 21 or older. A participant who makes a deferral contribution during the Plan year shall only be entitled to receive matching employer contributions if the participant is employed by the employer on the last day of the Plan year and earns at least 501 hours of service during the Plan year. A participant will only be entitled to receive additional employer contributions if the participant is employed by the Plan sponsor at the last day of the year and earns at least 1,000 hours of service during the year. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA), and was amended to comply with subsequent legislation. The Plan was established in 2008 and had amendments as of the date of this report.

Contributions - Participants may elect to make a contribution into the Plan of up to the lesser of 90% of eligible compensation or $17,000 in 2012 and $16,500 in 2011. In accordance with the Code, all participants who have reached the age of 50 are eligible to make an additional contribution of $5,500 for 2012 and 2011. Participants direct the investment of their contributions and employer matching contributions into various investment options offered by the Plan. Bauer's Intelligent Transportation, Inc. (the Plan's sponsor) makes matching additional employer contributions to the Plan, at the discretion of the Board of Directors. Effective January 1, 2012, the Plan Sponsor amended the Plan and elected to make safe harbor matching contributions to all participants in an amount equal to 100% of the first 3% of employees eligible compensation, and 50% of the next 2% of employees eligible compensation. For the years ended December 31, 2011, the Company made matching contributions of 3% of eligible wages.

Participants' accounts and vesting - Employer's additional contributions are allocated to each eligible participant account based upon the participant's compensation received during the year to total compensation. Forfeiture is determined at the distribution of the entire vested portion of a participant's account. Forfeitures are used to reduce the Company's matching contribution. Earnings are allocated based upon the participant's account balance at the end of the preceding year adjusted for withdrawals during the year.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Participants' accounts and vesting (continued)

For the years ended December 31, 2012 and 2011, forfeited nonvested accounts totaled $3,479 and $2,110, respectively. These accounts are used to reduce future employer matching contributions. For the year ended December 31, 2011, forfeitures applied against the employer matching contributions were $2,110. For the year ended December 31, 2012, unused forfeitures balance was $3,498 and was reported as liability on the Statements on net assets available for benefits.

Participants' account balances attributable to employer matching and additional employer contributions vest at the rate of 20% per year after two years of service, and are fully vested at the earliest of six years of service, normal retirement (which is age sixty-five), or termination due to disability or death. Effective January 1, 2012, participants are 100% vested in the safe harbor matching contributions. The vesting for nonelective employer contributions and matching employer contributions will occur at the rate of 25% per year after first year of service, with employer contributions fully vested at four years of service.

Distributions - Payments of benefits of a participant's account balance are made upon retirement or at age 65. In-service withdrawals are permitted at age 59 ½. Payments may be made in a lump-sum amount. The amount of the benefit is equal to the vested amount in the participants account. Benefits are recorded when paid.

Participant loans - Participants loans are permitted up to $1,000 and may have only one loan outstanding at any time. The loans are secured by the balance in the participant's account and bear interest at various rates, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. For the years ended December 31, 2012 and 2011, there were no outstanding loans.

Basis of accounting - The Plan prepares its financial statements on the accrual basis of accounting.

Use of estimates in preparing financial statements - 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 available for benefits and changes therein. Actual results could differ from those estimates.

NOTE A - PLAN DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments - Mutual funds are stated at fair value based on quoted market prices. The related unrealized appreciation or depreciation of investments is recorded in the statements of changes in net assets available for benefits. Investment transactions are recorded on a trade-date basis. Unrealized gain and loss is determined based on the fair value of assets at the end of the Plan year. Interest income is recorded on the accrual basis.

The Plan invests in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility.

Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of assets available for Plan benefits. There is significant evaluation by Congress and other agencies of regulatory and accounting issues surrounding employee benefit Plans. It is possible future changes in regulations may have a significant effect on the Plan operations and/or investments.

Expenses - All reasonable expenses necessary to operate and administer the Plan are shared by the Company and the Plan.

Termination - Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all expenses of the Trust will be paid, and participants' accounts will be revalued and become fully vested.

Subsequent events - Management has evaluated events and transaction for potential recognition or disclosure through October 1, 2013, which represents the date the financial statements were available to be issued.

NOTE B - FAIR VALUE MEASUREMENTS

At December 31, 2012 and 2011, the Plan's investments are reported at fair value in the accompanying statement of assets available for benefit, as follows:

Level 1:	2012	2011
Mutual funds	$ 233,699	$ 104,341
Money market fund	17,501	14,455
	$ 251,200	$ 118,796

The three-level hierarchy for fair value measurement is defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 - Inputs to the valuation methodology are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Fair value can be determined through the use of models or other valuation methodologies.

Level 3 - Inputs to the valuation methodology are unobservable inputs for the asset. Unobservable inputs are those that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the asset developed, based on the best information available.

At December 31, 2012 and 2011, the following is a description of the valuation methodologies used by the Plan for assets measured at fair value:

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset value ("NAV") of the shares held by the Plan at year-end. The fair value of common stock, corporate bonds and US government securities is based on the closing price reported on the active market on which the individual securities are traded.

At December 31, 2012 and 2011, there were no level 2 and 3 inputs.

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

NOTE C - INVESTMENTS

At December 31, 2012 and 2011, investments that represent 5% or more of the Plan's assets are separately identified.

	2012	2011
Allianz NFJ Dividend Value Admi	$ 36,200	$ 12,992
Fidelity Freedom 2040	27,391	18,885
PIMCO Total Return Admin	25,780	5,029
Fidelity	24,621	20,245
Fidelity Retirement Money Market	17,501	14,455
Fidelity International Discovery	15,660	6,595
Fidelity Balanced	14,243	4,109

NOTE D - RELATED PARTY

The Plan invests in mutual funds sponsored by the Plan’s trustee, Fidelity Investments, and therefore, these transactions qualify as party-in-interest transactions. Administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the Plan sponsor on behalf of the Plan.

NOTE E - INCOME TAX STATUS

The Internal Revenue Service has ruled in its determination letter dated March 31, 2008, that the Plan qualified under Section 401(a) of the Internal Revenue Code, and, therefore, is not subject to tax under present income tax law. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE E - INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that at December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE F - INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule that was prepared by or derived from information prepared by Fidelity Management Trust Company, the trustee of the Plan, and furnished by the Plan administrator. The Plan administrator has obtained certifications from the trustees that such information is complete and accurate at December 31, 2012 and 2011 and for the years then ended:

1. Statements of Assets Available for Benefits - Investments.
2. Statements of Changes in Assets Available for Benefits - Investment Income
3. Note C - Investments.
4. Supplemental Schedule - Schedule of Assets Held for Investment at End of Year.

NOTE G - LATE REMITTANCES OF PARTICIPANT CONTRIBUTIONS

During the year ended December 31, 2012, total participant contributions in the amount of $4,544 were deposited later than reasonably possible. The Company corrected the delinquent contribution issue outside the Voluntary Fiduciary Correction Program (“VFCP”). Lost earnings on the delinquent contributions amounted to $6, and will be remitted to the Plan by October 31, 2013. Delinquent participant contributions are reported on the Form 5500, Schedule H, Part IV, Line 4i (refer to Supplemental Schedule of Delinquent Participant Contributions).

SUPPLEMENTAL INFOMATION

Bauer's Intelligent Transportation, Inc. 401(k) Plan

SCHEDULE OF ASSETS HELD FOR INVESTMENT AT END OF YEAR

Schedule H, Part IV, Line 4i
EIN #68-0329107 Plan #001

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Date of Interest, Collateral, Par or Maturity Value		(e) Current Value
	Short-Term Investments (Money Market Fund)			
*	Fidelity Retirement Money Market	17,501	Shares	$ 17,501
	Mutual Funds:			
	Allianz NFJ Dividend Value Admi	2,835	Shares	36,200
*	Fidelity Freedom 2040	3,316	Shares	27,391
	PIMCO Total Return Admin	2,294	Shares	25,780
*	Fidelity	688	Shares	24,621
*	Fidelity International Discovery	474	Shares	15,660
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*	Fidelity Freedom 2020	90	Shares	1,287
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				233,699
				$ 251,200

* Party-in-Interest

See independent auditors' report.

Bauer's Intelligent Transportation, Inc. 401(k) Plan

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Schedule H, Part IV, Line 4a
EIN #68-0329107 Plan #001

December 31, 2012

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP in 2013	Contributions Pending Correction at December 31, 2012	Total Fully Corrected Outside VFCP
$4,544	-	$4,544	-	$4,544

See independent auditors' report.