

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>WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES 401K AND PROFIT SHARING PLAN</u>		1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>06/01/1978</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>WEATHERHEAD INDUSTRIES, INC.</u> <u>2222 HIGHLAND RD</u> <u>TWINSBURG, OH 44087</u> <u>2222 HIGHLAND RD</u> <u>TWINSBURG, OH 44087</u>		2b Employer Identification Number (EIN) <u>34-1530862</u> 2c Sponsor's telephone number <u>330-425-4206</u> 2d Business code (see instructions) <u>326100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	JOHN ZELINA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address WEATHERHEAD INDUSTRIES, INC. 2222 HIGHLAND RD TWINSBURG, OH 44087		3b Administrator's EIN 34-1530862
		3c Administrator's telephone number 330-425-4206
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		5 124
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	123
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	15
d Subtotal. Add lines 6a , 6b , and 6c	6d	138
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	140
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	136
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5
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 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES 401K AND PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WEATHERHEAD INDUSTRIES, INC.	D Employer Identification Number (EIN) 34-1530862

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
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 37 65 25 60	RECORDKEEPER	9068	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

(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.
COL/ACORN SELECT Z - COLUMBIA MGT I 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.
EATON LG CAP VALUE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS S - JANUS SERVICES L	0.50%	
43-1804048		

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.
MUTUAL GBL DISCVRY A - FRANKLIN TEM 94-3167260	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.
ROYCE OPPORTUNITY S - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%

(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.
ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

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 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 WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES 401K AND PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 WEATHERHEAD INDUSTRIES, INC.		D Employer Identification Number (EIN) 34-1530862

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)	416200	522100
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	377517	557172
(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)	155556	169684
(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)	3726700	4708327
(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	4675973	5957283

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	4675973	5957283
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	522100	
(B) Participants	2a(1)(B)	302939	
(C) Others (including rollovers)	2a(1)(C)	1930	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		826969

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	52	
(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)	6962	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7014

(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)	140547	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		140547

(3) Rents	2b(3)		
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(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)		392451
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1366981

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	76603	
(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)		76603
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9068	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		9068
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		85671

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1281310
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **SS&G, INC.**

(2) EIN: **34-1945695**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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		1000000
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.		X	
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES 401K AND PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WEATHERHEAD INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>34-1530862</u>

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	<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>04-6568107</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
-----------------	-------------------

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): _____

**WEATHERHEAD
INDUSTRIES, INC. AND
SUBSIDIARIES 401(k) AND
PROFIT SHARING PLAN**

*FINANCIAL
STATEMENTS*

*FOR THE
YEARS ENDED
DECEMBER 31, 2012 and 2011*

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
the Weatherhead Industries, Inc. and Subsidiaries
401(k) and Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, the related statement of changes in net assets available for benefits for the year 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 the 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, 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 schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has 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.

Report on Compiled 2011 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan as of December 31, 2011. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist the plan administrator in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

SS&G Inc.

September 16, 2013

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WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31,	
	<u>2012</u>	<u>2011</u>
	(AUDITED)	(UNAUDITED)
ASSETS		
Investments, at fair value:		
Shares of registered investment companies	\$ 4,708,327	\$ 3,726,700
Money market funds	<u>557,172</u>	<u>377,517</u>
Total investments	5,265,499	4,104,217
Receivables:		
Employer contributions	522,100	416,200
Notes receivable from participants	<u>169,684</u>	<u>155,556</u>
Total receivables	<u>691,784</u>	<u>571,756</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,957,283</u>	<u>\$ 4,675,973</u>

See accompanying notes to financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS**

**FOR THE
YEAR ENDED
DECEMBER 31,
2012
(AUDITED)**

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$	392,451
Interest and dividends		140,599
		533,050

Interest income on notes receivable from participants	6,962
---	-------

Contributions:

Employer	522,100
Participants	302,939
Rollover	1,930
	826,969

Total additions	1,366,981
-----------------	-----------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	76,603
Administrative expenses	9,068
Total deductions	85,671

Net increase	1,281,310
--------------	-----------

Net assets available for benefits:

Beginning of year	4,675,973
End of year	\$ 5,957,283

See accompanying notes to financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan

The following brief description of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan (the Plan) is provided for general information purposes only. 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 all employees of Weatherhead Industries, Inc. and Weatherchem Corporation (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

In accordance with the terms of the Plan document, employees of the Company become participants and can make employee deferral contributions upon completion of three months of service, as defined. Effective January 4, 2012, eligibility is reached upon employment date and participants may enter the Plan on the first day of each month. Eligibility for the profit sharing portion is reached upon completion of one year of service, as defined.

Contributions

The Plan provides for the establishment and maintenance of several accounts for each participant which represents, in total, the participant's equity in the net assets of the Plan, as described below:

The 401(k) Account represents amounts contributed to the Plan by the participant based on the participant's election to defer a portion of his or her eligible compensation up to the annual Internal Revenue Service (IRS) dollar limit.

The Rollover Account represents the amounts rolled over by a participant from other qualified plans.

The Profit Sharing Account represents the participant's share of the Company's additional discretionary non-elective contributions. These additional contributions are allocated based upon a ratio of each participant's eligible compensation to the total eligible compensation paid to all eligible participants.

In no event shall the Company's total contributions exceed the maximum amount allowable as a deduction for such year under the Internal Revenue Code (the Code).

Contributions due from the Company are accrued as declared by the Board of Directors. Contributions due from Plan participants are accrued at the end of each pay period at which time the amounts are withheld from the participant's compensation, as defined.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan, continued

Contributions, continued

Effective January 4, 2012, the Plan includes a direct enrollment provision to the Plan. Employees who fail to affirmatively make a deferral election (including the election of 0%) upon their Plan entry date are deemed to have elected to defer 3% of their pre-tax compensation.

Participant accounts

Each participant's account is credited with the participant's contributions and an allocation of the Company's contributions, Plan earnings and excess forfeitures of terminated participants' non-vested accounts. The Company's contributions and excess forfeitures of terminated participants' non-vested accounts are allocated based on participants' eligible wages, as defined.

Vesting

Amounts contributed to a participant's 401(k) Account, as well as amounts in the Rollover Account plus related earnings, are fully vested and non-forfeitable at all times.

For non-elective employer contributions for Plan years prior to January 1, 2007, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their third year of service and are fully vested in their non-elective contributions at the completion of seven years of credited service.

For terminated participants as of January 4, 2012, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their second year of service and are fully vested in their non-elective contributions at the completion of six years of credited service.

For all other employees, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their first year of service and are fully vested in their non-elective contributions at the completion of five years of credited service.

Notes receivable from participants

Participants may borrow from their accounts established under the Plan a minimum of \$1,000 and a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Repayments are made over a period not to exceed five years, except for loans taken for the purchase of a primary residence, which may be repaid over a period not to exceed ten years. The loans are secured by the balance in the participant's account and bear interest at reasonable fixed rates as determined by the Plan administrator.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan, continued

Payment of benefits

Participants receive the amounts credited to their participant account upon retirement, disability or death. Normal retirement benefits payable to participants or their beneficiaries for participants attaining age 65, who are deceased or who begin receiving disability benefits are generally distributed in a single lump sum payment. However, with the consent of the administrator, a participant or beneficiary may elect to defer the distribution until a later date as defined in the Plan agreement, in the event that the account balance is greater than \$5,000. Pursuant to uniform rules established by the Plan administrator, a participant may withdraw amounts credited to a Rollover Account established for his or her benefit, if any. Amounts credited to a participant's 401(k) Account may not be withdrawn by the participant until he or she reaches age 59-1/2, except in case of hardship, as defined. If a participant terminates employment prior to the early or normal retirement date for a reason other than death or disability, distribution to the participant will be made between the date of termination of employment and normal retirement date, as directed by the participant.

Benefits payable

At December 31, 2012 and 2011, no amounts were allocable to participants who had elected to withdraw from the Plan prior to December 31, but who were not yet paid as of that date.

Forfeitures

Any forfeitures during the Plan year may first be used to pay administrative expenses of the Plan. Remaining forfeitures occurring in any Plan year can be allocated to the accounts of eligible participants in the same manner as provided for the profit sharing contribution. Non-vested forfeited accounts amounted to \$9,976 and \$13,074 at December 31, 2012 and 2011, respectively.

Administrative expenses

The administrative expenses of the Plan are paid from the Plan assets, unless the Company elects to pay them.

Plan termination

The Plan provides that the Company shall have the right to discontinue contributions or amend or terminate the Plan at any time. Upon complete discontinuance of the Company's contributions or the full or partial termination of the Plan, all participants' accounts and rights to benefits shall become fully vested, not subject to forfeiture, and shall be distributed to them as soon as practicable.

NOTE B – Summary of significant accounting policies

Basis of accounting

The accompanying financial statements and supplemental schedule have been prepared on the accrual basis of accounting.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B – Summary of significant accounting policies, continued

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note G for discussion of fair value measurements.

Purchases and sales of securities are reflected on a trade date basis. Gains or losses on sales of securities are based on average cost. Interest income is recorded on the accrual basis. Dividend income includes capital gains and is recorded on the ex-dividend date.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Events occurring after reporting date

The Plan's management has evaluated events and transactions that occurred between December 31, 2012 and September 16, 2013, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTE C – Information certified by the trustee

For 2012 and 2011, the financial information included in the Plan's financial statements, except for contributions and distributions for withdrawals and terminations, has been derived from information certified as complete and accurate by the trustee, Fidelity Management Trust Company, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As elected by the Plan administrator, no auditing procedures have been performed on this information except to compare such information to the information included in the accompanying financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C – Information certified by the trustee, continued

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

	<u>2012</u>	<u>2011</u>
Fidelity Freedom K 2020 Fund	\$ 803,393	\$ 684,503
Fidelity Retirement Money Market Fund	557,172	377,517
Fidelity Low-Priced Stock K Fund	591,794	440,524
Fidelity Contrafund K	581,762	479,339
Spartan U.S. Bond Index Fund - Fidelity Advantage Class	436,669	383,582
Fidelity Freedom K 2025 Fund	351,314	251,154
Fidelity Freedom K 2040 Fund	< 5%	243,966
Fidelity Value Discovery Fund	< 5%	237,483

There were no nonparticipant directed investments at December 31, 2012 and 2011.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$392,451, relating solely to shares of registered investment companies.

NOTE D – Income tax status

The Plan is a volume-submitter plan provided by Fidelity Management Trust Company which has received an opinion letter, dated March 31, 2008, from the Internal Revenue Service. The opinion letter states that the volume-submitter plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Subsequently, the Plan has been amended. The Plan's Advisory Committee believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, qualifies as tax exempt.

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 tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E – Transactions with parties-in-interest

Included in Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Investments is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE F – Risks and uncertainties

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

NOTE G – Fair value measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified contractual term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G – Fair value measurements, continued

Following is a description of the valuation methodologies used for assets measured at fair value:

Shares of registered investment companies: Valued at the quoted net asset value of shares held by the Plan at year-end.

Money market funds: Valued at \$1 per unit including applicable interest and fees.

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.

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

	Fair Value Measurements at December 31, 2012 Using			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Bonds	\$ 436,669	\$ -	\$ -	\$ 436,669
Retirement income	106,598	-	-	106,598
Large value	67,951	-	-	67,951
Large growth	581,762	-	-	581,762
Large blend	254,383	-	-	254,383
Mid-cap growth	15,849	-	-	15,849
Mid-cap blend	591,794	-	-	591,794
Small blend	94,118	-	-	94,118
Small growth	63,637	-	-	63,637
Lifecycle funds	2,274,282	-	-	2,274,282
Foreign large growth	16,897	-	-	16,897
World stock	204,387	-	-	204,387
Total registered investment companies	4,708,327	-	-	4,708,327
Money market funds	-	557,172	-	557,172
Balance at December 31, 2012	\$ 4,708,327	\$ 557,172	\$ -	\$ 5,265,499

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G – Fair value measurements, continued

	Fair Value Measurements at December 31, 2011 Using			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Bonds	\$ 383,582	\$ -	\$ -	\$ 383,582
Retirement income	86,622	-	-	86,622
Large value	40,235	-	-	40,235
Large growth	479,339	-	-	479,339
Large blend	237,483	-	-	237,483
Mid-cap growth	21,657	-	-	21,657
Mid-cap blend	440,524	-	-	440,524
Small growth	79,126	-	-	79,126
Small blend	55,687	-	-	55,687
Lifecycle funds	1,728,347	-	-	1,728,347
Foreign large growth	8,055	-	-	8,055
World stock	166,043	-	-	166,043
Total registered investment companies	3,726,700	-	-	3,726,700
Money market funds	-	377,517	-	377,517
Balance at December 31, 2011	<u>\$ 3,726,700</u>	<u>\$ 377,517</u>	<u>\$ -</u>	<u>\$ 4,104,217</u>

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

EIN: 34-1530862 PLAN NUMBER: 001

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Fidelity Freedom K 2020 Fund	Shares of Registered Investment Companies	**	\$ 803,393
*	Fidelity Retirement Money Market Fund	Money Market	**	557,172
*	Fidelity Low-Priced Stock K Fund	Shares of Registered Investment Companies	**	591,794
*	Fidelity Contrafund K	Shares of Registered Investment Companies	**	581,762
*	Spartan U.S. Bond Index Fund - Fidelity Advantage Class	Shares of Registered Investment Companies	**	436,669
*	Fidelity Freedom K 2025 Fund	Shares of Registered Investment Companies	**	351,314
*	Fidelity Freedom K 2040 Fund	Shares of Registered Investment Companies	**	297,737
*	Fidelity Freedom K 2030 Fund	Shares of Registered Investment Companies	**	260,754
*	Fidelity Value Discovery Fund	Shares of Registered Investment Companies	**	254,383
*	Fidelity Freedom K 2035 Fund	Shares of Registered Investment Companies	**	239,527
	Mutual Global Discovery Fund Class A	Shares of Registered Investment Companies	**	204,387

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

EIN: 34-1530862 PLAN NUMBER: 001

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Fidelity Freedom K 2010 Fund	Shares of Registered Investment Companies	**	\$ 111,857
*	Fidelity Freedom K Income Fund	Shares of Registered Investment Companies	**	106,598
	Royce Opportunity Fund Service Class	Shares of Registered Investment Companies	**	94,118
*	Fidelity Freedom K 2000 Fund	Shares of Registered Investment Companies	**	74,983
*	Fidelity Freedom K 2015 Fund	Shares of Registered Investment Companies	**	71,864
	Eaton Vance Large-Cap Value A	Shares of Registered Investment Companies	**	67,951
	Royce Value Plus Service	Shares of Registered Investment Companies	**	63,637
*	Fidelity Freedom K 2045 Fund	Shares of Registered Investment Companies	**	25,866
*	Fidelity Freedom K 2050 Fund	Shares of Registered Investment Companies	**	24,204
	Janus Overseas S	Shares of Registered Investment Companies	**	16,897
	Columbia Acorn Select Fund Class Z	Shares of Registered Investment Companies	**	15,849
*	Fidelity Freedom K 2055 Fund	Shares of Registered Investment Companies	**	10,210
*	Fidelity Freedom K 2005 Fund	Shares of Registered Investment Companies	**	2,573

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

EIN: 34-1530862 PLAN NUMBER: 001

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Participant loans	Notes receivable maturing through 2017 with interest rates of 4.25% and secured solely by a portion of the participants' vested accrued benefit.	-0-	\$ 169,684

* Identified as a party-in-interest.

** Cost is not required to be disclosed for participant directed investments.

**WEATHERHEAD
INDUSTRIES, INC. AND
SUBSIDIARIES 401(k) AND
PROFIT SHARING PLAN**

***FINANCIAL
STATEMENTS***

***FOR THE
YEARS ENDED
DECEMBER 31, 2012 and 2011***

**WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN**

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
the Weatherhead Industries, Inc. and Subsidiaries
401(k) and Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, the related statement of changes in net assets available for benefits for the year 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 the 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, 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 schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has 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.

Report on Compiled 2011 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan as of December 31, 2011. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist the plan administrator in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

SS&G Inc.

September 16, 2013

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WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31,	
	<u>2012</u>	<u>2011</u>
	(AUDITED)	(UNAUDITED)
ASSETS		
Investments, at fair value:		
Shares of registered investment companies	\$ 4,708,327	\$ 3,726,700
Money market funds	<u>557,172</u>	<u>377,517</u>
Total investments	5,265,499	4,104,217
Receivables:		
Employer contributions	522,100	416,200
Notes receivable from participants	<u>169,684</u>	<u>155,556</u>
Total receivables	<u>691,784</u>	<u>571,756</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,957,283</u>	<u>\$ 4,675,973</u>

See accompanying notes to financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS**

	FOR THE YEAR ENDED DECEMBER 31, 2012 (AUDITED)
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	\$ 392,451
Interest and dividends	140,599
	533,050
Interest income on notes receivable from participants	6,962
Contributions:	
Employer	522,100
Participants	302,939
Rollover	1,930
	826,969
Total additions	1,366,981
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	76,603
Administrative expenses	9,068
Total deductions	85,671
Net increase	1,281,310
Net assets available for benefits:	
Beginning of year	4,675,973
End of year	\$ 5,957,283

See accompanying notes to financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan

The following brief description of the Weatherhead Industries, Inc. and Subsidiaries 401(k) and Profit Sharing Plan (the Plan) is provided for general information purposes only. 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 all employees of Weatherhead Industries, Inc. and Weatherchem Corporation (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

In accordance with the terms of the Plan document, employees of the Company become participants and can make employee deferral contributions upon completion of three months of service, as defined. Effective January 4, 2012, eligibility is reached upon employment date and participants may enter the Plan on the first day of each month. Eligibility for the profit sharing portion is reached upon completion of one year of service, as defined.

Contributions

The Plan provides for the establishment and maintenance of several accounts for each participant which represents, in total, the participant's equity in the net assets of the Plan, as described below:

The 401(k) Account represents amounts contributed to the Plan by the participant based on the participant's election to defer a portion of his or her eligible compensation up to the annual Internal Revenue Service (IRS) dollar limit.

The Rollover Account represents the amounts rolled over by a participant from other qualified plans.

The Profit Sharing Account represents the participant's share of the Company's additional discretionary non-elective contributions. These additional contributions are allocated based upon a ratio of each participant's eligible compensation to the total eligible compensation paid to all eligible participants.

In no event shall the Company's total contributions exceed the maximum amount allowable as a deduction for such year under the Internal Revenue Code (the Code).

Contributions due from the Company are accrued as declared by the Board of Directors. Contributions due from Plan participants are accrued at the end of each pay period at which time the amounts are withheld from the participant's compensation, as defined.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan, continued

Contributions, continued

Effective January 4, 2012, the Plan includes a direct enrollment provision to the Plan. Employees who fail to affirmatively make a deferral election (including the election of 0%) upon their Plan entry date are deemed to have elected to defer 3% of their pre-tax compensation.

Participant accounts

Each participant's account is credited with the participant's contributions and an allocation of the Company's contributions, Plan earnings and excess forfeitures of terminated participants' non-vested accounts. The Company's contributions and excess forfeitures of terminated participants' non-vested accounts are allocated based on participants' eligible wages, as defined.

Vesting

Amounts contributed to a participant's 401(k) Account, as well as amounts in the Rollover Account plus related earnings, are fully vested and non-forfeitable at all times.

For non-elective employer contributions for Plan years prior to January 1, 2007, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their third year of service and are fully vested in their non-elective contributions at the completion of seven years of credited service.

For terminated participants as of January 4, 2012, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their second year of service and are fully vested in their non-elective contributions at the completion of six years of credited service.

For all other employees, participants vest in the value of their non-elective employer contributions plus related earnings upon completion of their first year of service and are fully vested in their non-elective contributions at the completion of five years of credited service.

Notes receivable from participants

Participants may borrow from their accounts established under the Plan a minimum of \$1,000 and a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Repayments are made over a period not to exceed five years, except for loans taken for the purchase of a primary residence, which may be repaid over a period not to exceed ten years. The loans are secured by the balance in the participant's account and bear interest at reasonable fixed rates as determined by the Plan administrator.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan, continued

Payment of benefits

Participants receive the amounts credited to their participant account upon retirement, disability or death. Normal retirement benefits payable to participants or their beneficiaries for participants attaining age 65, who are deceased or who begin receiving disability benefits are generally distributed in a single lump sum payment. However, with the consent of the administrator, a participant or beneficiary may elect to defer the distribution until a later date as defined in the Plan agreement, in the event that the account balance is greater than \$5,000. Pursuant to uniform rules established by the Plan administrator, a participant may withdraw amounts credited to a Rollover Account established for his or her benefit, if any. Amounts credited to a participant's 401(k) Account may not be withdrawn by the participant until he or she reaches age 59-1/2, except in case of hardship, as defined. If a participant terminates employment prior to the early or normal retirement date for a reason other than death or disability, distribution to the participant will be made between the date of termination of employment and normal retirement date, as directed by the participant.

Benefits payable

At December 31, 2012 and 2011, no amounts were allocable to participants who had elected to withdraw from the Plan prior to December 31, but who were not yet paid as of that date.

Forfeitures

Any forfeitures during the Plan year may first be used to pay administrative expenses of the Plan. Remaining forfeitures occurring in any Plan year can be allocated to the accounts of eligible participants in the same manner as provided for the profit sharing contribution. Non-vested forfeited accounts amounted to \$9,976 and \$13,074 at December 31, 2012 and 2011, respectively.

Administrative expenses

The administrative expenses of the Plan are paid from the Plan assets, unless the Company elects to pay them.

Plan termination

The Plan provides that the Company shall have the right to discontinue contributions or amend or terminate the Plan at any time. Upon complete discontinuance of the Company's contributions or the full or partial termination of the Plan, all participants' accounts and rights to benefits shall become fully vested, not subject to forfeiture, and shall be distributed to them as soon as practicable.

NOTE B – Summary of significant accounting policies

Basis of accounting

The accompanying financial statements and supplemental schedule have been prepared on the accrual basis of accounting.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B – Summary of significant accounting policies, continued

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note G for discussion of fair value measurements.

Purchases and sales of securities are reflected on a trade date basis. Gains or losses on sales of securities are based on average cost. Interest income is recorded on the accrual basis. Dividend income includes capital gains and is recorded on the ex-dividend date.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Events occurring after reporting date

The Plan's management has evaluated events and transactions that occurred between December 31, 2012 and September 16, 2013, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTE C – Information certified by the trustee

For 2012 and 2011, the financial information included in the Plan's financial statements, except for contributions and distributions for withdrawals and terminations, has been derived from information certified as complete and accurate by the trustee, Fidelity Management Trust Company, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As elected by the Plan administrator, no auditing procedures have been performed on this information except to compare such information to the information included in the accompanying financial statements.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C – Information certified by the trustee, continued

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

	<u>2012</u>	<u>2011</u>
Fidelity Freedom K 2020 Fund	\$ 803,393	\$ 684,503
Fidelity Retirement Money Market Fund	557,172	377,517
Fidelity Low-Priced Stock K Fund	591,794	440,524
Fidelity Contrafund K	581,762	479,339
Spartan U.S. Bond Index Fund - Fidelity Advantage Class	436,669	383,582
Fidelity Freedom K 2025 Fund	351,314	251,154
Fidelity Freedom K 2040 Fund	< 5%	243,966
Fidelity Value Discovery Fund	< 5%	237,483

There were no nonparticipant directed investments at December 31, 2012 and 2011.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$392,451, relating solely to shares of registered investment companies.

NOTE D – Income tax status

The Plan is a volume-submitter plan provided by Fidelity Management Trust Company which has received an opinion letter, dated March 31, 2008, from the Internal Revenue Service. The opinion letter states that the volume-submitter plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Subsequently, the Plan has been amended. The Plan's Advisory Committee believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, qualifies as tax exempt.

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 tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E – Transactions with parties-in-interest

Included in Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Investments is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE F – Risks and uncertainties

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

NOTE G – Fair value measurements

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified contractual term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES

401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G – Fair value measurements, continued

Following is a description of the valuation methodologies used for assets measured at fair value:

Shares of registered investment companies: Valued at the quoted net asset value of shares held by the Plan at year-end.

Money market funds: Valued at \$1 per unit including applicable interest and fees.

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.

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

	Fair Value Measurements at December 31, 2012 Using			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Bonds	\$ 436,669	\$ -	\$ -	\$ 436,669
Retirement income	106,598	-	-	106,598
Large value	67,951	-	-	67,951
Large growth	581,762	-	-	581,762
Large blend	254,383	-	-	254,383
Mid-cap growth	15,849	-	-	15,849
Mid-cap blend	591,794	-	-	591,794
Small blend	94,118	-	-	94,118
Small growth	63,637	-	-	63,637
Lifecycle funds	2,274,282	-	-	2,274,282
Foreign large growth	16,897	-	-	16,897
World stock	204,387	-	-	204,387
Total registered investment companies	4,708,327	-	-	4,708,327
Money market funds	-	557,172	-	557,172
Balance at December 31, 2012	<u>\$ 4,708,327</u>	<u>\$ 557,172</u>	<u>\$ -</u>	<u>\$ 5,265,499</u>

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G – Fair value measurements, continued

	<u>Fair Value Measurements at December 31, 2011 Using</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Bonds	\$ 383,582	\$ -	\$ -	\$ 383,582
Retirement income	86,622	-	-	86,622
Large value	40,235	-	-	40,235
Large growth	479,339	-	-	479,339
Large blend	237,483	-	-	237,483
Mid-cap growth	21,657	-	-	21,657
Mid-cap blend	440,524	-	-	440,524
Small growth	79,126	-	-	79,126
Small blend	55,687	-	-	55,687
Lifecycle funds	1,728,347	-	-	1,728,347
Foreign large growth	8,055	-	-	8,055
World stock	<u>166,043</u>	<u>-</u>	<u>-</u>	<u>166,043</u>
Total registered investment companies	3,726,700	-	-	3,726,700
Money market funds	<u>-</u>	<u>377,517</u>	<u>-</u>	<u>377,517</u>
Balance at December 31, 2011	<u>\$ 3,726,700</u>	<u>\$ 377,517</u>	<u>\$ -</u>	<u>\$ 4,104,217</u>

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

EIN: 34-1530862 PLAN NUMBER: 001

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Fidelity Freedom K 2020 Fund	Shares of Registered Investment Companies	**	\$ 803,393
*	Fidelity Retirement Money Market Fund	Money Market	**	557,172
*	Fidelity Low-Priced Stock K Fund	Shares of Registered Investment Companies	**	591,794
*	Fidelity Contrafund K	Shares of Registered Investment Companies	**	581,762
*	Spartan U.S. Bond Index Fund - Fidelity Advantage Class	Shares of Registered Investment Companies	**	436,669
*	Fidelity Freedom K 2025 Fund	Shares of Registered Investment Companies	**	351,314
*	Fidelity Freedom K 2040 Fund	Shares of Registered Investment Companies	**	297,737
*	Fidelity Freedom K 2030 Fund	Shares of Registered Investment Companies	**	260,754
*	Fidelity Value Discovery Fund	Shares of Registered Investment Companies	**	254,383
*	Fidelity Freedom K 2035 Fund	Shares of Registered Investment Companies	**	239,527
	Mutual Global Discovery Fund Class A	Shares of Registered Investment Companies	**	204,387

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

EIN: 34-1530862 PLAN NUMBER: 001

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Freedom K 2010 Fund	Shares of Registered Investment Companies	**	\$ 111,857
*	Fidelity Freedom K Income Fund	Shares of Registered Investment Companies	**	106,598
	Royce Opportunity Fund Service Class	Shares of Registered Investment Companies	**	94,118
*	Fidelity Freedom K 2000 Fund	Shares of Registered Investment Companies	**	74,983
*	Fidelity Freedom K 2015 Fund	Shares of Registered Investment Companies	**	71,864
	Eaton Vance Large-Cap Value A	Shares of Registered Investment Companies	**	67,951
	Royce Value Plus Service	Shares of Registered Investment Companies	**	63,637
*	Fidelity Freedom K 2045 Fund	Shares of Registered Investment Companies	**	25,866
*	Fidelity Freedom K 2050 Fund	Shares of Registered Investment Companies	**	24,204
	Janus Overseas S	Shares of Registered Investment Companies	**	16,897
	Columbia Acorn Select Fund Class Z	Shares of Registered Investment Companies	**	15,849
*	Fidelity Freedom K 2055 Fund	Shares of Registered Investment Companies	**	10,210
*	Fidelity Freedom K 2005 Fund	Shares of Registered Investment Companies	**	2,573

WEATHERHEAD INDUSTRIES, INC. AND SUBSIDIARIES
401(k) AND PROFIT SHARING PLAN

DECEMBER 31, 2012

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SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Participant loans	Notes receivable maturing through 2017 with interest rates of 4.25% and secured solely by a portion of the participants' vested accrued benefit.	-0-	\$ 169,684

* Identified as a party-in-interest.

** Cost is not required to be disclosed for participant directed investments.