

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>SHEFSKY & FROELICH, LTD PROFIT SHARING 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/1971</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>06/01/1971</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>06/01/1971</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SHEFSKY & FROELICH, LTD</u> <u>111 EAST WACKER DRIVE, SUITE 2800</u> <u>CHICAGO, IL 60601</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-2693453</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>312-836-4085</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-2693453</u>	2c Sponsor's telephone number <u>312-836-4085</u>	2d Business code (see instructions) <u>541110</u>	
2b Employer Identification Number (EIN) <u>36-2693453</u>					
2c Sponsor's telephone number <u>312-836-4085</u>					
2d Business code (see instructions) <u>541110</u>					

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 148
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 124	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 23	
d Subtotal. Add lines 6a , 6b , and 6c	6d 147	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1	
f Total. Add lines 6d and 6e	6f 148	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 147	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2R 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>SHEFSKY & FROELICH, LTD PROFIT SHARING 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHEFSKY & FROELICH, LTD</u>	D Employer Identification Number (EIN) <u>36-2693453</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MARSHALL & ILSLEY TRUST COMPANY NA

39-1186267

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 49 50 57 59 62 63 64 65	NONE	49831	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BMO HARRIS BANK NA

36-2085229

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 49 50 57 59 62 63 64 65	NONE	25305	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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 SHEFSKY & FROELICH, LTD PROFIT SHARING 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SHEFSKY & FROELICH, LTD	D Employer Identification Number (EIN) 36-2693453	

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)	662281	654769
(2) Participant contributions	1b(2)	117142	120991
(3) Other.....	1b(3)	15692	7748
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	306596	393694
(6) Real estate (other than employer real property)	1c(6)	87547	87547
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	431490	466931
(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)	14289176	17049725
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	3841541	4084063

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	19751465	22865468

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	92403	91742
k Total liabilities (add all amounts in lines 1g through 1j)	1k	92403	91742

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19659062	22773726
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	654769	
(B) Participants	2a(1)(B)	1011123	
(C) Others (including rollovers)	2a(1)(C)	119694	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1785586
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18482	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18482
(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)	277384	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		277384
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	19367	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		19367

		(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)		1745526
c Other income.....	2c		341484
d Total income. Add all income amounts in column (b) and enter total.....	2d		4187829

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	998029	
(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)		998029
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)	75136	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		75136
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1073165

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3114664
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: **FINANCIAL REPORTING SERVICES INC**

(2) EIN: **26-2700223**

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		2000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>SHEFSKY & FROELICH, LTD PROFIT SHARING 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHEFSKY & FROELICH, LTD</u>	D Employer Identification Number (EIN) <u>36-2693453</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>39-6436442</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): _____

FINANCIAL REPORTING SERVICES, LLC

95 Revere Drive, Suite A • Northbrook • Illinois • 60062
(847) 480-4400 • (847) 480-9983 (fax)

Independent Auditor's Report

Board of Directors of
Shefsky & Froelich Ltd.

Report of the Financial Statements

We were engaged to audit the accompanying financial statements of Shefsky & Froelich Ltd. Profit Sharing 401 (k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 5 which was certified by BMO Harris Bank, N.A., the trustee of the Plan, except for comparing such 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 certain of the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the years ended December, 31 2012 and 2011, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

FINANCIAL REPORTING SERVICES, LLC

95 Revere Drive, Suite A • Northbrook • Illinois • 60062
(847) 480-4400 • (847) 480-9983 (fax)

Other Matter

The supplemental schedule of assets held for investment purposes as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Financial Reporting Services, LLC

Northbrook, Illinois
October 9, 2013

**SHEFSKY & FROELICH LTD.
PROFIT SHARING 401(K) PLAN & TRUST**

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 & 2011

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
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December 31, 2012 and 2011

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FINANCIAL REPORTING SERVICES, LLC

95 Revere Drive, Suite A • Northbrook • Illinois • 60062
(847) 480-4400 • (847) 480-9983 (fax)

Independent Auditor's Report

Board of Directors of
Shefsky & Froelich Ltd.

Report of the Financial Statements

We were engaged to audit the accompanying financial statements of Shefsky & Froelich Ltd. Profit Sharing 401 (k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 5 which was certified by BMO Harris Bank, N.A., the trustee of the Plan, except for comparing such 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 certain of the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the years ended December, 31 2012 and 2011, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

FINANCIAL REPORTING SERVICES, LLC

95 Revere Drive, Suite A • Northbrook • Illinois • 60062
(847) 480-4400 • (847) 480-9983 (fax)

Other Matter

The supplemental schedule of assets held for investment purposes as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Financial Reporting Services, LLC

Northbrook, Illinois
October 9, 2013

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

Assets	<u>2012</u>	<u>2011</u>
Investments, at fair value		
Cash equivalents	\$ 1,599,295	\$ 1,598,030
Mutual & fixed income security funds	15,450,430	12,691,146
Self-directed accounts	4,565,304	4,235,684
Total Investments	<u>21,615,029</u>	<u>18,186,043</u>
Receivables		
Employer contribution	654,769	662,281
Employee contributions	120,991	117,142
Notes receivable from participants	466,931	431,490
Other	7,748	15,692
Total Receivables	<u>1,250,439</u>	<u>1,226,605</u>
 Total Assets	 22,865,468	 19,751,465
 Liabilities		
Due to broker	<u>91,742</u>	<u>92,403</u>
 Net Assets Available for Benefits	 <u>\$ 22,773,726</u>	 <u>\$ 19,659,062</u>

See auditor's disclaimer of opinion and accompanying notes

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Year Ended December 31, 2012

Additions to net assets attributed to	<u>2012</u>
Investment income	
Net appreciation in fair value of investments	\$ 2,050,937
Interest and dividends	332,824
Interest on notes receivable from participant	18,482
	<u>2,402,243</u>
Contributions	
Employer	654,769
Employee-directed	1,011,123
Rollovers	119,694
	<u>1,785,586</u>
	<u>4,187,829</u>
 Deductions from net assets attributed to	
Benefits paid to participants	998,029
Administrative expenses	75,136
	<u>1,073,165</u>
 Net increase	 3,114,664
Net assets available for benefits	
Beginning of year	<u>19,659,062</u>
 End of year	 \$ <u><u>22,773,726</u></u>

See auditor's disclaimer of opinion and accompanying notes

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST (the "Plan") is a defined contribution, combination profit sharing and 401(K) plan established in 1971. The Plan's principal purpose is to allow participants to defer receiving some of their compensation until their retirement and, in the event of death, provide for their dependents and beneficiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The following description of the Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

Significant Plan Amendments

Effective July 1, 2010, the Plan has been amended to add an "automatic" deferral provision. Under this provision, an employee, once eligible to participate in the plan, will automatically have 2% of their compensation withheld from each paycheck and deposited into the Plan as a participant contribution, unless the participant "opts out" of the Plan or wants to contribute a different amount or percentage. Such contributions are invested in accordance with the Plan's investment policies and are exempt from taxation just like any other salary deferrals. All automatic deferrals are invested in the T. Rowe Price Target Date Funds unless the participant elects otherwise.

Participant Contributions

The Plan provides for employee-directed contributions to be made by the employer at the direction of the employee in any whole percentage of the employee's compensation between 1 and 100 percent, or any whole dollar amount. Such amounts are deducted from the employee's direct compensation, and are excluded from the employee's reportable wages for the year. (See Significant Plan Amendment for automatic deferral provision) As of January 1, 2006, the plan was amended to allow the participants to choose to defer direct compensation into a Roth 401(k) account. Such contributions are included in the employee's reportable wages for the year. The aggregate annual amount of each individual employee-directed contribution for 2012 was limited to \$17,000 (\$22,500 for participants age 50 and over).

Employer Contributions

SHEFSKY & FROELICH LTD. (the "Firm") may make a discretionary profit-sharing contribution to the trust in such amount, if any, as determined by the board of directors. Employer contributions are allocated to each participant employed as of the last day of each plan year based on the participant's eligible compensation (as defined in the plan documents).

Eligibility

Employees of the Firm are eligible to enter the Plan as of the first day of January, April, July or October following the date on which they attain age 21 and complete at least 90 days of service. Employees become eligible for participation in the employer's profit sharing contribution upon the completion of two consecutive years of service. A year of service is defined as at least 800 hours of work.

Vesting

Employees are immediately and wholly vested in compensation deferrals and employer contributions.

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN, continued

Investments

Participants may invest in funds offered by the plan administrator or other self-directed investments, such as stocks, bonds, and mutual funds, as permitted by law. Investment income and fair value appreciation or depreciation for assets invested in the investment funds are allocated to the Plan and accounts of participants and terminated participants (who have undistributed account balances) in proportion to the balances in such accounts as of the end of the plan year or other designated allocation day (after accounting for distribution payments made during the period).

Participant Accounts

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

Notes Receivable from Participants

Participants who are currently employed by the Firm may borrow from their accounts up to the lesser of one-half of their account balance or \$50,000, reduced by the highest loan balance outstanding during the preceding 12 months. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 7.00%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through semi-monthly payroll deductions.

Payment of Benefits

A participant's account shall be distributed, upon election, directly to the participant, or to another qualified plan or Individual Retirement Account (IRA) via trustee-to-trustee direct transfer, or in the event of his or her death, to the participant's beneficiary. Benefits are payable by distribution in a lump sum, partial payments or installment payments. Payments related to death or disability may also be paid in a joint and survivor annuity.

Termination of Plan

Although it has no present intention to do so, the Firm may terminate the Plan at any time. In the event of termination, the balance of the accounts will be paid to the participant's and/or their beneficiaries in the same manner as they would otherwise have been distributed had the Plan been continued. This will require the trustee to maintain the trust funds until its account balances have been distributed. Until that time, the Plan provisions applicable to conditions and circumstances existing after termination will continue in full force and effect.

Administrative Expenses

Certain administration, record-keeping fees, auditing, management and legal services are provided to the Plan by the Firm without charge. The expenses directly attributable to self-directed investments are charged directly to the participants' individual accounts. Administrative fees paid by participants for the year ended December 31, 2012 and 2011 totaled \$75,136 and \$68,549, respectively.

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounts of the Plan are maintained and the accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are carried at fair value, as determined by quoted prices in an active market except for (i) investments in land and nonreadily marketable securities aggregating \$370,047 and \$362,547 at December 31, 2012 and 2011, respectively, which are valued at cost or estimated fair value and (ii) investments in limited partnerships aggregating \$31,576 and \$31,596 at December 31, 2012 and 2011, respectively, which are valued at the amount of the respective partnership capital account balances or estimated fair value.

The difference between the aggregate fair value of investments as of the end of the year and their carrying values (fair values at the beginning of the year or cost for acquisitions during the year) is reflected as net appreciation or depreciation in the fair value of investments in the statement of changes in net assets available for benefits. Net gains or losses on disposition of investments, when applicable, representing the difference between the proceeds and the carrying value of investments, are also included in net appreciation or depreciation in the statement of changes in net assets available for benefits.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gain and losses on investments bought and sold as well as held during the year.

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.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Reclassifications

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current year financial statements.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2013, the date the financial statements were available to be issued.

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 3 - FAIR VALUE MEASUREMENTS

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

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

Level 2 - Inputs to the valuation methodology include, quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset 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

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.

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Active Markets for Identical As Quoted Prices in sets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Cash equivalents	\$ 1,599,295		\$ 1,599,295	
Mutual funds:				
Small Cap Funds	1,191,098	\$ 1,191,098		
Mid Cap Funds	561,900	561,900		
Large Cap Funds	4,892,056	4,892,056		
International Funds	1,316,636	1,316,636		
Balanced Funds	4,247,381	4,247,381		
Other	1,976,307	1,976,307		
Total Mutual Funds	14,185,378	14,185,378		
Fixed Income Securities	1,265,052	1,265,052		
Self-Directed Accounts:				
Cash equivalents	458,511		458,511	
Common Stocks	1,795,724	1,795,724		
Mutual Funds	1,271,135	1,271,135		

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

Fixed Income Securities	558,693	139,447	419,246	
Limited Partnerships	111,194	79,618		31,576
Non-readily Marketable Sec.	282,500			282,500
Real Estate	87,547		87,547	
Total Self-Directed Accounts	4,565,304	3,285,924	965,304	314,076
Totals	<u>\$21,615,029</u>	<u>\$ 18,736,354</u>	<u>\$ 2,564,599</u>	<u>\$ 314,076</u>

<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Active Markets for Identical As Quoted Prices in sets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Cash equivalents	\$ 1,598,030		\$ 1,598,030	
Mutual Funds:				
Small Cap Funds	1,203,308	\$ 1,203,308		
Mid Cap Funds	512,943	512,943		
Large Cap Funds	3,304,779	3,304,779		
International Funds	1,290,675	1,290,675		
Balanced Funds	3,565,004	3,565,004		
Other	1,935,136	1,935,136		
Total Mutual Funds	<u>11,811,845</u>	<u>11,811,845</u>		
Fixed Income Securities	879,301	879,301		
Self-Directed Accounts:				
Cash equivalents	611,777		529,246	\$ 82,531
Common Stocks	1,431,595	1,431,595		
Mutual Funds	1,114,873	1,114,873		
Fixed Income Securities	615,565	147,400	468,165	
Limited Partnerships	99,327	67,731		31,596
Non-readily Marketable Sec.	275,000			275,000
Real Estate	87,547		87,547	
Total Self-Directed Accounts	<u>4,235,684</u>	<u>2,761,599</u>	<u>1,084,958</u>	<u>389,127</u>
Totals	<u>\$18,524,860</u>	<u>\$ 15,452,745</u>	<u>\$ 2,682,988</u>	<u>\$ 389,127</u>

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

Common stocks, fixed income securities and limited partnerships,

Valued at the closing price reported on the active market on which the individuals securities are traded. Level 2 fixed income securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Level 3 limited partnerships, which are not actively traded, are valued based on the capital position reported on the most recent K-1.

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SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

Mutual funds

Valued at the new asset value (NAV) of shares held by the plan at the end of the year.

Cash equivalents

Cash equivalents includes money market funds (level 2) and certificates of deposit (level 3). Money market funds are public investment vehicles valued at \$1 for the NAV. Certificates of deposit are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

Non-readily marketable securities

Valued at cost, which approximates fair value.

Real Estate

Valued at estimated appraised value.

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

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Self-Directed
Investments

December 31, 2012

Beginning Balance	\$	389,127
Realized Gains (Losses)		
Unrealized Gains/(Losses) relating to investments still held at the reporting date.		
Purchases, sales, issuances, settlements (net)		(75,051)
Ending Balance	<u>\$</u>	<u>314,076</u>

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SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

December 31, 2011

Beginning Balance	\$	480,218
Purchases, sales, issuances, settlements (net)		(91,091)
Ending balance	\$	<u>389,127</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE 4 - INVESTMENTS

The following is a summary of investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets:

	<u>2012</u>	<u>2011</u>
MFS Total Return Fund	\$ 2,403,302	\$ 2,053,026
BMO Prime MM Fund	2,057,806	2,209,807
Dodge & Cox Stock Fund	1,862,257	1,686,295
Vanguard 500 Index	1,244,082	884,693
Dodge & Cox Balanced Fund	1,790,058	1,511,978

The Plan invests in shares of mutual funds managed by an affiliate of BMO Harris Bank N.A. ("BMO"), the trustee, accordingly, transactions in such investments are party-in-interest transactions.

NOTE 5 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by BMO, the trustee.

Statement of net assets available for benefits and supplementary schedule	<u>2012</u>	<u>2011</u>
Cash equivalents	\$ 1,599,295	\$ 1,598,030
Mutual funds	15,450,430	12,691,146
Self-directed accounts	4,565,304	4,235,684
Notes receivable from participants	466,931	431,490
	<u>\$ 22,081,960</u>	<u>\$ 18,956,350</u>

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 5 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE, continued

Statement of changes in net assets available		<u>2012</u>
for benefits		
	Net appreciation in fair value	
	Mutual funds	\$ 1,785,629
	Self-directed brokerage accounts	
	Mutual funds	92,804
	Common stocks	154,980
	Fixed income securities	10,283
	Partnerships	7,241
		<u>\$ 2,050,937</u>
	Interest	<u>\$ 36,544</u>
	Dividends	<u>\$ 314,762</u>

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - RELATED PARTY TRANSACTIONS

BMO manages certain funds for the Plan and is the trustee as defined by the Plan. Therefore, these are party-in-interest transactions.

The Firm is the Plan sponsor and the Firm pays certain expenses on behalf of the plan. In addition certain employees of the Firm act as fiduciaries of the Plan and are responsible for the administration of the Plan. The employees are compensated by the Firm and do not receive any compensation from the Plan.

NOTE 8 - NOTES RECEIVABLE FROM PARTICIPANTS

Loans to participants bear interest at 4.25% to 7.00% per year, and are payable based on mutual agreement between the plan administrator and the participant. With the exception of existing loans which continue to carry the provisions of the prior plan document, the amended and restated plan document requires that: (i) in no event shall the terms of any such repayments of any such loan exceed the period of 5 years from the effective date of the loan (except for loans relating to the acquisition of a principal residence), (ii) repayments of loans shall be made on a fixed weekly, biweekly, semimonthly, monthly, or quarterly basis with equal amortization of principal and interest, and (iii) all loans are to be repaid through semimonthly deductions from actively employed participant's compensation. Upon the occurrence of any distributable event under the Plan (whether due to retirement, death, termination of employment, or other event), the outstanding principal and any accrued interest will be subtracted from participant's account to satisfy the loan. If participant does not immediately request distribution upon the occurrence of such event, the participant will have the opportunity to repay the loan, in a lump sum by check, prior to it being taxed to the participant as a distribution.

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
NOTES TO THE FINANCIAL STATEMENTS
As of December 31, 2012 and 2011

NOTE 8 - NOTES RECEIVABLE FROM PARTICIPANTS, continued

Unless the participant waives the right to repay, the period for repayment extends to the end of the calendar quarter after the calendar quarter in which the participant terminated.

NOTE 9 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the company by a letter dated September 9, 2010, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is 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 organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service or the State of Illinois Department of Revenue. 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 disclosed in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

SUPPLEMENTARY INFORMATION

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
As of December 31, 2012

EIN: 36-2693453

PIN: 002

<u>Description of Investment</u>	<u>Investment Type</u>	<u>Current Value</u>
*BMO Prime Money Market Fund	Money Market Fund	1,599,295
		<u>1,599,295</u>
American Century Cap Portfolios Inc. Value Fund	Mutual Fund	420,814
Baird Core Plus Bond Fund	Mutual Fund	698,547
Calamos Growth Fund	Mutual Fund	724,477
Goldman Sachs Mid Cap Value Fund	Mutual Fund	384,428
Dodge & Cox Stock Fund	Mutual Fund	1,862,257
Dodge & Cox Balanced Fund	Mutual Fund	1,790,058
Harbor International Fund	Mutual Fund	591,876
MFS Total Return Fund	Mutual Fund	2,403,304
Primecap Odyssey Aggressive Growth Fd	Mutual Fund	177,472
PIMCO GNMA Fund	Mutual Fund	526,903
Royce Low Priced Stock Fund	Mutual Fund	360,195
Royce Opportunity Fund	Mutual Fund	830,902
Templeton Global Bond Fund	Mutual Fund	39,603
T Rowe Price Institutional Large Cap Gwth	Mutual Fund	1,061,239
T Rowe Price Retirement 2005 Fund	Mutual Fund	50,819
T Rowe Price Retirement 2015 Fund	Mutual Fund	3,202
T Rowe Price Retirement 2020 Fund	Mutual Fund	350,250
T Rowe Price Retirement 2025 Fund	Mutual Fund	170,556
T Rowe Price Retirement 2030 Fund	Mutual Fund	454,651
T Rowe Price Retirement 2035 Fund	Mutual Fund	378,767
T Rowe Price Retirement 2040 Fund	Mutual Fund	113,972
T Rowe Price Retirement 2045 Fund	Mutual Fund	71,593
T Rowe Price Retirement 2050 Fund	Mutual Fund	15,098
T Rowe Price Retirement 2055 Fund	Mutual Fund	605
Scout International Fund	Mutual Fund	724,760
Vanguard 500 Index Fund	Mutual Fund	1,244,082
		<u>15,450,430</u>

See auditor's disclaimer of opinion

SHEFSKY & FROELICH LTD. PROFIT SHARING 401(K) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
As of December 31, 2012

EIN: 36-2693453

PIN: 002

<u>Description of Investment</u>	<u>Investment Type</u>	<u>Current Value</u>
Self-Directed Investments		
Marketable securities and funds		<u>4,084,063</u>
Novon III LP	Limited Partnership	14,908
Pronto Roma Arlington Heights LP	Limited Partnership	16,668
Cheniere Energy Partners LP	Marketable Limited Partnership	4,252
Kinder Morgan Energy Partners, LP	Marketable Limited Partnership	15,958
Enterprise Prods Partners LP	Marketable Limited Partnership	16,777
Magellan Midstream Partners LP	Marketable Limited Partnership	22,891
Plains All American Pipeline LP	Marketable Limited Partnership	18,096
United States National Gas Fd LP	Marketable Limited Partnership	<u>1,644</u>
		<u>111,194</u>
Biaggi Ristorante Italiano, LLC	Non-readily Marketable Securities	25,000
Boulder Office Partners, LLC	Non-readily Marketable Securities	7,500
Frontier Melissa, LLC	Non-readily Marketable Securities	<u>250,000</u>
		<u>282,500</u>
One acre land	Vacant land	<u>87,547</u>
* Notes receivable from participants (Interest rates of 4.25% - 9.25%)		<u>466,931</u>
		<u><u>\$ 22,081,960</u></u>

* Party-in-interest

See auditor's disclaimer of opinion

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DATE December 31, 2012

SPONSOR: Shefsky & Froelich LTD.

EIN: 36-2693453

PLAN NUMBER: 002

NAME: Shefsky & Froelich LTD. Profit Sharing 401(k) Plan

(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
	AMERICAN CENTURY	CAP PORTFOLIOS INC	**	420,814
	BAIRD	CORE PLUS BOND FUND	**	698,547
*	BMO FUNDS	PRIME MONEY MARKET Y #200	**	1,599,295
	CALAMOS FINCL. SERVICES, INC.	GROWTH FUND A #606	**	724,477
	DODGE & COX FUNDS	BALANCED FD COM #146	**	1,790,058
	DODGE & COX FUNDS	STK FD COM #145	**	1,862,257
	GOLDMAN SACHS FUNDS	MID CAP VALUE FUND A	**	384,428
	HARBOR FUNDS	INTERNATIONAL FD-INV #2411	**	591,876
	MFS DISTRIBUTORS, INC.	TOTAL RETURN FUND CLASS A #15	**	2,403,304
	PIMCO FUNDS	GNMA FUND	**	526,903
	PRIMECAP	ODYSSEY AGGRESSIVE GROWTH FUND	**	177,472
	ROYCE FUND	OPPORTUNITY FUND	**	830,902
	ROYCE FUND	LOW PRICED STOCK SERVICE #266	**	360,195
	SCOUT FUNDS	INTERNATIONAL FUND #29	**	724,760
	T ROWE PRICE FUNDS	LARGE CAP GROWTH	**	1,061,239
	T ROWE PRICE FUNDS	RETIREMENT	**	50,819
	T ROWE PRICE FUNDS	RETIREMENT 2015	**	3,202
	T ROWE PRICE FUNDS	RETIREMENT 2020	**	350,250
	T ROWE PRICE FUNDS	RETIREMENT 2025	**	170,556
	T ROWE PRICE FUNDS	RETIREMENT 2030	**	454,651
	T ROWE PRICE FUNDS	RETIREMENT 2035	**	378,767
	T ROWE PRICE FUNDS	RETIREMENT 2040	**	113,972
	T ROWE PRICE FUNDS	RETIREMENT 2045	**	71,593
	T ROWE PRICE FUNDS	RETIREMENT 2050	**	15,098
	T ROWE PRICE FUNDS	RETIREMENT 2055	**	605
	TEMPLETON FUNDS	GLOBAL BOND	**	39,603
	VANGUARD FUNDS	500 INDEX FUND - SIGN	**	1,244,082
	INDIVIDUAL DIRECTED	BROKERAGE ACCOUNTS	**	4,084,063
	NOVON III	LIMITED PARTNERSHIPS	**	14,908
	PRONTO ROMA ARLINGTON HEIGHTS	LIMITED PARTNERSHIPS	**	16,668
	ENTERPRISE PRODS PARTNERS	LIMITED PARTNERSHIPS	**	16,777
	MAGELLAN MIDSTREAM PARTNERS	LIMITED PARTNERSHIPS	**	22,891
	PLAINS ALL AMERICAN PIPELINE	LIMITED PARTNERSHIPS	**	18,096
	UNITED STATES NATIONAL GAS FD	LIMITED PARTNERSHIPS	**	1,644
	BIAGGI RISTORANTE ITALIANO	LIMITED PARTNERSHIPS	**	25,000
	FRONTIER MELISSA	LIMITED PARTNERSHIPS	**	250,000
	BOULDER OFFICE PARTNERS, LLC	LIMITED PARTNERSHIPS	**	7,500
	CHENIERE ENERGY PARTNERS LP	LIMITED PARTNERSHIPS	**	4,252
	KINDER MORGAN	LIMITED PARTNERSHIPS	**	15,958
	ONE ACRE LAND	VACANT LAND	**	87,547
	LOANS TO VARIOUS PARTICIPANTS	INTEREST RATE RANGE: 4.25% through 9.25%	**	466,931

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed accounts