Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1969

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

KROESCHELL ENGINEERING COMPANY

3222 N. KENNICOTT
ARLINGTON HEIGHTS, IL 60004

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ARLINGTON HEIGHTS, IL 60004

2b Employer Identification Number (EIN) 36-1343970

2c Sponsor's telephone number 312-649-3592

2d Business code (see instructions) 236200

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

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

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

KROESCHELL ENGINEERING COMPANY

3222 N. KENNICOTT
ARLINGTON HEIGHTS, IL 60004

3b Administrator's EIN: 36-1343970

3c Administrator's telephone number: 312-649-3592

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**	293
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**	311
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	333
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	333
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	168
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KROESCHELL ENGINEERING COMPANY

D Employer Identification Number (EIN)
36-1343970

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	2175	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LPL FINANCIAL CORPORATION

95-2834236

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	13308	Yes [X] No [ ]

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

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

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.
ABF LG CAP VAL ADV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.25%

(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.
ALL/BERN CORE OPPS A - ALLIANCEBERN 13-3211780	0.25%

(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.
DREYFUS S&P 500 INDX - DREYFUS TRAN 13-2614959	0.15%

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
LPL FINANCIAL CORPORATION	55	13308
(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.	
NATIONAL FINANCIAL SERVICES LLC 04-3523567	---	

(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

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
KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KROESCHELL ENGINEERING COMPANY

D Employer Identification Number (EIN)
36-1343970

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)		
(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)	174972	191138
(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)	204628	346637
(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)	5765785	7035634
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	6145385	7573409
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6145385	7573409

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)	221131	
	(B) Participants	2a(1)(B)	643615	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		864746
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	26	
	(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)	18917	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18943
	(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)	149801	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		149801
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		706897
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1740387
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	309339	
(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)		309339
f Corrective distributions (see instructions)	2f		14733
g Certain deemed distributions of participant loans (see instructions)	2g		-13885
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)	2176	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2176
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		312363
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1428024
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PIERCE, RIESBECK & ASSO LLP **(2)** EIN: 36-3542307

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		6352
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
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
KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KROESCHELL ENGINEERING COMPANY

D Employer Identification Number (EIN)
36-1343970

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

KROESCHELL, INC
CONTRIBUTORY PROFIT SHARING/401(k) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

For The Years Ended December 31, 2012 and 2011
Together with Auditors' Report

TABLE OF CONTENTS

	Page No.
INDEPENDENT AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements	5 - 11
SUPPLEMENTAL SCHEDULES	
Schedule of Assets Held at End of Year	13 - 16
Schedule of Delinquent Participant Contributions	17

Pierce, Riesbeck & Associates, LLP
certified public accountants and consultants

INDEPENDENT AUDITORS' REPORT

To the Trustees of the
Kroeschell, Inc. Contributory Profit Sharing/401(k) Plan
Arlington Heights, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kroeschell, Inc. Contributory Profit Sharing/401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 I, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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.

16W485 S. Frontage Road, Suite 310, Burr Ridge, Illinois 60527-7110
www.pra-cpas.com
Phone (630) 323-0340
Fax (630) 323-0536

Other Matter

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

Burr Ridge, Illinois
September 23, 2013

KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value	$ 7,226,772	$ 5,940,757
Receivables:		
Employee deferrals	5,073	358
Employer match	1,992	139
Notes receivable from participants	346,637	204,628
TOTAL RECEIVABLES	353,702	205,125
TOTAL ASSETS	7,580,474	6,145,882
LIABILITIES		
Accounts payable - refundable contributions Participant	21,728	59,175
Accounts payable - expenses	1,057	-0-
TOTAL LIABILITIES	22,785	59,175
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,557,689	$ 6,086,707

The accompanying notes are an integral part of these statements.

KROESCHELL, INC. CONTRIBUTORY PROFIT SHARING/401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	$ 706,897	$(197,693)
Dividends	149,827	110,491
	856,724	(87,202)
Interest income on notes receivable from participants	18,917	12,837
Contributions:		
Participants'	684,988	533,939
Rollovers	-0-	83,798
Employer's	222,716	178,103
	907,704	795,840
TOTAL ADDITIONS	1,783,345	721,475
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	310,187	556,983
Administrative expenses	2,176	2,180
TOTAL DEDUCTIONS	312,363	559,163
NET INCREASE	1,470,982	162,312
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	6,086,707	5,924,395
END OF YEAR	$ 7,557,689	$ 6,086,707

The accompanying notes are an integral part of these statements.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Kroeschell, Inc. (the "Controlled Group") Contributory Profit Sharing/401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering the employees and leased employees of the companies participating in the Controlled Group who have completed one month of service, are not residents of Puerto Rico, and are not covered by a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 60% of pretax annual compensation, as defined in the plan, subject to limitations set by law. Participants may change their deferral percentage upon thirty days notice. Participants may also contribute amounts representing rollovers from other qualified defined benefit or defined contribution plans.

The Controlled Group may make a matching contribution to each participant based on their voluntary contributions in a percentage set by the Controlled Group. For 2012 and 2011, the Controlled Group matched 50% of employee contributions up to the first 6% of eligible compensation during each pay period.

Additional profit sharing amounts may be contributed at the option of the Controlled Group to participants who have completed at least 501 hours of service during the plan year or were employed on the last day of the plan year. Participants who die, become disabled or retire during the plan year do not need to satisfy this requirement.

All contributions are subject to certain limitations.

Participants self direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Controlled Group's contribution, (b) Plan earnings (losses), and is charged with service fees when applicable. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested in rollover contributions, nonelective employer contributions, employer matching contributions, employee pretax contributions, qualified nonelective contributions and any earnings thereon.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50 percent of their account balance. A participant may not have more than one outstanding loan at any time. The loan is secured by the participant's vested account balance not to exceed 50 percent. The interest rate charged on the loan is determined by the plan administrator (currently at 6.5%). Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement or termination of employment, a participant may elect to receive either a lump sum or installment payments of an amount equal to the value of the participant's vested interest in their account. A participant who has attained the age of 65, and who has not separated from service, may obtain a distribution of their vested employer contributions if they are 100% vested.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains 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 notes receivable from participants are recorded as a distribution 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 conformity with accounting principles generally accepted in the United States of America requires the plan administrator 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.

Subsequent Events

The Plan has evaluated subsequent events through September 23, 2013, the date the financial statements were available to be issued.

NOTE C - FAIR VALUE MEASUREMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets [Level 1]	Significant Unobservable Inputs [Level 3]
December 31, 2012			
Mutual funds	$ 7,226,772	$ 7,226,772	$ -0-
Participant loans	346,637	-0-	346,637
Total	$ 7,573,409	$ 7,226,772	$ 346,637
December 31, 2011			
Mutual funds	$ 5,940,757	$ 5,940,757	$ -0-
Participant loans	204,628	-0-	204,628
Total	$ 6,145,385	$ 5,940,757	$ 204,628

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. Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. 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). When available, the Plan measures fair value using Level 1 inputs. Level 3 inputs were only used when Level 1 and Level 2 inputs were not available.

Level 1 *Fair Value Measurements*

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 3 *Fair Value Measurements*

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.

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

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.

Mutual Funds: Valued at net asset value (NAV) of shares held by the Plan at year end.
Participant loans: Valued at amortized cost, which approximates fair value.

The following sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended.

December 31, 2012	Participant Loans
Beginning balance	$ 204,628
Purchases, sales, issuances, and settlements (net)	142,009
Ending balance	$ 346,637
December 31, 2011	
Beginning balance	$ 190,452
Purchases, sales, issuances, and settlements (net)	14,176
Ending balance	$ 204,628

Gains and losses (realized and unrealized) included in changes in net assets for the years ended December 31, 2012 and 2011 are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE D - INVESTMENTS

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

	2012	2011
Fidelity Advisor New Insights Fund Class A	$ 491,257	$ 407,142
Dreyfus S&P 500 Index Fund	904,195	758,276
Fidelity Advisor Value Strategies Fund Class A	535,329	402,073
Alliance Beacon Large Cap Value Fund Advisor Class	645,008	531,908
Fidelity Advisor Balanced Fund Class A	441,248	384,488
Fidelity Advisor Mid Cap Fund Class A	847,893	721,889
Fidelity Advisor Diversified International Fund Class A	435,942	321,097
Fidelity Advisor Inflation Protected Bond Fund Class A	526,963	488,082
Fidelity Advisor Freedom 2035 Fund Class A	382,474	-0-
	$ 5,210,308	$ 4,014,955

NOTE D - INVESTMENTS (CONTINUED)

All investments are participant directed.

The Plan provides for investments that, in general, are exposed to various risks, such as interest rate, credit, and overall volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes may materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by subsidiaries of Fidelity Management & Research Co., the parent company of Fidelity Management Trust Company, the Trustee as defined by the plan. Therefore, these transactions qualify as party-in-interest transactions.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Controlled Group has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 9, 2003, that the Fidelity Management & Research Co. Prototype Non-Standardized Profit Sharing Plan, which was adopted by the Plan Sponsor, was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Since receiving the determination letter, the Plan has been amended to comply with changes in Internal Revenue Service regulations and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that 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 it is no longer subject to income tax examinations for years prior to 2009.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2012	2011
Net Assets Available for Benefits Per the Financial Statements	$ 7,557,689	$ 6,086,707
Receivables - Employee deferrals	(5,073)	(358)
Receivables - Employer match	(1,992)	(139)
Accounts payable - Expenses	1,057	-0-
Refundable excess contributions - Participants	21,728	59,175
Net Assets Available for Benefits Per Schedule H of Form 5500	$ 7,573,409	$ 6,145,385

The following is a reconciliation of contributions - participant and employer per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

	Participant	Employer
Contributions - Per the Financial Statements	$ 684,988	$ 222,716
Contribution Receivable - at December 31, 2012	(5,073)	(1,992)
Contribution Receivable - at December 31, 2011	358	139
Duplicate Deposit to be Refunded - at December 31, 2012	789	268
Refundable Excess Contribution - at December 31, 2012	21,728	-0-
Refundable Excess Contribution - at December 31, 2011	(59,175)	-0-
Contributions Received - Per Schedule H of Form 5500	$ 643,615	$ 221,131

Amounts recorded as contributions are reported when received by the Plan on Form 5500. For financial statement purposes, contributions are recorded when the amounts are due to the Plan whether or not the funds have been received. Amounts recorded as "Refundable Excess Contribution" represent amounts payable for excess contributions made to the Plan in 2012, but not refunded until 2013. These amounts are included in "Contributions Received" on the Form 5500.

The following is a reconciliation of corrective distributions per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

	2011
Corrective Distributions per the Financial Statements	$ -0-
Refundable Excess Contributions - Participant at December 31, 2011	14,733
Corrective Distributions per Schedule H of Form 5500	$ 14,733

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

For financial statement purposes, corrective distributions for excess contributions are accrued at the end of the plan year to which they relate and contributions are reduced accordingly. Amounts recorded as refundable "Excess Contribution - Participant" in 2011 were not refunded until 2012. These amounts are included in "Corrective Distributions" on Form 5500, as they are recorded when paid for filing purposes.

NOTE I - INFORMATION PREPARED AND CERTIFIED BY THE AGENT ON BEHALF OF THE CUSTODIAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee in accordance with 20 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosing under the Employee Retirement Security Act of 1974 for the years ended December 31, 2012 and 2011.

	2012	2011
Investments at Fair Value:		
Funds Held in Trust	$ 7,573,409	$ 6,145,385
Net Appreciation (Depreciation) in Fair Value Of Investments	$ 706,897	$(197,693)
Dividend Income	$ 149,827	$ 110,491
Interest Income on Notes Receivable From Participants	$ 18,917	$ 12,837

SUPPLEMENTAL SCHEDULES

KROESCHELL, INC. CONTRIBUTORY PROFIT
SHARING/401(k) PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012

EIN: 36-1343970, Plan Number 001
Form 5500, Schedule H, Part IV, Item 4i

(a)	IDENTITY OF ISSUE(b)	DESCRIPTION OF INVESTMENT(c) QUANTITY/MATURITY	COST OF ASSET(d)	CURRENT VALUE(e)
	Dreyfus S&P 500 Index Fund	Registered Investment Co.	N/A	$ 904,195
	RS Small Company Growth Fund A	Registered Investment Co.	N/A	77,162
	Alliance Bernstein Core Opportunities Fund - Class A	Registered Investment Co.	N/A	151,548
	Pimco All Asset Fund - Class A	Registered Investment Co.	N/A	12,012
*	Fidelity Cash Management Prime Fund: Daily Money Class	Registered Investment Co.	N/A	191,138
*	Fidelity Advisor Balance Fund Class A	Registered Investment Co.	N/A	441,248
*	Fidelity Advisor Value Strategies Fund - Class A	Registered Investment Co.	N/A	535,329
*	Fidelity Advisor New Insights Fund Class A	Registered Investment Co.	N/A	491,257
	Alliance Beacon Large Cap Value Fund Advisor	Registered Investment Co.	N/A	645,008
*	Fidelity Advisor Mid Cap Fund Class A	Registered Investment Co.	N/A	847,893
*	Fidelity Advisor Strategic Income Fund Class A	Registered Investment Co.	N/A	168,868
*	Fidelity Advisor Small Cap Fund Class A	Registered Investment Co.	N/A	99,608
*	Fidelity Advisor Diversified International Fund: Class A	Registered Investment Co.	N/A	435,942
	Pimco GNMA Class A	Registered Investment Co.	N/A	184,717

* Known party in interest
N/A = Participant Directed

The accompanying notes are an integral part of this schedule.

KROESCHELL, INC. CONTRIBUTORY PROFIT
SHARING/401(k) PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR (continued)
December 31, 2012

EIN: 36-1343970, Plan Number 001
Form 5500, Schedule H, Part IV, Item 4i

(a)	IDENTITY OF ISSUE(b)	DESCRIPTION OF INVESTMENT(c) QUANTITY/MATURITY	COST OF ASSET(d)	CURRENT VALUE(e)
*	Fidelity Advisor Real Estate Class A	Registered Investment Co.	N/A	$ 198,785
*	Fidelity Advisor Inflation-Protected Bond Fund Class A	Registered Investment Co.	N/A	526,963
*	Fidelity Advisor Freedom 2005 Fund - Class A	Registered Investment Co.	N/A	1,288
*	Fidelity Advisor Freedom 2010 Fund - Class A	Registered Investment Co.	N/A	56,714
*	Fidelity Advisor Freedom 2015 Fund - Class A	Registered Investment Co.	N/A	56,547
*	Fidelity Advisor Freedom 2020 Fund - Class A	Registered Investment Co.	N/A	225,993
*	Fidelity Advisor Freedom 2030 Fund - Class A	Registered Investment Co.	N/A	144,326
*	Fidelity Advisor Freedom 2040 Fund - Class A	Registered Investment Co.	N/A	54,652
*	Fidelity Advisor Freedom Income Fund - Class A	Registered Investment Co.	N/A	40,738
*	Fidelity Advisor Freedom 2025 Fund - Class A	Registered Investment Co.	N/A	312,475
*	Fidelity Advisor Freedom 2035 Fund - Class A	Registered Investment Co.	N/A	382,474
*	Fidelity Advisor Freedom 2045 - Class A	Registered Investment Co.	N/A	3,728
*	Fidelity Advisor Freedom 2050 - Class A	Registered Investment Co.	N/A	36,164
Total Investments				$ 7,226,772
*	Participant Loans	Interest at 6.5% - 9.5% Maturity generally within 5 years		$ 346,637

* Known party in interest
N/A = Participant Directed
The accompanying notes are an integral part of this schedule.

KROESCHELL, INC. CONTRIBUTORY PROFIT
SHARING/401(k) PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2011

EIN: 36-1343970, Plan Number 001
Form 5500, Schedule H, Part IV, Item 4i

(a)	IDENTITY OF ISSUE(b)	DESCRIPTION OF INVESTMENT(c) QUANTITY/MATURITY	COST OF ASSET(d)	CURRENT VALUE(e)
	Dreyfus S&P 500 Index Fund	Registered Investment Co.	N/A	$ 758,276
	RS Small Company Growth Fund A	Registered Investment Co.	N/A	57,978
	Alliance Bernstein Core Opportunities Fund - Class A	Registered Investment Co.	N/A	117,562
	Pimco All Asset Fund - Class A	Registered Investment Co.	N/A	356
*	Fidelity Cash Management Prime Fund: Daily Money Class	Registered Investment Co.	N/A	174,972
*	Fidelity Advisor Balance Fund Class A	Registered Investment Co.	N/A	384,488
*	Fidelity Advisor Value Strategies Fund - Class A	Registered Investment Co.	N/A	402,073
*	Fidelity Advisor New Insights Fund Class A	Registered Investment Co.	N/A	407,142
	Alliance Beacon Large Cap Value Fund Advisor	Registered Investment Co.	N/A	531,908
*	Fidelity Advisor Mid Cap Fund Class A	Registered Investment Co.	N/A	721,889
*	Fidelity Advisor Strategic Income Fund Class A	Registered Investment Co.	N/A	142,560
*	Fidelity Advisor Small Cap Fund Class A	Registered Investment Co.	N/A	68,680
*	Fidelity Advisor Diversified International Fund: Class A	Registered Investment Co.	N/A	321,097
	Pimco GNMA Class A	Registered Investment Co.	N/A	95,387

* Known party in interest
N/A = Participant Directed

The accompanying notes are an integral part of this schedule.

KROESCHELL, INC. CONTRIBUTORY PROFIT
SHARING/401(k) PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR (continued)
December 31, 2011

EIN: 36-1343970, Plan Number 001
Form 5500, Schedule H, Part IV, Item 4i

(a)	IDENTITY OF ISSUE(b)	DESCRIPTION OF INVESTMENT(c) QUANTITY/MATURITY	COST OF ASSET(d)	CURRENT VALUE(e)
*	Fidelity Advisor Real Estate Class A	Registered Investment Co.	N/A	$ 266,132
*	Fidelity Advisor Inflation-Protected Bond Fund Class A	Registered Investment Co.	N/A	488,082
*	Fidelity Advisor Freedom 2005 Fund - Class A	Registered Investment Co.	N/A	4,009
*	Fidelity Advisor Freedom 2010 Fund - Class A	Registered Investment Co.	N/A	58,119
*	Fidelity Advisor Freedom 2015 Fund - Class A	Registered Investment Co.	N/A	3,755
*	Fidelity Advisor Freedom 2020 Fund - Class A	Registered Investment Co.	N/A	110,256
*	Fidelity Advisor Freedom 2030 Fund - Class A	Registered Investment Co.	N/A	140,064
*	Fidelity Advisor Freedom 2040 Fund - Class A	Registered Investment Co.	N/A	65,993
*	Fidelity Advisor Freedom Income Fund - Class A	Registered Investment Co.	N/A	42,518
*	Fidelity Advisor Freedom 2025 Fund - Class A	Registered Investment Co.	N/A	256,525
*	Fidelity Advisor Freedom 2035 Fund - Class A	Registered Investment Co.	N/A	271,037
*	Fidelity Advisor Freedom 2045 - Class A	Registered Investment Co.	N/A	24,522
*	Fidelity Advisor Freedom 2050 - Class A	Registered Investment Co.	N/A	25,377
Total Investments				$ 5,940,757
*	Participant Loans	Interest at 6.5% - 9.5% Maturity generally within 5 years		$ 204,628

* Known party in interest
N/A = Participant Directed
The accompanying notes are an integral part of this schedule.

KROESCHELL, INC. CONTRIBUTORY PROFIT
SHARING/401(k) PLAN
SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2012

EIN: 36-1343970, Plan Number 001
Form 5500, Schedule H, Part IV, Item 4a

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 6,352	$ 5,994			$ 358

The accompanying notes are an integral part of this schedule.

Attachment for Schedule H

This is included with the Accountant's Opinion.

Thank you.