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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/28/1967

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

THOMPSON & JOHNSON EQUIPMENT CO INC

6926 FLY RD
EAST SYRACUSE, NY 13057-9660

2b Employer Identification Number (EIN)
15-0562460

2c Sponsor's telephone number
315-437-2881

2d Business code (see instructions)
423800

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	WILLIAM G MACBLANE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	WILLAIM G MACBLANE
	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 [X] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	141
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**	111
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	130
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	130
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	127
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
3D 2E 2H 2J 2K 2F 2T 2S

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)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[X]	**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)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON & JOHNSON EQUIPMENT CO INC

D Employer Identification Number (EIN)
15-0562460

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	40241	130	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	11692

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

M & T SECURITIES, INC.
285 DELAWARE AVENUE, SUITE 2000
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	11692	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2024092
5	Current value of plan's interest under this contract in separate accounts at year end	5	2587589

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	2368719
c	Additions: (1) Contributions deposited during the year	7c(1)	79416		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	57398		
	(4) Transferred from separate account	7c(4)	62		
	(5) Other (specify below)	7c(5)	11219		
	▶ LOAN REPAYMENTS MISCELLANEOUS IN				
	(6) Total additions			7c(6)	148095
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2516814
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	412904		
	(2) Administration charge made by carrier	7e(2)	251		
	(3) Transferred to separate account	7e(3)	5		
	(4) Other (specify below)	7e(4)	79562		
	▶ LOAN INITIATIONS MISCELLANEOUS OUT FORFEITURE CREDITS				
	(5) Total deductions			7e(5)	492722
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2024092

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON & JOHNSON EQUIPMENT CO INC

D Employer Identification Number (EIN)
15-0562460

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	1867	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	35.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(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

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THOMPSON & JOHNSON EQUIPMENT CO INC

D Employer Identification Number (EIN)
15-0562460

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROW/JP MORGAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-141	P	67646

a Name of MTIA, CCT, PSA, or 103-12 IE: LGE CP VAL/LSV ASSET MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-318	P	257153

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP VAL/KENNEDY CAP FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-257	P	14487

a Name of MTIA, CCT, PSA, or 103-12 IE: MID GROWTH WESTFIELD CAP

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-560	P	6564

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/INTEGRITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-441	P	95582

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2050 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-450	P	12668

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL BLD/PICTET ASSET MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-534	P	64111

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TEMPLETON GROWTH STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16381

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/DAVIS NY VENTURE STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-316	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OAK EQ & INC STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-307	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 637716

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2040 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-346	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102699

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99938

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/REAMS FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-040	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 372837

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2030 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-345	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 414679

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2020 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-344	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64929

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2010 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-343	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25417

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP GROWTH/EMERLD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-540	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3209

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL INCOME FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-342	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1278

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP BLEND / RCM

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-779	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 330295

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON & JOHNSON EQUIPMENT CO INC

D Employer Identification Number (EIN)
15-0562460

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)	1283	2801
(2) Participant contributions	1b(2)	3610	9260
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	44074	103484
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2208529	2587589
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2368719	2024092
(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	4626215	4727226
Liabilities			
g Benefit claims payable	1g	0	
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	4626215	4727226

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)	85066	
(B) Participants	2a(1)(B)	287744	
(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)		372810
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)	2861	
(F) Other	2b(1)(F)	57398	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		60259
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		281410
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		714479
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	610821	
(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)		610821
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2077
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)	570	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		570
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		613468
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		101011
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: FUST CHARLES CHAMBERS LLP **(2)** EIN: 16-1226221

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		12061
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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
THOMPSON & JOHNSON EQUIPMENT CO INC. PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON & JOHNSON EQUIPMENT CO INC

D Employer Identification Number (EIN)
15-0562460

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): 22-1211670

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):

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

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Fust Charles Chambers LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Thompson & Johnson Equipment Co., Inc.
Profit Sharing and Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson & Johnson Equipment Co., Inc. Profit Sharing and Retirement Plan, 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 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 7, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

(Continued)

Report on the Financial Statements, Continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at Year End), 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
October 8, 2013

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value	$ 4,611,681	4,577,248
Receivables:		
Employer contribution	2,801	1,283
Profit sharing contribution	9,260	3,610
Notes receivable from participants	103,484	44,074
Total receivables	115,545	48,967
Net assets available for benefits	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions:		
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participants	2,861	853
Contributions:		
Participant	287,744	289,319
Employer	85,066	84,966
Participant rollovers	-	85,468
	372,810	459,753
Total additions	714,479	527,667
Deductions:		
Benefits paid to participants	612,898	91,663
Administrative expenses	570	855
Total deductions	613,468	92,518
Net increase	101,011	435,149
Net assets available for benefits:		
Beginning of year	4,626,215	4,191,066
End of year	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Thompson & Johnson Equipment Co., Inc. (Company) Profit Sharing and Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company. Employees become eligible to participate in the Plan upon completion of six months of service with the Company. After meeting the service requirement, employees can enter the Plan on the first day of the month coinciding with or next following the date on which the employee satisfies the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined by the Plan, up to the maximum allowable under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Newly hired employees are automatically enrolled in the Plan upon reaching eligibility at a contribution level of one percent of pre-tax compensation. Newly hired employees may make an affirmative election to not participate in the Plan.

(Continued)

(1) Description of Plan, Continued

(b) Contributions, Continued

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a guaranteed income fund and various pooled separate accounts as investment options for participants. The Company may elect to make a discretionary matching contribution to the Plan on behalf of each participant equal to the percent declared for the contribution period as determined by the board of directors of the Company. During 2012 and 2011, the Company contributed 50% of the first 5% of compensation that the participant contributes to the Plan. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. These contributions are invested in a guaranteed income fund and are able to be allocated subsequently at the participants' discretion. Discretionary employer profit sharing contributions are allocated to the individual accounts of eligible participants in the ratio of each eligible participant's compensation, as defined, for the Plan year to the total compensation of all eligible participants for that Plan year. No discretionary employer profit sharing contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant's accounts are charged with an allocation of administrative expenses paid by the Plan. 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 participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's profit sharing and matching contributions vest at a rate of twenty percent per year beginning with the second year of service with the participant becoming fully vested after six years of service. Participants become immediately vested if the participant reaches age 65 while employed by the Company.

(Continued)

(1) Description of Plan, Continued

(e) Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (3.25%) plus 1%, which is commensurate with local prevailing rates as determined by the Plan administrator. Participant loans are repayable over one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to ten years. Principal and interest is paid ratably through payroll deductions.

(f) Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump-sum distribution equal to the value of the participant's vested balance. A participant may, however, upon the attainment of age 59½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed $5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately $8,000 and $10,800, respectively. The Plan's forfeited non-vested accounts are used to reduce future employer matching contributions. During 2012 and 2011, $20,969 and $11,109, respectively, of forfeitures were used to reduce employer contributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contract. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

(Continued)

(2) Summary of Significant Accounting Policies, Continued

(b) Use of Estimates

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

(c) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investing advisors and custodian. See note 5 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit loss has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who make withdrawals from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. Except for loan origination fees associated with notes receivable from participants, all other administrative expenses are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through October 8, 2013, the date the financial statements were available to be issued.

(Continued)

(3) Investments

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

	2012		2011	
	Number of units	Fair value	Number of units	Fair value
Guaranteed Income Fund	67,519	$ 2,024,092	81,089	$ 2,368,719
Davis NY Venture Strategy Fund	-	-	7,670	272,142
Oakmark Equity & Income Strategy Fund	15,773	637,716	16,152	597,280
Core Plus Bond/REAMS Fund	15,462	372,837	15,725	349,655
Retirement Goal 2030 Fund	21,378	414,679	19,979	340,624
Large Cap Blend RCM Fund	30,681	330,295	-	-
Large Cap Value/LSV Asset Management Fund	13,131	257,153	-	-

(4) Guaranteed Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant's withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by PRIAC. As described in note 2(a), because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

PRIAC prospectively guarantees the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment expenses, and a profit and risk component for the six-month period.

(Continued)

(4) Guaranteed Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment at December 31, 2012 and 2011 is equal to contact value and was $2,024,092 and $2,368,719, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.5 percent. Such interest rates are reviewed semi-annually for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	2.55%	3.05%
Based on interest rate credited to participants	2.55%	3.05%

(5) Fair Value Measurements

The framework for measuring fair value 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.

(Continued)

(5) Fair Value Measurements, Continued

Level 2 Inputs to the valuation methodology include:

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

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

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

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.

Pooled separate accounts: Units of pooled separate accounts are valued at the net asset value (NAV) of units of the fund. Fair value as determined by Prudential Retirement Insurance and Annuity Company is based on the fair market value of the underlying investments, which are shares of mutual funds.

Guaranteed Income Fund: Valued at contract value, which approximates fair value. The contract is not exchange-traded and therefore has been classified as a level 3 investment.

(5) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurement at December 31:

	Assets at fair value as of December 31, 2012		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 1,021,319	-	1,021,319
Blend funds	494,344	-	494,344
Retirement goal funds	621,670	-	621,670
Fixed income fund	372,837	-	372,837
Growth funds	77,419	-	77,419
Total pooled separate accounts	2,587,589	-	2,587,589
Guaranteed income fund	-	2,024,092	2,024,092
Total assets at fair value	$ 2,587,589	2,024,092	4,611,681

	Assets at fair value as of December 31, 2011		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 894,433	-	894,433
Blend funds	414,599	-	414,599
Retirement goal funds	492,309	-	492,309
Fixed income fund	349,655	-	349,655
Growth funds	57,533	-	57,533
Total pooled separate accounts	2,208,529	-	2,208,529
Guaranteed income fund	-	2,368,719	2,368,719
Total assets at fair value	$ 2,208,529	2,368,719	4,577,248

(Continued)

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31:

	2012 Guaranteed income fund	2011 Guaranteed income fund
Balance, beginning of year	$ 2,368,719	2,028,956
Interest income on guaranteed income fund	57,398	65,374
Purchases	79,473	340,203
Sales	(97,572)	(42,917)
Transfers	(369,755)	(12,786)
Settlements	(14,171)	(10,111)
Balance, end of year	$ 2,024,092	2,368,719

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and 2011, there were no transfers in or out of levels 1, 2 or 3.

(Continued)

(6) Net Asset Value

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

	Fair value estimated using net asset value per share December 31, 2012				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 1,021,319	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	494,344	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	621,670	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	372,837	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	77,419	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,587,589	-			

(Continued)

(6) Net Asset Value, Continued

	Fair value estimated using net asset value per share December 31, 2011				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 894,433	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	414,599	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	492,309	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	349,655	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	57,533	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,208,529	-			

(a) Value, fixed income and growth fund strategies seek to replicate the movements of an index of a specific financial market, such as the Russell 1000, 2000 and Mid Cap Index, regardless of market conditions.

(b) Blend fund strategies are to reflect the composition of the S&P 500 Index and MSCI Equity and to seek long-term capital appreciation.

(c) Retirement goal funds asset allocation strategy allows investors to remain in a single retirement goal fund through every life stage, using their own risk tolerance to help select the appropriate retirement goal fund. Each retirement goal fund's investment objective is to consistently outperform its custom benchmark over full market cycles. The custom benchmark is designed to evolve over time, in keeping with the investment time horizon remaining until expected target retirement date. There is no assurance the objective of the fund will be met.

(Continued)

(7) Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2012	December 31, 2011
Investments at fair value	$ 4,611,681	4,577,248
Notes receivable from participants	$ 103,484	44,074

	Years ended December 31, 2012	Years ended December 31, 2011
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participant	2,861	853
	$ 341,669	67,914

All information in the supplemental schedule Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) is presented solely upon those certifications.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

(8) Related-Party Transactions

Certain Plan investments were managed by Prudential Retirement Insurance and Annuity Company, the custodian, a wholly owned subsidiary of Prudential Financial. Prudential Bank & Trust Company, FSB, another wholly owned subsidiary of Prudential Financial, is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions under ERISA. Fees paid by the Plan for investment management services amounted to approximately $11,700 and $11,000 for the years ended December 31, 2012 and 2011, respectively, and are included within net appreciation in fair value of investments.

(Continued)

(9) Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

(10) Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes 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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 prior to 2009.

(11) 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 risks 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 statements of net assets available for benefits.

Schedule 1

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Plan No. 001

Employer Identification No. 15-0562460

Year ended December 31, 2012

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under voluntary fiduciary correction program (VFCP) and PTE 2002-51
Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
-	-	-	$ 12,061	-

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0562460

December 31, 2012

(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
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/REAMS Fund - 15,462 units	**	$ 372,837
*	Prudential Retirement Insurance and Annuity Company	JP Morgan Large Cap Growth Investment Fund - 4,937 units	**	67,646
*	Prudential Retirement Insurance and Annuity Company	Templeton Growth Strategy Fund - 300 units	**	16,381
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Integrity Fund - 6,394 units	**	95,582
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund - 1,057 units	**	99,938
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value/Kennedy Capital Fund - 676 units	**	14,487
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value/LSV Asset Management Fund - 13,131 units	**	257,153
*	Prudential Retirement Insurance and Annuity Company	Oakmark Equity & Income Strategy Fund - 15,773 units	**	637,716
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Emerald Fund - 346 units	**	3,209
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Westfield Capital Fund - 563 units	**	6,564
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal Income Fund - 78 units	**	1,278
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2010 Fund - 1,411 units	**	25,417
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2020 Fund - 3,348 units	**	64,929
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2030 Fund - 21,378 units	**	414,679
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2040 Fund - 5,365 units	**	102,699
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2050 Fund - 946 units	**	12,668
*	Prudential Retirement Insurance and Annuity Company	International Blend/Pictet Asset Management Fund - 7,420 units	**	64,111
*	Prudential Retirement Insurance and Annuity Company	Large Cap Blend RCM Fund - 30,681 units	**	330,295
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund - 67,519 units	**	2,024,092
*	Notes receivable from participants	Three to five year loans bearing interest at 4.25%	-	103,484
				$ 4,715,165

* Party-in-interest as defined by ERISA
** Cost omitted for participant-directed investments

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

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Fust Charles Chambers LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Thompson & Johnson Equipment Co., Inc.
Profit Sharing and Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson & Johnson Equipment Co., Inc. Profit Sharing and Retirement Plan, 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 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 7, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

(Continued)

Report on the Financial Statements, Continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at Year End), 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
October 8, 2013

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value	$ 4,611,681	4,577,248
Receivables:		
Employer contribution	2,801	1,283
Profit sharing contribution	9,260	3,610
Notes receivable from participants	103,484	44,074
Total receivables	115,545	48,967
Net assets available for benefits	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions:		
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participants	2,861	853
Contributions:		
Participant	287,744	289,319
Employer	85,066	84,966
Participant rollovers	-	85,468
	372,810	459,753
Total additions	714,479	527,667
Deductions:		
Benefits paid to participants	612,898	91,663
Administrative expenses	570	855
Total deductions	613,468	92,518
Net increase	101,011	435,149
Net assets available for benefits:		
Beginning of year	4,626,215	4,191,066
End of year	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Thompson & Johnson Equipment Co., Inc. (Company) Profit Sharing and Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company. Employees become eligible to participate in the Plan upon completion of six months of service with the Company. After meeting the service requirement, employees can enter the Plan on the first day of the month coinciding with or next following the date on which the employee satisfies the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined by the Plan, up to the maximum allowable under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Newly hired employees are automatically enrolled in the Plan upon reaching eligibility at a contribution level of one percent of pre-tax compensation. Newly hired employees may make an affirmative election to not participate in the Plan.

(Continued)

(1) Description of Plan, Continued

(b) Contributions, Continued

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a guaranteed income fund and various pooled separate accounts as investment options for participants. The Company may elect to make a discretionary matching contribution to the Plan on behalf of each participant equal to the percent declared for the contribution period as determined by the board of directors of the Company. During 2012 and 2011, the Company contributed 50% of the first 5% of compensation that the participant contributes to the Plan. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. These contributions are invested in a guaranteed income fund and are able to be allocated subsequently at the participants' discretion. Discretionary employer profit sharing contributions are allocated to the individual accounts of eligible participants in the ratio of each eligible participant's compensation, as defined, for the Plan year to the total compensation of all eligible participants for that Plan year. No discretionary employer profit sharing contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant's accounts are charged with an allocation of administrative expenses paid by the Plan. 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 participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's profit sharing and matching contributions vest at a rate of twenty percent per year beginning with the second year of service with the participant becoming fully vested after six years of service. Participants become immediately vested if the participant reaches age 65 while employed by the Company.

(Continued)

(1) Description of Plan, Continued

(e) Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (3.25%) plus 1%, which is commensurate with local prevailing rates as determined by the Plan administrator. Participant loans are repayable over one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to ten years. Principal and interest is paid ratably through payroll deductions.

(f) Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump-sum distribution equal to the value of the participant's vested balance. A participant may, however, upon the attainment of age 59½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed $5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately $8,000 and $10,800, respectively. The Plan's forfeited non-vested accounts are used to reduce future employer matching contributions. During 2012 and 2011, $20,969 and $11,109, respectively, of forfeitures were used to reduce employer contributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contract. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

(Continued)

(2) Summary of Significant Accounting Policies, Continued

(b) Use of Estimates

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

(c) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investing advisors and custodian. See note 5 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit loss has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who make withdrawals from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. Except for loan origination fees associated with notes receivable from participants, all other administrative expenses are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through October 8, 2013, the date the financial statements were available to be issued.

(Continued)

(3) Investments

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

	2012		2011	
	Number of units	Fair value	Number of units	Fair value
Guaranteed Income Fund	67,519	$ 2,024,092	81,089	$ 2,368,719
Davis NY Venture Strategy Fund	-	-	7,670	272,142
Oakmark Equity & Income Strategy Fund	15,773	637,716	16,152	597,280
Core Plus Bond/REAMS Fund	15,462	372,837	15,725	349,655
Retirement Goal 2030 Fund	21,378	414,679	19,979	340,624
Large Cap Blend RCM Fund	30,681	330,295	-	-
Large Cap Value/LSV Asset Management Fund	13,131	257,153	-	-

(4) Guaranteed Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant's withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by PRIAC. As described in note 2(a), because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

PRIAC prospectively guarantees the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment expenses, and a profit and risk component for the six-month period.

(Continued)

(4) Guaranteed Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment at December 31, 2012 and 2011 is equal to contact value and was $2,024,092 and $2,368,719, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.5 percent. Such interest rates are reviewed semi-annually for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	2.55%	3.05%
Based on interest rate credited to participants	2.55%	3.05%

(5) Fair Value Measurements

The framework for measuring fair value 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.

(Continued)

(5) Fair Value Measurements, Continued

Level 2 Inputs to the valuation methodology include:

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

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

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

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.

Pooled separate accounts: Units of pooled separate accounts are valued at the net asset value (NAV) of units of the fund. Fair value as determined by Prudential Retirement Insurance and Annuity Company is based on the fair market value of the underlying investments, which are shares of mutual funds.

Guaranteed Income Fund: Valued at contract value, which approximates fair value. The contract is not exchange-traded and therefore has been classified as a level 3 investment.

(5) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurement at December 31:

	Assets at fair value as of December 31, 2012		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 1,021,319	-	1,021,319
Blend funds	494,344	-	494,344
Retirement goal funds	621,670	-	621,670
Fixed income fund	372,837	-	372,837
Growth funds	77,419	-	77,419
Total pooled separate accounts	2,587,589	-	2,587,589
Guaranteed income fund	-	2,024,092	2,024,092
Total assets at fair value	$ 2,587,589	2,024,092	4,611,681

	Assets at fair value as of December 31, 2011		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 894,433	-	894,433
Blend funds	414,599	-	414,599
Retirement goal funds	492,309	-	492,309
Fixed income fund	349,655	-	349,655
Growth funds	57,533	-	57,533
Total pooled separate accounts	2,208,529	-	2,208,529
Guaranteed income fund	-	2,368,719	2,368,719
Total assets at fair value	$ 2,208,529	2,368,719	4,577,248

(Continued)

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31:

	2012 Guaranteed income fund	2011 Guaranteed income fund
Balance, beginning of year	$ 2,368,719	2,028,956
Interest income on guaranteed income fund	57,398	65,374
Purchases	79,473	340,203
Sales	(97,572)	(42,917)
Transfers	(369,755)	(12,786)
Settlements	(14,171)	(10,111)
Balance, end of year	$ 2,024,092	2,368,719

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and 2011, there were no transfers in or out of levels 1, 2 or 3.

(Continued)

(6) Net Asset Value

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

	Fair value estimated using net asset value per share December 31, 2012				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 1,021,319	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	494,344	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	621,670	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	372,837	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	77,419	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,587,589	-			

(Continued)

(6) Net Asset Value, Continued

	Fair value estimated using net asset value per share December 31, 2011				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 894,433	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	414,599	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	492,309	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	349,655	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	57,533	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,208,529	-			

(a) Value, fixed income and growth fund strategies seek to replicate the movements of an index of a specific financial market, such as the Russell 1000, 2000 and Mid Cap Index, regardless of market conditions.

(b) Blend fund strategies are to reflect the composition of the S&P 500 Index and MSCI Equity and to seek long-term capital appreciation.

(c) Retirement goal funds asset allocation strategy allows investors to remain in a single retirement goal fund through every life stage, using their own risk tolerance to help select the appropriate retirement goal fund. Each retirement goal fund's investment objective is to consistently outperform its custom benchmark over full market cycles. The custom benchmark is designed to evolve over time, in keeping with the investment time horizon remaining until expected target retirement date. There is no assurance the objective of the fund will be met.

(Continued)

(7) Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2012	December 31, 2011
Investments at fair value	$ 4,611,681	4,577,248
Notes receivable from participants	$ 103,484	44,074

	Years ended December 31, 2012	Years ended December 31, 2011
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participant	2,861	853
	$ 341,669	67,914

All information in the supplemental schedule Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) is presented solely upon those certifications.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

(8) Related-Party Transactions

Certain Plan investments were managed by Prudential Retirement Insurance and Annuity Company, the custodian, a wholly owned subsidiary of Prudential Financial. Prudential Bank & Trust Company, FSB, another wholly owned subsidiary of Prudential Financial, is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions under ERISA. Fees paid by the Plan for investment management services amounted to approximately $11,700 and $11,000 for the years ended December 31, 2012 and 2011, respectively, and are included within net appreciation in fair value of investments.

(Continued)

(9) Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

(10) Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes 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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 prior to 2009.

(11) 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 risks 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 statements of net assets available for benefits.

Schedule 1

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Plan No. 001

Employer Identification No. 15-0562460

Year ended December 31, 2012

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under voluntary fiduciary correction program (VFCP) and PTE 2002-51
Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
-	-	-	$ 12,061	-

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0562460

December 31, 2012

(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
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/REAMS Fund - 15,462 units	**	$ 372,837
*	Prudential Retirement Insurance and Annuity Company	JP Morgan Large Cap Growth Investment Fund - 4,937 units	**	67,646
*	Prudential Retirement Insurance and Annuity Company	Templeton Growth Strategy Fund - 300 units	**	16,381
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Integrity Fund - 6,394 units	**	95,582
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund - 1,057 units	**	99,938
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value/Kennedy Capital Fund - 676 units	**	14,487
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value/LSV Asset Management Fund - 13,131 units	**	257,153
*	Prudential Retirement Insurance and Annuity Company	Oakmark Equity & Income Strategy Fund - 15,773 units	**	637,716
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Emerald Fund - 346 units	**	3,209
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Westfield Capital Fund - 563 units	**	6,564
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal Income Fund - 78 units	**	1,278
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2010 Fund - 1,411 units	**	25,417
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2020 Fund - 3,348 units	**	64,929
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2030 Fund - 21,378 units	**	414,679
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*	Prudential Retirement Insurance and Annuity Company	Large Cap Blend RCM Fund - 30,681 units	**	330,295
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund - 67,519 units	**	2,024,092
*	Notes receivable from participants	Three to five year loans bearing interest at 4.25%	-	103,484
				$ 4,715,165

* Party-in-interest as defined by ERISA
** Cost omitted for participant-directed investments

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

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Fust Charles Chambers LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Thompson & Johnson Equipment Co., Inc.
Profit Sharing and Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson & Johnson Equipment Co., Inc. Profit Sharing and Retirement Plan, 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 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 7, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

(Continued)

Report on the Financial Statements, Continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at Year End), 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
October 8, 2013

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value	$ 4,611,681	4,577,248
Receivables:		
Employer contribution	2,801	1,283
Profit sharing contribution	9,260	3,610
Notes receivable from participants	103,484	44,074
Total receivables	115,545	48,967
Net assets available for benefits	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions:		
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participants	2,861	853
Contributions:		
Participant	287,744	289,319
Employer	85,066	84,966
Participant rollovers	-	85,468
	372,810	459,753
Total additions	714,479	527,667
Deductions:		
Benefits paid to participants	612,898	91,663
Administrative expenses	570	855
Total deductions	613,468	92,518
Net increase	101,011	435,149
Net assets available for benefits:		
Beginning of year	4,626,215	4,191,066
End of year	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Thompson & Johnson Equipment Co., Inc. (Company) Profit Sharing and Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company. Employees become eligible to participate in the Plan upon completion of six months of service with the Company. After meeting the service requirement, employees can enter the Plan on the first day of the month coinciding with or next following the date on which the employee satisfies the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined by the Plan, up to the maximum allowable under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Newly hired employees are automatically enrolled in the Plan upon reaching eligibility at a contribution level of one percent of pre-tax compensation. Newly hired employees may make an affirmative election to not participate in the Plan.

(Continued)

(1) Description of Plan, Continued

(b) Contributions, Continued

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a guaranteed income fund and various pooled separate accounts as investment options for participants. The Company may elect to make a discretionary matching contribution to the Plan on behalf of each participant equal to the percent declared for the contribution period as determined by the board of directors of the Company. During 2012 and 2011, the Company contributed 50% of the first 5% of compensation that the participant contributes to the Plan. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. These contributions are invested in a guaranteed income fund and are able to be allocated subsequently at the participants' discretion. Discretionary employer profit sharing contributions are allocated to the individual accounts of eligible participants in the ratio of each eligible participant's compensation, as defined, for the Plan year to the total compensation of all eligible participants for that Plan year. No discretionary employer profit sharing contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant's accounts are charged with an allocation of administrative expenses paid by the Plan. 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 participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's profit sharing and matching contributions vest at a rate of twenty percent per year beginning with the second year of service with the participant becoming fully vested after six years of service. Participants become immediately vested if the participant reaches age 65 while employed by the Company.

(Continued)

(1) Description of Plan, Continued

(e) Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (3.25%) plus 1%, which is commensurate with local prevailing rates as determined by the Plan administrator. Participant loans are repayable over one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to ten years. Principal and interest is paid ratably through payroll deductions.

(f) Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump-sum distribution equal to the value of the participant's vested balance. A participant may, however, upon the attainment of age 59½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed $5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately $8,000 and $10,800, respectively. The Plan's forfeited non-vested accounts are used to reduce future employer matching contributions. During 2012 and 2011, $20,969 and $11,109, respectively, of forfeitures were used to reduce employer contributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contract. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

(Continued)

(2) Summary of Significant Accounting Policies, Continued

(b) Use of Estimates

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

(c) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investing advisors and custodian. See note 5 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit loss has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who make withdrawals from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. Except for loan origination fees associated with notes receivable from participants, all other administrative expenses are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through October 8, 2013, the date the financial statements were available to be issued.

(Continued)

(3) Investments

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

	2012		2011	
	Number of units	Fair value	Number of units	Fair value
Guaranteed Income Fund	67,519	$ 2,024,092	81,089	$ 2,368,719
Davis NY Venture Strategy Fund	-	-	7,670	272,142
Oakmark Equity & Income Strategy Fund	15,773	637,716	16,152	597,280
Core Plus Bond/REAMS Fund	15,462	372,837	15,725	349,655
Retirement Goal 2030 Fund	21,378	414,679	19,979	340,624
Large Cap Blend RCM Fund	30,681	330,295	-	-
Large Cap Value/LSV Asset Management Fund	13,131	257,153	-	-

(4) Guaranteed Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant's withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by PRIAC. As described in note 2(a), because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

PRIAC prospectively guarantees the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment expenses, and a profit and risk component for the six-month period.

(Continued)

(4) Guaranteed Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment at December 31, 2012 and 2011 is equal to contact value and was $2,024,092 and $2,368,719, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.5 percent. Such interest rates are reviewed semi-annually for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	2.55%	3.05%
Based on interest rate credited to participants	2.55%	3.05%

(5) Fair Value Measurements

The framework for measuring fair value 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.

(Continued)

(5) Fair Value Measurements, Continued

Level 2 Inputs to the valuation methodology include:

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

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

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

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.

Pooled separate accounts: Units of pooled separate accounts are valued at the net asset value (NAV) of units of the fund. Fair value as determined by Prudential Retirement Insurance and Annuity Company is based on the fair market value of the underlying investments, which are shares of mutual funds.

Guaranteed Income Fund: Valued at contract value, which approximates fair value. The contract is not exchange-traded and therefore has been classified as a level 3 investment.

(5) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurement at December 31:

	Assets at fair value as of December 31, 2012		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 1,021,319	-	1,021,319
Blend funds	494,344	-	494,344
Retirement goal funds	621,670	-	621,670
Fixed income fund	372,837	-	372,837
Growth funds	77,419	-	77,419
Total pooled separate accounts	2,587,589	-	2,587,589
Guaranteed income fund	-	2,024,092	2,024,092
Total assets at fair value	$ 2,587,589	2,024,092	4,611,681

	Assets at fair value as of December 31, 2011		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 894,433	-	894,433
Blend funds	414,599	-	414,599
Retirement goal funds	492,309	-	492,309
Fixed income fund	349,655	-	349,655
Growth funds	57,533	-	57,533
Total pooled separate accounts	2,208,529	-	2,208,529
Guaranteed income fund	-	2,368,719	2,368,719
Total assets at fair value	$ 2,208,529	2,368,719	4,577,248

(Continued)

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31:

	2012 Guaranteed income fund	2011 Guaranteed income fund
Balance, beginning of year	$ 2,368,719	2,028,956
Interest income on guaranteed income fund	57,398	65,374
Purchases	79,473	340,203
Sales	(97,572)	(42,917)
Transfers	(369,755)	(12,786)
Settlements	(14,171)	(10,111)
Balance, end of year	$ 2,024,092	2,368,719

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and 2011, there were no transfers in or out of levels 1, 2 or 3.

(Continued)

(6) Net Asset Value

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

	Fair value estimated using net asset value per share December 31, 2012				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 1,021,319	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	494,344	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	621,670	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	372,837	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	77,419	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,587,589	-			

(Continued)

(6) Net Asset Value, Continued

	Fair value estimated using net asset value per share December 31, 2011				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 894,433	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	414,599	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	492,309	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	349,655	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	57,533	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,208,529	-			

(a) Value, fixed income and growth fund strategies seek to replicate the movements of an index of a specific financial market, such as the Russell 1000, 2000 and Mid Cap Index, regardless of market conditions.

(b) Blend fund strategies are to reflect the composition of the S&P 500 Index and MSCI Equity and to seek long-term capital appreciation.

(c) Retirement goal funds asset allocation strategy allows investors to remain in a single retirement goal fund through every life stage, using their own risk tolerance to help select the appropriate retirement goal fund. Each retirement goal fund's investment objective is to consistently outperform its custom benchmark over full market cycles. The custom benchmark is designed to evolve over time, in keeping with the investment time horizon remaining until expected target retirement date. There is no assurance the objective of the fund will be met.

(Continued)

(7) Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2012	December 31, 2011
Investments at fair value	$ 4,611,681	4,577,248
Notes receivable from participants	$ 103,484	44,074

	Years ended December 31, 2012	Years ended December 31, 2011
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participant	2,861	853
	$ 341,669	67,914

All information in the supplemental schedule Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) is presented solely upon those certifications.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

(8) Related-Party Transactions

Certain Plan investments were managed by Prudential Retirement Insurance and Annuity Company, the custodian, a wholly owned subsidiary of Prudential Financial. Prudential Bank & Trust Company, FSB, another wholly owned subsidiary of Prudential Financial, is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions under ERISA. Fees paid by the Plan for investment management services amounted to approximately $11,700 and $11,000 for the years ended December 31, 2012 and 2011, respectively, and are included within net appreciation in fair value of investments.

(Continued)

(9) Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

(10) Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes 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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 prior to 2009.

(11) 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 risks 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 statements of net assets available for benefits.

Schedule 1

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Plan No. 001

Employer Identification No. 15-0562460

Year ended December 31, 2012

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under voluntary fiduciary correction program (VFCP) and PTE 2002-51
Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
-	-	-	$ 12,061	-

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0562460

December 31, 2012

(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
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/REAMS Fund - 15,462 units	**	$ 372,837
*	Prudential Retirement Insurance and Annuity Company	JP Morgan Large Cap Growth Investment Fund - 4,937 units	**	67,646
*	Prudential Retirement Insurance and Annuity Company	Templeton Growth Strategy Fund - 300 units	**	16,381
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Integrity Fund - 6,394 units	**	95,582
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund - 1,057 units	**	99,938
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value/Kennedy Capital Fund - 676 units	**	14,487
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value/LSV Asset Management Fund - 13,131 units	**	257,153
*	Prudential Retirement Insurance and Annuity Company	Oakmark Equity & Income Strategy Fund - 15,773 units	**	637,716
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Emerald Fund - 346 units	**	3,209
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Westfield Capital Fund - 563 units	**	6,564
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal Income Fund - 78 units	**	1,278
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2010 Fund - 1,411 units	**	25,417
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2020 Fund - 3,348 units	**	64,929
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2030 Fund - 21,378 units	**	414,679
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2040 Fund - 5,365 units	**	102,699
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2050 Fund - 946 units	**	12,668
*	Prudential Retirement Insurance and Annuity Company	International Blend/Pictet Asset Management Fund - 7,420 units	**	64,111
*	Prudential Retirement Insurance and Annuity Company	Large Cap Blend RCM Fund - 30,681 units	**	330,295
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund - 67,519 units	**	2,024,092
*	Notes receivable from participants	Three to five year loans bearing interest at 4.25%	-	103,484
				$ 4,715,165

* Party-in-interest as defined by ERISA
** Cost omitted for participant-directed investments

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

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Fust Charles Chambers LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Thompson & Johnson Equipment Co., Inc.
Profit Sharing and Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson & Johnson Equipment Co., Inc. Profit Sharing and Retirement Plan, 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 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 7, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

(Continued)

Report on the Financial Statements, Continued

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at Year End), 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
October 8, 2013

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value	$ 4,611,681	4,577,248
Receivables:		
Employer contribution	2,801	1,283
Profit sharing contribution	9,260	3,610
Notes receivable from participants	103,484	44,074
Total receivables	115,545	48,967
Net assets available for benefits	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions:		
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participants	2,861	853
Contributions:		
Participant	287,744	289,319
Employer	85,066	84,966
Participant rollovers	-	85,468
	372,810	459,753
Total additions	714,479	527,667
Deductions:		
Benefits paid to participants	612,898	91,663
Administrative expenses	570	855
Total deductions	613,468	92,518
Net increase	101,011	435,149
Net assets available for benefits:		
Beginning of year	4,626,215	4,191,066
End of year	$ 4,727,226	4,626,215

See accompanying notes to the financial statements.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Thompson & Johnson Equipment Co., Inc. (Company) Profit Sharing and Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company. Employees become eligible to participate in the Plan upon completion of six months of service with the Company. After meeting the service requirement, employees can enter the Plan on the first day of the month coinciding with or next following the date on which the employee satisfies the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined by the Plan, up to the maximum allowable under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Newly hired employees are automatically enrolled in the Plan upon reaching eligibility at a contribution level of one percent of pre-tax compensation. Newly hired employees may make an affirmative election to not participate in the Plan.

(Continued)

(1) Description of Plan, Continued

(b) Contributions, Continued

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a guaranteed income fund and various pooled separate accounts as investment options for participants. The Company may elect to make a discretionary matching contribution to the Plan on behalf of each participant equal to the percent declared for the contribution period as determined by the board of directors of the Company. During 2012 and 2011, the Company contributed 50% of the first 5% of compensation that the participant contributes to the Plan. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. These contributions are invested in a guaranteed income fund and are able to be allocated subsequently at the participants' discretion. Discretionary employer profit sharing contributions are allocated to the individual accounts of eligible participants in the ratio of each eligible participant's compensation, as defined, for the Plan year to the total compensation of all eligible participants for that Plan year. No discretionary employer profit sharing contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant's accounts are charged with an allocation of administrative expenses paid by the Plan. 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 participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's profit sharing and matching contributions vest at a rate of twenty percent per year beginning with the second year of service with the participant becoming fully vested after six years of service. Participants become immediately vested if the participant reaches age 65 while employed by the Company.

(Continued)

(1) Description of Plan, Continued

(e) Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (3.25%) plus 1%, which is commensurate with local prevailing rates as determined by the Plan administrator. Participant loans are repayable over one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to ten years. Principal and interest is paid ratably through payroll deductions.

(f) Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump-sum distribution equal to the value of the participant's vested balance. A participant may, however, upon the attainment of age 59½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed $5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately $8,000 and $10,800, respectively. The Plan's forfeited non-vested accounts are used to reduce future employer matching contributions. During 2012 and 2011, $20,969 and $11,109, respectively, of forfeitures were used to reduce employer contributions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contract. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

(Continued)

(2) Summary of Significant Accounting Policies, Continued

(b) Use of Estimates

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

(c) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investing advisors and custodian. See note 5 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit loss has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who make withdrawals from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. Except for loan origination fees associated with notes receivable from participants, all other administrative expenses are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through October 8, 2013, the date the financial statements were available to be issued.

(Continued)

(3) Investments

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

	2012		2011	
	Number of units	Fair value	Number of units	Fair value
Guaranteed Income Fund	67,519	$ 2,024,092	81,089	$ 2,368,719
Davis NY Venture Strategy Fund	-	-	7,670	272,142
Oakmark Equity & Income Strategy Fund	15,773	637,716	16,152	597,280
Core Plus Bond/REAMS Fund	15,462	372,837	15,725	349,655
Retirement Goal 2030 Fund	21,378	414,679	19,979	340,624
Large Cap Blend RCM Fund	30,681	330,295	-	-
Large Cap Value/LSV Asset Management Fund	13,131	257,153	-	-

(4) Guaranteed Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant's withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by PRIAC. As described in note 2(a), because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

PRIAC prospectively guarantees the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment expenses, and a profit and risk component for the six-month period.

(Continued)

(4) Guaranteed Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment at December 31, 2012 and 2011 is equal to contact value and was $2,024,092 and $2,368,719, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.5 percent. Such interest rates are reviewed semi-annually for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	2.55%	3.05%
Based on interest rate credited to participants	2.55%	3.05%

(5) Fair Value Measurements

The framework for measuring fair value 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.

(Continued)

(5) Fair Value Measurements, Continued

Level 2 Inputs to the valuation methodology include:

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

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

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

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.

Pooled separate accounts: Units of pooled separate accounts are valued at the net asset value (NAV) of units of the fund. Fair value as determined by Prudential Retirement Insurance and Annuity Company is based on the fair market value of the underlying investments, which are shares of mutual funds.

Guaranteed Income Fund: Valued at contract value, which approximates fair value. The contract is not exchange-traded and therefore has been classified as a level 3 investment.

(5) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurement at December 31:

	Assets at fair value as of December 31, 2012		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 1,021,319	-	1,021,319
Blend funds	494,344	-	494,344
Retirement goal funds	621,670	-	621,670
Fixed income fund	372,837	-	372,837
Growth funds	77,419	-	77,419
Total pooled separate accounts	2,587,589	-	2,587,589
Guaranteed income fund	-	2,024,092	2,024,092
Total assets at fair value	$ 2,587,589	2,024,092	4,611,681

	Assets at fair value as of December 31, 2011		
	Level 2	Level 3	Total
Pooled separate accounts:			
Value funds	$ 894,433	-	894,433
Blend funds	414,599	-	414,599
Retirement goal funds	492,309	-	492,309
Fixed income fund	349,655	-	349,655
Growth funds	57,533	-	57,533
Total pooled separate accounts	2,208,529	-	2,208,529
Guaranteed income fund	-	2,368,719	2,368,719
Total assets at fair value	$ 2,208,529	2,368,719	4,577,248

(Continued)

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31:

	2012 Guaranteed income fund	2011 Guaranteed income fund
Balance, beginning of year	$ 2,368,719	2,028,956
Interest income on guaranteed income fund	57,398	65,374
Purchases	79,473	340,203
Sales	(97,572)	(42,917)
Transfers	(369,755)	(12,786)
Settlements	(14,171)	(10,111)
Balance, end of year	$ 2,024,092	2,368,719

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and 2011, there were no transfers in or out of levels 1, 2 or 3.

(Continued)

(6) Net Asset Value

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

	Fair value estimated using net asset value per share December 31, 2012				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 1,021,319	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	494,344	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	621,670	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	372,837	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	77,419	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,587,589	-			

(Continued)

(6) Net Asset Value, Continued

	Fair value estimated using net asset value per share December 31, 2011				
Investment	Fair value	Unfunded commitment	Redemption frequency	Other redemption restrictions	Redemption notice period
Value (a)	$ 894,433	-	Immediate	Up to 30 days if negative cash flow	None
Blend (b)	414,599	-	Immediate	Up to 30 days if negative cash flow	None
Retirement goal (c)	492,309	-	Immediate	Up to 30 days if negative cash flow	None
Fixed income (a)	349,655	-	Immediate	Up to 30 days if negative cash flow	None
Growth (a)	57,533	-	Immediate	Up to 30 days if negative cash flow	None
	$ 2,208,529	-			

(a) Value, fixed income and growth fund strategies seek to replicate the movements of an index of a specific financial market, such as the Russell 1000, 2000 and Mid Cap Index, regardless of market conditions.

(b) Blend fund strategies are to reflect the composition of the S&P 500 Index and MSCI Equity and to seek long-term capital appreciation.

(c) Retirement goal funds asset allocation strategy allows investors to remain in a single retirement goal fund through every life stage, using their own risk tolerance to help select the appropriate retirement goal fund. Each retirement goal fund's investment objective is to consistently outperform its custom benchmark over full market cycles. The custom benchmark is designed to evolve over time, in keeping with the investment time horizon remaining until expected target retirement date. There is no assurance the objective of the fund will be met.

(Continued)

(7) Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2012	December 31, 2011
Investments at fair value	$ 4,611,681	4,577,248
Notes receivable from participants	$ 103,484	44,074

	Years ended December 31, 2012	Years ended December 31, 2011
Investment income:		
Net appreciation in fair value of investments	$ 281,410	1,687
Interest on guaranteed income fund	57,398	65,374
	338,808	67,061
Interest income on notes receivable from participant	2,861	853
	$ 341,669	67,914

All information in the supplemental schedule Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) is presented solely upon those certifications.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

(8) Related-Party Transactions

Certain Plan investments were managed by Prudential Retirement Insurance and Annuity Company, the custodian, a wholly owned subsidiary of Prudential Financial. Prudential Bank & Trust Company, FSB, another wholly owned subsidiary of Prudential Financial, is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions under ERISA. Fees paid by the Plan for investment management services amounted to approximately $11,700 and $11,000 for the years ended December 31, 2012 and 2011, respectively, and are included within net appreciation in fair value of investments.

(Continued)

(9) Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

(10) Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes 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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 prior to 2009.

(11) 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 risks 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 statements of net assets available for benefits.

Schedule 1

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Plan No. 001

Employer Identification No. 15-0562460

Year ended December 31, 2012

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under voluntary fiduciary correction program (VFCP) and PTE 2002-51
Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
-	-	-	$ 12,061	-

See accompanying independent auditor's report.

THOMPSON & JOHNSON EQUIPMENT CO., INC.
PROFIT SHARING AND RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0562460

December 31, 2012

(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
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/REAMS Fund - 15,462 units	**	$ 372,837
*	Prudential Retirement Insurance and Annuity Company	JP Morgan Large Cap Growth Investment Fund - 4,937 units	**	67,646
*	Prudential Retirement Insurance and Annuity Company	Templeton Growth Strategy Fund - 300 units	**	16,381
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Integrity Fund - 6,394 units	**	95,582
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund - 1,057 units	**	99,938
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value/Kennedy Capital Fund - 676 units	**	14,487
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value/LSV Asset Management Fund - 13,131 units	**	257,153
*	Prudential Retirement Insurance and Annuity Company	Oakmark Equity & Income Strategy Fund - 15,773 units	**	637,716
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Emerald Fund - 346 units	**	3,209
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Westfield Capital Fund - 563 units	**	6,564
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal Income Fund - 78 units	**	1,278
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2010 Fund - 1,411 units	**	25,417
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2020 Fund - 3,348 units	**	64,929
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2030 Fund - 21,378 units	**	414,679
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2040 Fund - 5,365 units	**	102,699
*	Prudential Retirement Insurance and Annuity Company	Retirement Goal 2050 Fund - 946 units	**	12,668
*	Prudential Retirement Insurance and Annuity Company	International Blend/Pictet Asset Management Fund - 7,420 units	**	64,111
*	Prudential Retirement Insurance and Annuity Company	Large Cap Blend RCM Fund - 30,681 units	**	330,295
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund - 67,519 units	**	2,024,092
*	Notes receivable from participants	Three to five year loans bearing interest at 4.25%	-	103,484
				$ 4,715,165

* Party-in-interest as defined by ERISA
** Cost omitted for participant-directed investments

See accompanying independent auditor's report.