

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td>042</td> </tr> <tr> <td>1c Effective date of plan</td> <td>09/01/1963</td> </tr> </table>	1b Three-digit plan number (PN) ►	042	1c Effective date of plan	09/01/1963		
1b Three-digit plan number (PN) ►	042						
1c Effective date of plan	09/01/1963						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) FKI INDUSTRIES INC. 2077 CONVENTION CENTER CONCOURSE SUITE 175 COLLEGE PARK, GA 30337-4202	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td>06-0241470</td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td>404-941-2100</td> </tr> <tr> <td>2d Business code (see instructions)</td> <td>339900</td> </tr> </table>	2b Employer Identification Number (EIN)	06-0241470	2c Sponsor's telephone number	404-941-2100	2d Business code (see instructions)	339900
2b Employer Identification Number (EIN)	06-0241470						
2c Sponsor's telephone number	404-941-2100						
2d Business code (see instructions)	339900						

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.	10/13/2013	JAMES R. TYCZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address FKI BENEFITS ADMINISTRATION COMMITTEE		3b Administrator's EIN 06-1133337
		3c Administrator's telephone number 404-941-2100
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2089
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	1454
b Retired or separated participants receiving benefits.....	6b	46
c Other retired or separated participants entitled to future benefits.....	6c	460
d Subtotal. Add lines 6a , 6b , and 6c	6d	1960
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	8
f Total. Add lines 6d and 6e	6f	1968
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1930
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	20
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES	B Three-digit plan number (PN) ▶	042
C Plan sponsor's name as shown on line 2a of Form 5500 FKI INDUSTRIES INC.	D Employer Identification Number (EIN) 06-0241470	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

JANUS MUTUAL FUNDS 151 DETROIT STREET
DENVER, CO 80219-0668

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

PACIFIC INVESTMENT MGMT COMP 840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660-6397

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

STATE STREET GLOBAL ADVISORS ONE LINCOLN STREET
STATE STREET FINANCIAL CENTER
BOSTON, MA 02111

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

LORD ABBETT 90 HUDSON STREET
JERSEY CITY, NJ 07302

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

MORGAN STANLEY DEAN WITTER

1585 BROADWAY
NEW YORK, NY 10020

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

CRAMER ROSENTHAL MCGLYNN, LLC

520 MADISON AVENUE
20TH FLOOR
NEW YORK, NY 10022

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

FEDERATED INVESTORS

1001 LIBERTY AVE
PITTSBURGH, PA 15222-3779

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

HARBOR CAPITAL ADVISORS

111 S WACKER DR
34TH FL
CHICAGO, IL 60606

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

ARTISAN FUNDS

875 E WISCONSIN AVE
STE 800
MILWAUKEE, WI 53202

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

T ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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)

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	48380	Yes ☒ No ☐	Yes ☐ No ☒	207805	Yes ☐ No ☒

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

MERCER TRUST CO

INVESTORS WAY
NORWOOD, MA 02062

(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?
63	DEALER/BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	50633	Yes ☐ No ☒

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

CROWE HORWATH LLP

PO BOX 145415
CINCINNATI, OH 45250

(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?
10 50	ACCOUNTANT	5860	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
MERCER TRUST CO	63	50633
(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	DISTRIBUTION (12B-1) FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	21106
(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.
ARTISAN FUNDS 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	2380
(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.
CRAMER ROSENTHAL MCGLYNN, LLC 520 MADISON AVENUE 20TH FLOOR NEW YORK, NY 10022	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	4755
(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.
HARBOR CAPITAL ADVISORS 111 S WACKER DR 34TH FL CHICAGO, IL 60606	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	23744
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219-0668	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	21579
(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.
LORD ABBETT 90 HUDSON STREET JERSEY CITY, NJ 07302	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	7569
(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.
MORGAN STANLEY DEAN WITTER 1585 BROADWAY NEW YORK, NY 10020	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	25525
(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.
PACIFIC INVESTMENT MGMT COMP 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660-6397	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	4812
(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.
STATE STREET GLOBAL ADVISORS ONE LINCOLN STREET STATE STREET FINANCIAL CENTER BOSTON, MA 02111	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	92981
(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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202		RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	3041
(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071		RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(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.

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

A Name of plan <u>FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>042</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FKI INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>06-0241470</u>	

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: FKI 401K RET SVGS PL MASTER TRUST

b Name of sponsor of entity listed in (a): FKI INDUSTRIES INC.

c EIN-PN <u>06-0241470-062</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38269087</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX SECURITIES

b Name of sponsor of entity listed in (a): STATE STREET BANK TRUST COMPANY

c EIN-PN <u>04-0025081-066</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4255281</u>
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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)**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**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

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 FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES		B Three-digit plan number (PN) ► 042
C Plan sponsor's name as shown on line 2a of Form 5500 FKI INDUSTRIES INC.		D Employer Identification Number (EIN) 06-0241470

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)	34012	49041
(2) Participant contributions	1b(2)	92034	52295
(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)	2816865	2968824
(9) Value of interest in common/collective trusts.....	1c(9)	3706286	4255281
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	40043639	38269087
(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)	69447875	76361911
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	116140711	121956439

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	116140711	121956439
---	-----------	-----------	-----------

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)	2642047	
(B) Participants	2a(1)(B)	4201351	
(C) Others (including rollovers)	2a(1)(C)	118586	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6961984
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)	117188	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		117188
(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)	1945307	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1945307
(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)		591264
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		707190
(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)		8674953
c Other income.....	2c		20700
d Total income. Add all income amounts in column (b) and enter total.....	2d		19018586

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13176649	
(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)		13176649
f Corrective distributions (see instructions)	2f		45106
g Certain deemed distributions of participant loans (see instructions).....	2g		251650
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)	20945	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20945
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13494350

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5524236
l Transfers of assets:			
(1) To this plan.....	2l(1)		291492
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		335
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>042</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FKI INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>06-0241470</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-2020334</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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): _____

**FKI 401(k) RETIREMENT SAVINGS PLAN
FOR NON-UNION EMPLOYEES**
College Park, Georgia

FINANCIAL STATEMENTS
December 31, 2012 and 2011

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

To the Benefits Administration Committee
College Park, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the FKI 401(k) Retirement Savings Plan for Non-Union Employees, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

(Continued)

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 and for the year then ended are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes 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.

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

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

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
October 11, 2013

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value		
Plan interest in Master Trust (Notes 6, 7, and 8)	\$ 38,269,087	\$ 40,043,639
Other Investments (Notes 1, 4, 5, and 6)	<u>80,617,192</u>	<u>73,154,161</u>
Total investments	118,886,279	113,197,800
 Notes receivable from participants	 2,968,824	 2,816,865
 Participant contributions receivable	 52,295	 92,034
Employer contributions receivable	<u>49,041</u>	<u>34,012</u>
 Total assets and net assets, reflecting all investments at fair value	 121,956,439	 116,140,711
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	 <u>(1,075,587)</u>	 <u>(1,225,775)</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 120,880,852</u>	 <u>\$ 114,914,936</u>

See accompanying notes to financial statements.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2012

Additions to net assets attributed to:

Interest and dividends from investments	\$ 1,945,307
Interest from notes receivable from participants	117,188
Net investment gain from Master Trust	870,509
Net appreciation in fair value of other investments	9,273,786
Participant contributions	4,201,351
Rollover contributions	118,586
Employer contributions	<u>2,642,047</u>
Total additions	19,168,774

Deductions from net assets attributed to:

Benefits paid to participants	13,473,405
Administrative expenses	<u>20,945</u>
Total deductions	<u>13,494,350</u>

Net increase prior to plan transfer 5,674,424

Plan transfer from Generator Motor Services of PA 401(k) Plan 291,492

Net increase 5,965,916

Net assets available for benefits

Beginning of year	<u>114,914,936</u>
End of year	<u><u>\$ 120,880,852</u></u>

See accompanying notes to financial statements.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - PLAN DESCRIPTION

The following brief description of the FKI 401(k) Retirement Savings Plan for Non-Union Employees (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General: The Plan is a defined contribution plan subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan covers all employees of FKI Industries Inc. ("FKI", "Company", or the "Sponsor") and certain affiliated companies (collectively the "Employer") not covered by a collective bargaining agreement. Full-time and part-time employees are eligible to participate in the Plan as of the later of their age 21 or their date of hire. Subsequent to year-end, effective September 30, 2013, the Company transferred its sponsorship of the Plan to Melrose North America, Inc.

In connection with the acquisition of Generator and Motor Services of Pennsylvania, LLC on June 1, 2012, the Plan was amended to provide for the merger of the net assets of the Generator and Motor Services of Pennsylvania 401(k) Plan into the Plan.

The Benefits Administration Committee (the "Committee") is responsible for the administration of the Plan and Mercer Trust Company is the trustee ("Trustee") of the Plan.

Contributions: Participants may contribute, through payroll deductions, up to 75% of their pre-tax compensation and up to 17% of their after-tax compensation. Upon eligibility of the participant, the Employer may make a discretionary matching contribution up to 50% of the participant's first 11% contributed. Participant contributions may not exceed \$17,000 in 2012 and \$16,500 in 2011. A participant who attains age 50 before the end of the Plan year may make additional catch-up contributions, as defined by the Plan. Catch-up contributions may not exceed \$5,500 in 2012 and 2011.

An Employer discretionary contribution equal to 3% of eligible compensation will be made in addition to any Employer matching contributions for employees under the Brush Turbogenerators Inc., FKI Industries Inc., Truth Hardware Corporation, Marelli USA, Inc. and Generator Motor Services of Pennsylvania, LLC covered units. The discretionary contribution is available to participants irrespective if they have or have not elected to make participant contributions to the Plan.

An Employer contribution equal to 4½% of eligible compensation is made in addition to any Employer matching contributions for employees under the Bridon American Corporation covered unit. The Employer contribution is available to participants irrespective if they have or have not elected to make participant contributions to the Plan.

Subsequent to year-end, effective July 3, 2013 on account of the sale of Truth Hardware Corporation ("Truth"), Truth ceased to be an affiliated of the Company, and its employees who were participants in the Plan ceased to be eligible employees of the Plan. Each participant who was actively employed by Truth became 100% vested effective July 3, 2013.

Subsequent to year-end, effective July 31, 2013 on account of the sale of Marelli USA, Inc. ("Marelli"), Marelli ceased to be an affiliate of the Company, and its employees who were participants in the Plan ceased to be eligible employees of the Plan. Each participant who was actively employed by Marelli became 100% vested effective July 31, 2013.

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - PLAN DESCRIPTION (Continued)

Investment Options: Participants may direct their contributions, as well as Employer contributions, among any of the Plan's available investment options.

FKI Industries Inc. Master Trust: A portion of the Plan's investments are in the FKI 401(k) Retirement Savings Plans Master Trust ("Master Trust") which was established for the investment of assets of the Plan and two other defined contribution plans, one sponsored by the Company and one sponsored by an affiliated company, The Crosby Group LLC. The net assets of the Master Trust are held by Mercer Trust Company ("Trustee"). At December 31, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was approximately 72.9% and 72.6%, respectively. Each participating plan's interest in the net assets of the Master Trust is based upon the value of the Plan's interest in the net assets of the Master Trust as of the beginning of the year, plus actual contributions and allocated investment income, less actual distributions and actual and allocated expenses.

Net investment income of the Master Trust is allocated to the individual plans based upon their interest in each of the underlying participant-directed investments.

Participant Accounts: Each participant's account is credited with the participant's qualifying rollover contributions, the participant's contributions, the Company's contributions and allocations of Plan earnings. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting: Participants are always 100% vested in their voluntary contributions and Company discretionary contributions plus earnings thereon. A participant becomes 100% vested in Employer matching contributions after three years of service.

Participant Forfeitures: Forfeitures related to non-vested Company contributions are used to reduce future Company contributions to the Plan. In 2012, \$41,801 in forfeitures were used to offset employer contributions. In 2011, \$183,684 in forfeitures were used to offset employer contributions. As of December 31, 2012 and 2011, unused forfeitures totaled \$213,289 and \$100,505, respectively.

Benefits: On termination of service, a participant may elect to receive a lump sum amount equal to the value of his or her account. In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available distributions prior to requesting a hardship withdrawal.

In the event a participant becomes eligible for distribution in accordance with Article 11 of the Plan agreement, and if the value of a participant's vested interest (determined under Section 11.6 of the Plan agreement) does not exceed \$5,000, the method of distributions as to that Participant shall be a single cash payment of the full amount payable. Such amount shall be distributed in accordance with the Plan.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates that are commensurate with the prevailing interest rates charged on similar loans. Principal and interest are paid through payroll deductions.

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Administrative and Investment Management Expenses: The Plan's administrative and investment management expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Investment management fees pertaining to Plan specific investments and allocations from master trust are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan. All other administrative expenses of the Plan are paid by the Company on behalf of the Plan.

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's and Master Trust's investments are reported at fair value as further described in Notes 5 and 6. 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefit Payments: Benefits are recorded when paid.

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statements of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statements of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Master trust holds a direct interest in a fully benefit-responsive contract. The Plan holds an interest in such contracts through its interest in the Master Trust.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates. It is at least reasonably possible that a significant change may occur in the near term in the estimated fair value of the Plan's and Master Trust's investments.

Risks and Uncertainties: The Plan and Master Trust hold various investments, which are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments 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.

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 - RIGHTS UPON 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 employer contributions and earnings thereon.

NOTE 4 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS

Substantially all information pertaining to the Plan's investments included in the financial statements, including the associated investment income (loss) was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Mercer Trust Company, the Trustee of the Plan. This information has not been audited by independent accountants.

Investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	<u>2012</u>	<u>2011</u>
PIMCO Total Return Fund	\$ 11,223,682	\$ 9,138,417
The Growth Fund of America	14,267,319	13,058,022
Janus Overseas Fund Class S	-	5,201,720
Lord Abbett Small Cap Value Fund	5,182,929*	5,375,173
Artisan Mid Cap Fund	5,205,596*	5,056,587
American Funds New Perspective	5,539,385*	4,911,974*
T. Rowe Price Equity Income Advisor Fund	10,934,935	10,213,456
Plan's Interest in Master Trust	38,269,087	40,043,639

* Represents less than 5% of net assets available for benefits but included for comparative purposes.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), excluding the Plan's allocation of the Master Trust assets, appreciated in value by \$9,273,786 as follows:

	<u>Year ended December 31, 2012</u>
Collective trust	\$ 591,264
Mutual Funds	<u>8,682,522</u>
Net appreciation	<u>\$ 9,273,786</u>

The Plan earned dividend and interest income, excluding the Plan's allocation of the Master Trust assets, during 2012 in the amount of \$1,945,307.

(Continued)

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan and the Master Trust for an asset or paid by the Plan and the Master Trust to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's and the Master Trust's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan and the Master Trust has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's and the Master Trust's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan and those held as underlying investments of the Master Trust.

Plan Interest in Master Trust: The fair value of the Plan's interest in the Master Trust reflects the Plan's interest in the fair value of the underlying net assets of the Master Trust.

Valuation of Other Financial Instruments: The carrying values of the Plan's receivables as of December 31, 2012 and 2011 approximate fair value.

Mutual Funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Collective Trusts: The fair values of participation units held in collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs).

The S&P 500 Flagship fund is held directly by the Plan and had a fair market value of \$4,255,281 and \$3,706,286 at December 31, 2012 and 2011, respectively. The investment objective of the S&P 500 Flagship fund, issued by the State Street Bank and Trust Company, is to mimic the long-term market performance of the S&P 500 index while providing participants the ability to purchase and redeem units on an "as of" basis. Underlying investments of the collective trusts include, but are not limited to, domestic equities, government issues, collective investment funds, and futures contracts. The investments provide for redemptions every business day and have redemption prices that are determined by the fund's net asset value per unit. The investments may be valued as of the next succeeding valuation date or another date as the fund manager, State Street Bank and Trust, deems appropriate.

(Continued)

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

The Wells Fargo Stable Return Fund is held as an investment in the Master Trust and had a fair market value of \$9,153,229 and \$8,993,822 at December 31, 2012 and 2011, respectively. The fair values of participation units in the Wells Fargo Stable Return Fund, a stable value collective trust fund which is unitized fund managed by Wells Fargo, are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (Level 2 inputs). The stable value fund invests in synthetic guaranteed investment contracts, which are comprised of collective trust and U.S. Treasury Bonds with the objective of providing a high level of return that is consistent with also providing stability of investment return, a preservation of capital and liquidity to pay plan benefits of its retirement plan investors. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. The Plan holds an indirect interest in this fund through its investment in the Master Trust.

The Prudential Core Conservative Intermediate Bond Fund is also held as an investment in the Master Trust and had a fair market value of \$14,648,742 and \$14,140,915 at December 31, 2012 and 2011, respectively. The fair values of participation units in the Prudential Core Conservative Intermediate Bond Fund, a stable value collective trust fund which is unitized fund managed by Prudential Insurance Company of America, are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (Level 2 inputs). The stable value fund invests in various bonds including agency bonds, U.S. Government securities and Corporate Bonds. The fund objective is to outperform the Barclays Capital U.S. Intermediate Aggregate Bond Index (benchmark) by 25 bps over a full market cycle (3-5 years). The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. The Plan holds an indirect interest in this fund through its investment in the Master Trust.

Short-Term investments: Short-term investments largely consisted of a money market fund, the fair value of which is based on the net asset value reported by the manager of the fund and supported by the unit prices of actual purchase and sale transactions (Level 2 inputs). The money market fund is designed to provide safety of principal, daily liquidity, and a competitive yield by investing in high quality money market instruments. The investment objective of the money market fund is to provide the highest possible level of current income while still maintaining liquidity and preserving capital.

Investment contracts: The fair value of traditional guaranteed investment contracts ("GICs") is calculated using the income approach by using observable inputs (Level 2) included in the investment manager's, Fiduciary Capital Management Inc.'s (FCM) Weekly bullet rate desk that is published in Barron's. The issuer prices are indicative of current market levels and yield curves. The investment manager uses a present value calculation to determine the fair value which is based off of the rates from FCM's weekly bullet rate desk. The fair value of synthetic guaranteed investment contracts ("Synthetic GICs") is calculated using the market approach based on the net asset values of the underlying collective trusts of the Synthetic GIC (Level 2 inputs).

Wrapper Contracts: Fair values of wrapper contracts associated with synthetic investment contracts are determined through matrix pricing models incorporating inputs for comparable contract size, duration, cash flows, the credit quality of the underlying portfolio and other terms (Level 2 inputs).

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

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

Plan investments measured at fair value on a recurring basis, other than its interest in the net assets of the Master Trust, are summarized below.

Fair Value Measurements at December 31, 2012 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments (other than Plan's interest in Master Trust):			
Mutual funds			
U.S. Small-cap	\$ 7,330,681	\$ -	\$ -
U.S. Mid-cap	7,532,706	-	-
U.S. Large-cap	25,202,254	-	-
Life cycle	12,974,337	-	-
International	11,423,264	-	-
Income	11,898,669	-	-
Collective trusts	-	4,255,281	-
Total investments	<u>\$76,361,911</u>	<u>\$ 4,255,281</u>	<u>\$ -</u>

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Plan investments measured at fair value on a recurring basis, including its interest in the net assets of the Master Trust as of December 31, 2011, are summarized below.

Fair Value Measurements at December 31, 2011 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments (other than Plan's interest in Master Trust):			
Mutual funds			
U.S. Small-cap	\$ 7,301,075	\$ -	\$ -
U.S. Mid-cap	7,435,220	-	-
U.S. Large-cap	23,271,478	-	-
Life cycle	10,386,171	-	-
International	11,467,607	-	-
Income	9,586,324	-	-
Collective trusts	-	3,706,286	-
Total investments	<u>\$69,447,875</u>	<u>\$ 3,706,286</u>	<u>\$ -</u>

NOTE 6 - MASTER TRUST (UNAUDITED)

A summary of the net assets of the Master Trust is as follows at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Guaranteed investment contracts	\$ 25,836,580	\$ 29,552,555
Synthetic GIC		
Collective Trusts	23,801,971	23,134,737
Wrapper	47,069	46,161
Short-term investments	<u>2,838,518</u>	<u>2,405,144</u>
Investments, at fair value	52,524,138	55,138,597
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,473,865)</u>	<u>(1,687,847)</u>
Net assets	<u>\$ 51,050,273</u>	<u>\$ 53,450,750</u>

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 - MASTER TRUST (UNAUDITED) – (Continued)

The net investment gain (loss) for the Master Trust for the year ended December 31, 2012 is as follows:

Investment income:	
Interest and dividends on investment contracts	\$ 1,205,307
Net investment income	<u>\$ 1,205,307</u>

Assets and liabilities of the Master Trust as of December 31, 2012 and 2011 that are measured at fair value on a recurring basis are summarized below:

Fair Value Measurements at December 31, 2012, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:			
Guaranteed investment Contracts	\$ -	\$ 25,836,580	\$ -
Synthetic GIC			
Collective trusts - bond funds	-	23,801,971	-
Wrapper	-	47,069	-
Short-term investments	<u>-</u>	<u>2,838,518</u>	<u>-</u>
Investments, at fair value	<u>\$ -</u>	<u>\$ 52,524,138</u>	<u>\$ -</u>

Fair Value Measurements at December 31, 2011, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:			
Guaranteed investment contracts`	\$ -	\$ 29,552,555	\$ -
Synthetic GIC			
Collective trusts - bond funds	-	23,134,737	-
Wrapper	-	46,161	-
Short-term investments	<u>-</u>	<u>2,405,144</u>	<u>-</u>
Investments, at fair value	<u>\$ -</u>	<u>\$ 55,138,597</u>	<u>\$ -</u>

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 7 - INVESTMENT CONTRACTS HELD BY MASTER TRUST

The Master Trust holds investments in fully benefit-responsive Guaranteed Investment Contracts ("GICs") as part of the Pooled Interest Contract Fund investment option. The Master Trust invests in both traditional and synthetic GICs.

The traditional GICs are credited with contractually stated net interest earnings and charged for participant withdrawals and administrative expenses. The issuers of the GICs are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As the GICs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the assets available for benefits attributable to the GICs. Contract value, as reported to the Master Trust by the Trustee, 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. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is agreed upon at contract inception, as defined in the contract agreement, but cannot be less than 0%. Such interest rate is guaranteed for the life of the contract.

The Master Trust invests in two synthetic guaranteed investment contracts. Each synthetic guaranteed investment contract is an agreement under which the Master Trust purchased debt obligations and then entered into a contract with a financial institution to provide for liquidity and an adjustable rate of return thereon (a "wrapper") which, when taken together with the underlying securities, generally results in a guaranteed return of principal and accrued interest. The crediting interest rate is based on a formula agreed upon with the issuer.

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

Average Yields	<u>2012</u>	<u>2011</u>
Based on contract earnings	2.79%	2.83%
Based on interest rate credited to participants	2.56%	2.59%

The accompanying financial statements reflect the Plan's share of the fair value of the assets of the Master Trust.

(Continued)

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Trustee and recordkeeping fees paid by the Plan qualify as parties in interest transactions. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan or Master Trust. Some administrative expenses of the Plan and Master Trust are paid directly by the Company. Notes receivable from participants are also party-in-interest transactions to the Plan.

NOTE 9 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated April 28, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, Plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011, to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 120,880,852	\$ 114,914,936
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>1,075,587</u>	<u>1,225,775</u>
Net assets per the Form 5500	<u>\$ 121,956,439</u>	<u>\$ 116,140,711</u>

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2012, per the financial statements to the net income reported in the 2012 Form 5500:

Net increase prior to plan transfer	\$ 5,674,424
Change in excess of contract value over estimated fair value of investment in Master Trust	<u>(150,188)</u>
Net income per the Form 5500	<u>\$ 5,524,236</u>

NOTE 11 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 11, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Year ended December 31, 2012

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	-	\$367	-	-

See Independent Auditor's Report

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan Sponsor: FKI Industries Inc.
Employer Identification Number: 06-0241470
Plan Number: 042

(a)	(b) Identity of Issuer, 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
		<u>Mutual Funds:</u>		
	CRM Funds	Mid Cap Value Fund		\$ 2,327,110
	American Funds	New Perspective Fund		5,539,385
	Morgan Stanley Institutional Fund	Small Company Fund		2,147,752
	Artisan Funds, Inc.	Mid Cap Fund		5,205,596
	T. Rowe Price	Equity Income Advisor Fund		10,934,935
	American Funds	The Growth Fund of America		14,267,319
	PIMCO Funds	Total Return Fund		11,223,682
	Janus Capital Group	Overseas Fund Class S		
	Lord Abbett & Co. LLC	Small Cap Value Fund		5,182,929
	Harbor Funds	International Fund		5,883,879
	Federated Funds	U.S. Treasury Cash Reserves Fund		674,987
	T. Rowe Price	Retirement Income		432,336
	T. Rowe Price	Retirement 2005		110,279
	T. Rowe Price	Retirement 2010		882,980
	T. Rowe Price	Retirement 2015		2,411,679
	T. Rowe Price	Retirement 2020		2,629,348
	T. Rowe Price	Retirement 2025		2,124,526
	T. Rowe Price	Retirement 2030		1,252,596
	T. Rowe Price	Retirement 2035		1,620,849
	T. Rowe Price	Retirement 2040		634,937
	T. Rowe Price	Retirement 2045		579,789
	T. Rowe Price	Retirement 2050		226,027
	T. Rowe Price	Retirement 2055		68,991
				<u>76,361,911</u>
		<u>Common Collective Trusts:</u>		
	State Street Bank and Trust Company	State Street Global Advisors S&P 500 Flagship Fund		4,255,281
		<u>Notes Receivable to Participants:</u>		
*	Participant Accounts	Interest rate ranges from 4.25% to 8.75%. maturities are through 2025		<u>2,968,824</u>
		Total investments		<u>\$ 83,586,016</u>

* Denotes party-in-interest

**The "Cost" column is not presented because all of the Plan's investment options are participant directed.

See Independent Auditor's Report

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	THE GROWTH FUND OF AMERICA	MUTUAL FUND		14,267,319
	CRM MID CAP VALUE	MUTUAL FUND		2,327,110
	HARBOR INTERNATIONAL	MUTUAL FUND		5,883,879
	AMERICAN FUNDS NEW PERSPECTIVE	MUTUAL FUND		5,539,385
	ARTISAN MID CAP FUND	MUTUAL FUND		5,205,596
	T.ROWE PRICE EQUITY INCOME	MUTUAL FUND		10,934,935
	PIMCO TOTAL RETURN FUND	MUTUAL FUND		11,223,682

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	SSGA S & P 500 INDEX SECURITIES	COMMON/COLLECTIVE TRUST		4,255,281
	MORGAN STANLEY DEAN WITTER	MUTUAL FUND		2,147,752
	LORD ABBETT SMALL CAP VALUE	MUTUAL FUND		5,182,929
	T.ROWE PRICE RETIREMENT	MUTUAL FUND		432,336
	T.ROWE PRICE RETIREMENT 2005	MUTUAL FUND		110,279
	T.ROWE PRICE RETIREMENT 2010	MUTUAL FUND		882,980
	T.ROWE PRICE RETIREMENT 2015	MUTUAL FUND		2,411,679

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	T.ROWE PRICE RETIREMENT 2020	MUTUAL FUND		2,629,348
	T.ROWE PRICE RETIREMENT 2025	MUTUAL FUND		2,124,526
	T.ROWE PRICE RETIREMENT 2030	MUTUAL FUND		1,252,596
	T.ROWE PRICE RETIREMENT 2035	MUTUAL FUND		1,620,849
	T.ROWE PRICE RETIREMENT 2040	MUTUAL FUND		634,937
	T.ROWE PRICE RETIREMENT 2045	MUTUAL FUND		579,789
	T.ROWE PRICE RETIREMENT 2050	MUTUAL FUND		226,026

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	T. ROWE PRICE RETIREMENT 2055	MUTUAL FUND		68,991
	FEDERATED U.S. TREASURY CASH	MUTUAL FUND		674,988
	FKI 401K RET SVGS PL MASTER TRUST	MASTER TRUST		37,208,313
	LOAN FUND	PARTICIPANT LOANS		2,717,174

Attachment to 2012 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	0	335	0	0