# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
MID AMERICA OVERSEAS INC 401(K) PROFIT SHARING PLAN & TRUST

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2002

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

MID-AMERICA OVERSEAS, INC.

333 PIERCE RD SUITE 400
ITASCA, IL 60143

**2b** Employer Identification Number (EIN)
36-2888270

**2c** Sponsor's telephone number
630-285-9083

**2d** Business code (see instructions)
485990

**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. | 10/14/2013 | MID-AMERICA OVERSEAS, INC. |
| | **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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** | Administrator's EIN |
| | | **3c** | Administrator's telephone number |
| **4** | If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** | EIN |
| **a** | Sponsor's name | **4c** | PN |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 206 |
| **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** | 194 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 24 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 218 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 218 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 161 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 5 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | 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)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **R** (Retirement Plan Information) |
| **(2)** | [ ] | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | [ ] | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | | |
|---|---|---|---|
| **(1)** | [X] | | **H** (Financial Information) |
| **(2)** | [ ] | | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | 0 | **A** (Insurance Information) |
| **(4)** | [ ] | | **C** (Service Provider Information) |
| **(5)** | [ ] | | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | | **G** (Financial Transaction Schedules) |

# 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
MID AMERICA OVERSEAS INC 401(K) PROFIT SHARING PLAN & TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MID-AMERICA OVERSEAS, INC.

**D** Employer Identification Number (EIN)
36-2888270

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(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) | 188324 | 200614 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 6659469 | 8035198 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 6847793 | 8235812 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 6847793 | 8235812 |

## 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) | 86446 | |
| **(B)** Participants | 2a(1)(B) | 703878 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 262003 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1052327 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 711 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 8357 | |
| **(F)** Other | 2b(1)(F) | 0 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 9068 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 0 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 146348 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 146348 |
| **(3)** Rents | 2b(3) | | 0 |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| **(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) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(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) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 548527 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1756270 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 367148 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 367148 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 0 | |
| (3) Investment advisory and management fees | 2i(3) | 0 | |
| (4) Other | 2i(4) | 1103 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 1103 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 368251 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1388019 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: CRAY, KAISER LTD. **(2)** EIN: 36-2746886

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

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

## Part IV Compliance Questions

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

During the plan year:

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

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

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

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

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
MID AMERICA OVERSEAS INC 401(K) PROFIT SHARING PLAN & TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MID-AMERICA OVERSEAS, INC.

**D** Employer Identification Number (EIN)
36-2888270

## Part I Distributions

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

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

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

EIN(s): 16-1470238

**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** 0

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

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

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

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

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

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a** 0

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b** 0

**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** 0

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# MID-AMERICA OVERSEAS, INC.
# RETIREMENT PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012

**MID-AMERICA OVERSEAS, INC.**
**RETIREMENT PLAN**

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Schedule 1 - Schedule of Assets (Held at End of Year) as of December 31, 2012

# CRAY, KAISER LTD.

## Independent Auditors' Report

Plan Administrator
Mid-America Overseas, Inc. Retirement Plan
Itasca, Illinois

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Mid-America Overseas, Inc. Retirement Plan, which comprise the statement 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

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

### Auditors' Responsibility

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

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Mid Atlantic Trust Company and DWS Trust Company, the trustees of the plan at December 31, 2012 and 2011, respectively, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Mid Atlantic Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2012, and for the period from May 1, 2012 to December 31, 2012, and that DWS Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2011, and for the period from January 1, 2012, to April 30, 2012. The plan administrator has obtained certifications from the trustees 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 trustees is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule of Assets (Held at End of Year) - December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Respectfully submitted,

Cray, Kaiser Ltd.

CRAY, KAISER LTD.
Certified Public Accountants

Oakbrook Terrace, Illinois
October 10, 2013

**EXHIBIT A**

# MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN
## STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
## DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|---|---|---|
| ASSETS: | | |
| Investments at fair value: | | |
| Mutual funds | $ 8,035,198 | $ 6,659,469 |
| Receivables: | | |
| Notes receivable from participants | $ 200,614 | $ 188,324 |
| Employer contributions | 85,975 | 85,452 |
| Employee contributions | -0- | 23,772 |
| Total Receivables | $ 286,589 | $ 297,548 |
| | $ 8,321,787 | $ 6,957,017 |
| LIABILITIES: | | |
| Excess contributions payable | 8,009 | -0- |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 8,313,778 | $ 6,957,017 |

The accompanying notes are an integral part of the financial statements.

**EXHIBIT B**

# MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## FOR THE YEAR ENDED DECEMBER 31, 2012

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Interest and dividends | $ | 147,059 |
| Net realized and unrealized appreciation in fair value of investments | | 540,936 |
| Other income | | 7,591 |
| Interest on participant loans | | 8,357 |
| | $ | 703,943 |
| Contributions: | | |
| Employer | $ | 86,969 |
| Participants | | 680,106 |
| Other | | 262,003 |
| | $ | 1,029,078 |
| Total Additions | $ | 1,733,021 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Distributions to participants | $ | 375,157 |
| Administrative expenses | | 1,103 |
| Total Deductions | $ | 376,260 |
| NET INCREASE | $ | 1,356,761 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of Year | | 6,957,017 |
| End of Year | $ | 8,313,778 |

The accompanying notes are an integral part of the financial statements.

**MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN**
**NOTES TO THE FINANCIAL STATEMENTS**
**DECEMBER 31, 2012**

## NOTE 1 - DESCRIPTION OF THE PLAN

The following is a brief description of the Mid-America Overseas, Inc. Retirement Plan (the Plan) which is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan covering employees of Mid-America Overseas, Inc. (the Company) who have one month of service or are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Contributions

The Plan is funded by participants' contributions and discretionary matching contributions by the Company. Participants may contribute up to 50% of their pre-tax annual compensation up to the maximum allowable limits of Code Section 401(k). Participants may also contribute amounts representing distributions from other qualified plans. During the year ended December 31, 2012, the Company matched each eligible participant's contributions at a rate of 25% on the first 5% of a participant's compensation.

### Participant Accounts

Each participant's self-directed 401(k) account is credited with the participant's contributions, earnings on the participant's contributions, and charged with plan expenses. The participant has a separate self-directed 401(k) account for employer matching contributions which consists of the Company's contributions, earnings on the Company's contributions, and is charged with plan expenses.

### Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

### Description of Investment Options

At December 31, 2012 and 2011, the Plan's assets were held in trusts administered by Mid Atlantic Trust Company and DWS Trust Company, respectively. Participants elected to have their account contributions invested in one or a combination of investment options provided by the Plan. The investment options were various mutual funds as selected by the plan administrator.

### Payment of Benefits and Distributions

Participation in the Plan terminates upon disability or death, retirement, or termination of employment with the Company. A participant may receive distribution of his or her vested interest in the Plan in the form of a lump-sum payment or in substantially equal installments over a period determined by the plan administrator within the limits specified in the Plan.

## NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

### Notes Receivable from Participants

The Plan contains provisions which allow for loans to participants, subject to certain restrictions. The minimum loan amount is $1,000, and the maximum is the lesser of one half of the vested balance or $50,000 reduced by the highest outstanding loan balance in the account during the prior 12 month period. Up to 50 percent of the vested balance may be used as collateral for a loan. Participants may only have one outstanding loan at a time. These loans, which have a maximum term of five years (longer, if used to acquire a participant's principal residence), are to be repaid through regular payroll withholdings. The interest rate charged for loans from the Plan is established by the Plan Administrator.

### Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,767 and $995, respectively. These forfeitures may be used to pay administrative expenses or to reduce employer contributions.

### Administrative Expenses

Significant administrative expenses have been paid by the Company.

### 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 will become 100 percent vested in their accounts.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

### Administration

The Plan is administered by the Plan Administrator.

### Basis of Accounting

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

### Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

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

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

Use of Estimates

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

Subsequent Events

The Plan has evaluated events which occurred after the date of the statement of net assets available for benefits through the date the financial statements were available to be issued of October 10, 2013.

## NOTE 3 - INVESTMENTS

The financial information relating to the Plan's investments is included in the accompanying financial statements based on information provided by the trustees. Mid Atlantic Trust Company and DWS Trust Company were the trustees of the Plan's investments at December 31, 2012 and 2011, respectively. All investments are participant directed utilizing the investment options provided by the Plan. The following investments represent more than 5% of the Plan's net assets at December 31, 2012 and 2011.

| | 2012 | 2011 |
|---|---|---|
| Mutual Funds - | | |
| PIMCO - Total Return Fund | $ N/A | $ 620,133 |
| Dreyfus - Bond Market Index Fund | N/A | 426,322 |
| DWS - Lifecompass 2020 Fund | N/A | 1,061,483 |
| DWS - Lifecompass 2030 Fund | N/A | 571,074 |
| DWS - Lifecompass Retirement Fund | N/A | 795,713 |
| DWS - US Treasury Money Fund | N/A | 1,381,663 |
| Vanguard Prime Money Market | 2,575,874 | N/A |
| Vanguard Target Retirement 2015 | 522,776 | N/A |
| Vanguard Target Retirement 2020 | 1,206,332 | N/A |
| Vanguard Target Retirement 2030 | 503,070 | N/A |
| Vanguard Target Retirement 2040 | 420,328 | N/A |
| Vanguard Total Bond Index | 920,908 | N/A |
| Mutual funds less than 5% of net plan assets | 1,885,910 | 1,803,081 |
| Total | $ 8,035,198 | $ 6,659,469 |

## NOTE 3 - INVESTMENTS (Continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) by $540,936 as follows:

| | |
|---|---|
| Mutual funds | $ 540,936 |

## NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mid Atlantic Trust Company and DWS Trust Company, the trustees at December 31, 2012 and 2011, respectively, had certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate at December 31, 2012 and 2011:

| | 2012 | 2011 |
|---|---|---|
| Investments, at fair value: | | |
| Mutual funds | $ 8,035,198 | $ 6,659,469 |

The trustee also certified to the completeness and accuracy of $540,936 of net realized and unrealized appreciation in fair value of investments and $147,059 in interest and dividend investment income related to the aforementioned investments for the year ended December 31, 2012.

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

## NOTE 5 - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

**NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)**

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

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

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

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

*Mutual funds:* Valued at the quoted net asset value ('NAV') of shares held by the plan at year end.

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

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

| | Fair Value Measurements at December 31, 2012 | | | |
|---|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs | |
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Conservative funds | $ 2,575,874 | $ -0- | $ -0- | $ 2,575,874 |
| Growth funds | 1,461,601 | -0- | -0- | 1,461,601 |
| Growth & income funds | 2,794,400 | -0- | -0- | 2,794,400 |
| Income funds | 1,203,323 | -0- | -0- | 1,203,323 |
| Total mutual funds | $ 8,035,198 | $ -0- | $ -0- | $ 8,035,198 |
| Total assets at fair value | $ 8,035,198 | $ -0- | $ -0- | $ 8,035,198 |

## NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

| | Fair Value Measurements at December 31, 2011 | | | |
|---|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs | |
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Aggressive growth funds | $ 445,556 | $ -0- | $ -0- | $ 445,556 |
| Income funds | 2,576,271 | -0- | -0- | 2,576,271 |
| Growth & income funds | 2,992,902 | -0- | -0- | 2,992,902 |
| Growth funds | 644,740 | -0- | -0- | 644,740 |
| Total mutual funds | $ 6,659,469 | $ -0- | $ -0- | $ 6,659,469 |
| Total assets at fair value | $ 6,659,469 | $ -0- | $ -0- | $ 6,659,469 |

## NOTE 6 - TAX STATUS

The Plan is considered a prototype 401(k) Plan. The Internal Revenue Service ruled on March 31, 2008, that the Plan qualifies under section 401 (a) of the Internal Revenue Code (IRC), and is therefore not subject to tax under the present income tax law. An amendment to the Plan was adopted on January 1, 2011, to comply with Internal Revenue Code changes. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

## NOTE 7 - RISKS AND UNCERTAINTIES

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

## NOTE 8 - EXCESS CONTRIBUTIONS PAYABLE

The Plan failed the discrimination test for the year ended December 31, 2012, but passed the discrimination test for the year ended December 31, 2011. Excess participant contributions amounting to $8,009 and $-0- at December 31, 2012 and 2011, respectively, are recorded as a liability in the accompanying statement of net assets available for benefits and as an increase of distributions to participants for the year ended December 31, 2012.

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 8,313,778 | $ 6,957,017 |
| Employer contributions recorded as receivable on the December 31, 2012 and 2011 financial statements | (85,975) | (85,452) |
| Employee contributions recorded as receivable on the December 31, 2012 and 2011 financial statements | -0- | (23,772) |
| Excess contributions payable recorded as liability on the December 31, 2012 and 2011 financial statements | 8,009 | -0- |
| Net assets available for benefits per Form 5500 | $ 8,235,812 | $ 6,847,793 |

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

| | |
|---|---|
| Contributions per the financial statements | $ 1,029,078 |
| Add: Amounts recorded as employer contributions receivable at December 31, 2011 | 85,452 |
| Add: Amounts recorded as employee contributions receivable at December 31, 2011 | 23,772 |
| Less: Amounts recorded as employer contributions receivable at December 31, 2012 | (85,975) |
| Total contributions per Form 5500 | $ 1,052,327 |

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

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

| | | |
|---|---|---|
| Distributions to participants per the financial statements | $ | 375,157 |
| Less: Amounts recorded as excess contributions payable at December 31, 2012 | | (8,009) |
| Total distributions to participants per Form 5500 | $ | 367,148 |

**SCHEDULE 1**

**MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN**
**FEIN 36-2888270, PLAN 001**
**SUPPORTING SCHEDULE - FORM 5500**
**SCHEDULE H - PART IV - LINE 4i**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**AS OF DECEMBER 31, 2012**

| (a) | (b) ( c ) IDENTITY OF ISSUE AND DESCRIPTION OF INVESTMENT | (e) CURRENT VALUE* |
|---|---|---|
| | Mutual Funds - | |
| | Conservative Funds | |
| | Vanguard Prime Money Market | $ 2,575,874 |
| | Growth Funds | |
| | American Funds - Capital World Growth & Income | $ 81,027 |
| | Fidelity Advisor Industrials | 11,992 |
| | Vanguard Growth Index | 37,716 |
| | Vanguard Small Cap Value | 44,954 |
| | Perkins Mid Cap Value | 73,774 |
| | Vanguard Windsor II | 103,187 |
| | Vanguard Mid Cap Index | 105,333 |
| | Franklin Utilities | 179,022 |
| | T. Rowe Price Growth Stock | 180,952 |
| | Vanguard Total International Stock Index | 196,120 |
| | Victory Diversified Stock | 2,720 |
| | T. Rowe Price New Horizons | 210,156 |
| | Vanguard 500 Index | 234,648 |
| | Total Growth Funds | $ 1,461,601 |
| | Growth & Income Funds | |
| | Vanguard Target Retirement Income | $ 141,894 |
| | Vanguard Target Retirement 2015 | 522,776 |
| | Vanguard Target Retirement 2020 | 1,206,332 |
| | Vanguard Target Retirement 2030 | 503,070 |
| | Vanguard Target Retirement 2040 | 420,328 |
| | Total Growth & Income Funds | $ 2,794,400 |
| | Income Funds | |
| | Vanguard Intermediate Bond Index | $ 85,856 |
| | American Funds High Income Trust | 196,559 |
| | Vanguard Total Bond Index | 920,908 |
| | Total Income Funds | $ 1,203,323 |
| | Total Mutual Funds | $ 8,035,198 |
| | Participant loans (maturity dates ranging from June 2013 to May 2017, interest rates ranging from 4.25% to 10.25%) | 200,614 |
| | | $ 8,235,812 |

* Cost omitted for participant directed investments.

The accompanying notes are an integral part of the financial statements.

# MID-AMERICA OVERSEAS, INC.
# RETIREMENT PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012

**MID-AMERICA OVERSEAS, INC.**
**RETIREMENT PLAN**

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Independent Auditors' Report

Exhibit A - Statement of Net Assets Available for Benefits as of December 31, 2012 and 2011

Exhibit B - Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012

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Schedule 1 - Schedule of Assets (Held at End of Year) as of December 31, 2012

# CRAY, KAISER LTD.

## Independent Auditors' Report

Plan Administrator
Mid-America Overseas, Inc. Retirement Plan
Itasca, Illinois

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Mid-America Overseas, Inc. Retirement Plan, which comprise the statement 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

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

### Auditors' Responsibility

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

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Mid Atlantic Trust Company and DWS Trust Company, the trustees of the plan at December 31, 2012 and 2011, respectively, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Mid Atlantic Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2012, and for the period from May 1, 2012 to December 31, 2012, and that DWS Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2011, and for the period from January 1, 2012, to April 30, 2012. The plan administrator has obtained certifications from the trustees 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 trustees is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule of Assets (Held at End of Year) - December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Respectfully submitted,

Cray, Kaiser Ltd.

CRAY, KAISER LTD.
Certified Public Accountants

Oakbrook Terrace, Illinois
October 10, 2013

**EXHIBIT A**

# MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN
## STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
## DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|---|---|---|
| ASSETS: | | |
| Investments at fair value: | | |
| Mutual funds | $ 8,035,198 | $ 6,659,469 |
| Receivables: | | |
| Notes receivable from participants | $ 200,614 | $ 188,324 |
| Employer contributions | 85,975 | 85,452 |
| Employee contributions | -0- | 23,772 |
| Total Receivables | $ 286,589 | $ 297,548 |
| | $ 8,321,787 | $ 6,957,017 |
| LIABILITIES: | | |
| Excess contributions payable | 8,009 | -0- |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 8,313,778 | $ 6,957,017 |

The accompanying notes are an integral part of the financial statements.

**EXHIBIT B**

# MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## FOR THE YEAR ENDED DECEMBER 31, 2012

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Interest and dividends | $ | 147,059 |
| Net realized and unrealized appreciation in fair value of investments | | 540,936 |
| Other income | | 7,591 |
| Interest on participant loans | | 8,357 |
| | $ | 703,943 |
| Contributions: | | |
| Employer | $ | 86,969 |
| Participants | | 680,106 |
| Other | | 262,003 |
| | $ | 1,029,078 |
| Total Additions | $ | 1,733,021 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Distributions to participants | $ | 375,157 |
| Administrative expenses | | 1,103 |
| Total Deductions | $ | 376,260 |
| NET INCREASE | $ | 1,356,761 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of Year | | 6,957,017 |
| End of Year | $ | 8,313,778 |

The accompanying notes are an integral part of the financial statements.

**MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN**
**NOTES TO THE FINANCIAL STATEMENTS**
**DECEMBER 31, 2012**

## NOTE 1 - DESCRIPTION OF THE PLAN

The following is a brief description of the Mid-America Overseas, Inc. Retirement Plan (the Plan) which is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan covering employees of Mid-America Overseas, Inc. (the Company) who have one month of service or are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Contributions

The Plan is funded by participants' contributions and discretionary matching contributions by the Company. Participants may contribute up to 50% of their pre-tax annual compensation up to the maximum allowable limits of Code Section 401(k). Participants may also contribute amounts representing distributions from other qualified plans. During the year ended December 31, 2012, the Company matched each eligible participant's contributions at a rate of 25% on the first 5% of a participant's compensation.

### Participant Accounts

Each participant's self-directed 401(k) account is credited with the participant's contributions, earnings on the participant's contributions, and charged with plan expenses. The participant has a separate self-directed 401(k) account for employer matching contributions which consists of the Company's contributions, earnings on the Company's contributions, and is charged with plan expenses.

### Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

### Description of Investment Options

At December 31, 2012 and 2011, the Plan's assets were held in trusts administered by Mid Atlantic Trust Company and DWS Trust Company, respectively. Participants elected to have their account contributions invested in one or a combination of investment options provided by the Plan. The investment options were various mutual funds as selected by the plan administrator.

### Payment of Benefits and Distributions

Participation in the Plan terminates upon disability or death, retirement, or termination of employment with the Company. A participant may receive distribution of his or her vested interest in the Plan in the form of a lump-sum payment or in substantially equal installments over a period determined by the plan administrator within the limits specified in the Plan.

## NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

### Notes Receivable from Participants

The Plan contains provisions which allow for loans to participants, subject to certain restrictions. The minimum loan amount is $1,000, and the maximum is the lesser of one half of the vested balance or $50,000 reduced by the highest outstanding loan balance in the account during the prior 12 month period. Up to 50 percent of the vested balance may be used as collateral for a loan. Participants may only have one outstanding loan at a time. These loans, which have a maximum term of five years (longer, if used to acquire a participant's principal residence), are to be repaid through regular payroll withholdings. The interest rate charged for loans from the Plan is established by the Plan Administrator.

### Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,767 and $995, respectively. These forfeitures may be used to pay administrative expenses or to reduce employer contributions.

### Administrative Expenses

Significant administrative expenses have been paid by the Company.

### 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 will become 100 percent vested in their accounts.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

### Administration

The Plan is administered by the Plan Administrator.

### Basis of Accounting

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

### Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

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

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

Use of Estimates

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

Subsequent Events

The Plan has evaluated events which occurred after the date of the statement of net assets available for benefits through the date the financial statements were available to be issued of October 10, 2013.

## NOTE 3 - INVESTMENTS

The financial information relating to the Plan's investments is included in the accompanying financial statements based on information provided by the trustees. Mid Atlantic Trust Company and DWS Trust Company were the trustees of the Plan's investments at December 31, 2012 and 2011, respectively. All investments are participant directed utilizing the investment options provided by the Plan. The following investments represent more than 5% of the Plan's net assets at December 31, 2012 and 2011.

| | 2012 | 2011 |
|---|---|---|
| Mutual Funds - | | |
| PIMCO - Total Return Fund | $ N/A | $ 620,133 |
| Dreyfus - Bond Market Index Fund | N/A | 426,322 |
| DWS - Lifecompass 2020 Fund | N/A | 1,061,483 |
| DWS - Lifecompass 2030 Fund | N/A | 571,074 |
| DWS - Lifecompass Retirement Fund | N/A | 795,713 |
| DWS - US Treasury Money Fund | N/A | 1,381,663 |
| Vanguard Prime Money Market | 2,575,874 | N/A |
| Vanguard Target Retirement 2015 | 522,776 | N/A |
| Vanguard Target Retirement 2020 | 1,206,332 | N/A |
| Vanguard Target Retirement 2030 | 503,070 | N/A |
| Vanguard Target Retirement 2040 | 420,328 | N/A |
| Vanguard Total Bond Index | 920,908 | N/A |
| Mutual funds less than 5% of net plan assets | 1,885,910 | 1,803,081 |
| Total | $ 8,035,198 | $ 6,659,469 |

## NOTE 3 - INVESTMENTS (Continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) by $540,936 as follows:

| | |
|---|---|
| Mutual funds | $ 540,936 |

## NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mid Atlantic Trust Company and DWS Trust Company, the trustees at December 31, 2012 and 2011, respectively, had certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate at December 31, 2012 and 2011:

| | 2012 | 2011 |
|---|---|---|
| Investments, at fair value: | | |
| Mutual funds | $ 8,035,198 | $ 6,659,469 |

The trustee also certified to the completeness and accuracy of $540,936 of net realized and unrealized appreciation in fair value of investments and $147,059 in interest and dividend investment income related to the aforementioned investments for the year ended December 31, 2012.

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

## NOTE 5 - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

**NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)**

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

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

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

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

*Mutual funds:* Valued at the quoted net asset value ('NAV') of shares held by the plan at year end.

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

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

| | Fair Value Measurements at December 31, 2012 | | | |
|---|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs | |
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Conservative funds | $ 2,575,874 | $ -0- | $ -0- | $ 2,575,874 |
| Growth funds | 1,461,601 | -0- | -0- | 1,461,601 |
| Growth & income funds | 2,794,400 | -0- | -0- | 2,794,400 |
| Income funds | 1,203,323 | -0- | -0- | 1,203,323 |
| Total mutual funds | $ 8,035,198 | $ -0- | $ -0- | $ 8,035,198 |
| Total assets at fair value | $ 8,035,198 | $ -0- | $ -0- | $ 8,035,198 |

## NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

| | Fair Value Measurements at December 31, 2011 | | | |
|---|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs | |
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Aggressive growth funds | $ 445,556 | $ -0- | $ -0- | $ 445,556 |
| Income funds | 2,576,271 | -0- | -0- | 2,576,271 |
| Growth & income funds | 2,992,902 | -0- | -0- | 2,992,902 |
| Growth funds | 644,740 | -0- | -0- | 644,740 |
| Total mutual funds | $ 6,659,469 | $ -0- | $ -0- | $ 6,659,469 |
| Total assets at fair value | $ 6,659,469 | $ -0- | $ -0- | $ 6,659,469 |

## NOTE 6 - TAX STATUS

The Plan is considered a prototype 401(k) Plan. The Internal Revenue Service ruled on March 31, 2008, that the Plan qualifies under section 401 (a) of the Internal Revenue Code (IRC), and is therefore not subject to tax under the present income tax law. An amendment to the Plan was adopted on January 1, 2011, to comply with Internal Revenue Code changes. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

## NOTE 7 - RISKS AND UNCERTAINTIES

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

## NOTE 8 - EXCESS CONTRIBUTIONS PAYABLE

The Plan failed the discrimination test for the year ended December 31, 2012, but passed the discrimination test for the year ended December 31, 2011. Excess participant contributions amounting to $8,009 and $-0- at December 31, 2012 and 2011, respectively, are recorded as a liability in the accompanying statement of net assets available for benefits and as an increase of distributions to participants for the year ended December 31, 2012.

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 8,313,778 | $ 6,957,017 |
| Employer contributions recorded as receivable on the December 31, 2012 and 2011 financial statements | (85,975) | (85,452) |
| Employee contributions recorded as receivable on the December 31, 2012 and 2011 financial statements | -0- | (23,772) |
| Excess contributions payable recorded as liability on the December 31, 2012 and 2011 financial statements | 8,009 | -0- |
| Net assets available for benefits per Form 5500 | $ 8,235,812 | $ 6,847,793 |

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

| | |
|---|---|
| Contributions per the financial statements | $ 1,029,078 |
| Add: Amounts recorded as employer contributions receivable at December 31, 2011 | 85,452 |
| Add: Amounts recorded as employee contributions receivable at December 31, 2011 | 23,772 |
| Less: Amounts recorded as employer contributions receivable at December 31, 2012 | (85,975) |
| Total contributions per Form 5500 | $ 1,052,327 |

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

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

| | | |
|---|---|---|
| Distributions to participants per the financial statements | $ | 375,157 |
| Less: Amounts recorded as excess contributions payable at December 31, 2012 | | (8,009) |
| Total distributions to participants per Form 5500 | $ | 367,148 |

**SCHEDULE 1**

**MID-AMERICA OVERSEAS, INC. RETIREMENT PLAN**
**FEIN 36-2888270, PLAN 001**
**SUPPORTING SCHEDULE - FORM 5500**
**SCHEDULE H - PART IV - LINE 4i**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**AS OF DECEMBER 31, 2012**

| (a) | (b) ( c ) IDENTITY OF ISSUE AND DESCRIPTION OF INVESTMENT | (e) CURRENT VALUE* |
|---|---|---|
| | Mutual Funds - | |
| | Conservative Funds | |
| | Vanguard Prime Money Market | $ 2,575,874 |
| | Growth Funds | |
| | American Funds - Capital World Growth & Income | $ 81,027 |
| | Fidelity Advisor Industrials | 11,992 |
| | Vanguard Growth Index | 37,716 |
| | Vanguard Small Cap Value | 44,954 |
| | Perkins Mid Cap Value | 73,774 |
| | Vanguard Windsor II | 103,187 |
| | Vanguard Mid Cap Index | 105,333 |
| | Franklin Utilities | 179,022 |
| | T. Rowe Price Growth Stock | 180,952 |
| | Vanguard Total International Stock Index | 196,120 |
| | Victory Diversified Stock | 2,720 |
| | T. Rowe Price New Horizons | 210,156 |
| | Vanguard 500 Index | 234,648 |
| | Total Growth Funds | $ 1,461,601 |
| | Growth & Income Funds | |
| | Vanguard Target Retirement Income | $ 141,894 |
| | Vanguard Target Retirement 2015 | 522,776 |
| | Vanguard Target Retirement 2020 | 1,206,332 |
| | Vanguard Target Retirement 2030 | 503,070 |
| | Vanguard Target Retirement 2040 | 420,328 |
| | Total Growth & Income Funds | $ 2,794,400 |
| | Income Funds | |
| | Vanguard Intermediate Bond Index | $ 85,856 |
| | American Funds High Income Trust | 196,559 |
| | Vanguard Total Bond Index | 920,908 |
| | Total Income Funds | $ 1,203,323 |
| | Total Mutual Funds | $ 8,035,198 |
| | Participant loans (maturity dates ranging from June 2013 to May 2017, interest rates ranging from 4.25% to 10.25%) | 200,614 |
| | | $ 8,235,812 |

* Cost omitted for participant directed investments.

The accompanying notes are an integral part of the financial statements.