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
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP 401(K) PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP

54 WEST HUBBARD STREET
CHICAGO, IL 60654

2b Employer Identification Number (EIN)
36-3909157

2c Sponsor's telephone number
312-494-4400

2d Business code (see instructions)
541110

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	SHELLEY PETERSON - PREPARER
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	157
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**	146
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	158
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	158
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	141
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2T 3B 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)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP

D Employer Identification Number (EIN)
36-3909157

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

MORGAN STANLEY SMITH BARNEY

26-4310632

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

THE VANGUARD GROUP

INVESTOR INFORMATION DEPARTMENT
PO BOX 2600
VALLEY FORGE, PA 18482-2600

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

INVESCO INVESTMENT SERVICES, INC.

BOX 219078
KANSAS CITY, MO 64121-9078

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

AMERICAN FUNDS

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071-1406

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

OPPENHEIMER FUNDS SERVICES

PO BOX 5270
DENVER, CO 80217-5270

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

J.P. MORGAN FUND SERVICES

PO BOX 8528
BOSTON, MA 02266-8528

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

FEDERATED KAUFMANN FUNDS

4000 ERICSSON DRIVE
WARRENDALE, PA 15086-7561

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

COLUMBIA MANAGEMENT

PO BOX 8081
BOSTON, MA 02266-8081

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

KEELEY FUNDS

401 SOUTH LASALLE STREET
SUITE 1201
CHICAGO, IL 60605

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

ALLIANCEBERNSTEIN INVESTOR SERVICES

PO BOX 786003
SAN ANTONIO, TX 78278-6003

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

THE LORD ABBETT FAMILY OF FUNDS

90 HUDSON STREET
JERSEY CITY, NJ 07302

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

IVY CLIENT SERVICES

6300 LAMAR AVENUE
SHAWNEE MISSION, KS 66202

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)

VERISIGHT, INC.

27-2037969

(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 37 38 50 60 64 65	RECORDKEEPER	23879	Yes [ ] No [X]	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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP

D Employer Identification Number (EIN)
36-3909157

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		4943
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)	1030533	1110532
(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)	221973	237805
(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)	17308574	21355877
(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	18561080	22709157
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	18561080	22709157

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)		
(B) Participants	2a(1)(B)	1788735	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1788735
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)	12646	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12646
(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)	284039	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		284039
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2501654
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4587074
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	433276	
(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)		433276
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5696	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	25	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5721
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		438997
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4148077
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DIGIOVINE, HNILO, JORDAN & JOHNSON (2) EIN: 36-3029663

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			

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
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP

D Employer Identification Number (EIN)
36-3909157

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): 65-1214236 27-3169253

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and
Independent Auditor's Report

Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust

December 31, 2012 and 2011

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DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants/Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee Members and the Plan Administrator of
Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bartlit Beck Herman Palenchar & Scott 401(k) LLP Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Verisight Trust Company and Wilmington Trust Retirement and Institutional Services Company, the Custodians of the Plan, 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 Verisight Trust Company held the Plan's investment assets and executed investment transactions from June 26, 2012 to December 31, 2012, and that Wilmington Trust Retirement and Institutional Services Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to June 25, 2012. The Plan Administrator has obtained certifications from the Custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Custodians 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 assets (held at year end), 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 Custodians, 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.

Digiovine, Hnilo, Jordan & Johnson, Ltd.

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants

St. Charles, Illinois
October 14, 2013

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Participant-directed investments at fair value:		
Cash	$ 4,943	$ -
Registered investment companies	22,466,409	18,339,107
	22,471,352	18,339,107
Receivables:		
Notes receivable from participants	237,805	221,973
TOTAL ASSETS	22,709,157	18,561,080
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 22,709,157	$ 18,561,080

See accompanying notes.

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants		$ 1,788,735
Participant-directed investment income		
Net appreciation in fair value of registered investment companies		2,309,653
Dividends - registered investment companies		475,929
Interest - registered investment companies		111
		2,785,693
Interest on notes receivable from participants		12,646
	TOTAL ADDITIONS	4,587,074
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		433,276
Administration expenses		5,721
	TOTAL DEDUCTIONS	438,997
	NET INCREASE	4,148,077
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,561,080
	END OF YEAR	$ 22,709,157

See accompanying notes.

NOTE A--DESCRIPTION OF PLAN

The following description of Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan & Trust (the "Plan") provides only general information. Users of the financial statements 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 all employees of Bartlit Beck Herman Palenchar & Scott LLP (the "Firm"), except union employees, non-resident aliens, leased employees or temporary and seasonal employees. The Plan was originally established January 1, 1994 and was subsequently amended and restated January 1, 2009. An eligible employee will become eligible to participate on the first day of the month coinciding with or next following the employee's hire date with respect to elective deferrals, and after completing not less than 1,000 hours of service during their first twelve months of employment, or any subsequent Plan year, with respect to employer matching and non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"). The Plan Committee Members and Plan Administrator are responsible for oversight of the Plan and determine the appropriateness of investment offerings, and monitor investment performance.

Contributions

Eligible participants may elect to contribute pre-tax deferred compensation and/or Roth deferred compensation to the Plan by means of a salary deferral agreement up to the maximum limit permitted by federal law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Salary deferral contributions are funded proximate to the withholding date. Participants may also contribute amounts representing distributions from other qualified plans in accordance with Plan provisions. Participants direct the investment of their contributions into various investment options offered by the Plan and may elect to change their investment options at any time.

The Firm may, at its discretion, make an annual matching contribution to eligible participants. Additional profit sharing amounts may also be contributed at the discretion of the Firm's Managing Partner to eligible participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's matching and profit sharing contributions, if any, and (b) Plan earnings or losses; (c) forfeitures of terminated participants' nonvested accounts, if any, and (d) charged with an allocation of administrative expenses. Allocations are based on participant account balances or eligible compensation, as defined in the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment in the Plan, participants direct their contributions into a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time in accordance with Plan provisions. During any period in which there is no participant direction on file with the Custodian as to the investment of a participant's account, 100 percent of that participant's account will be invested in the investment option designated from time to time by the Custodian as the default investment. The Plan currently offers various mutual funds as investment options for participants.

NOTE A--DESCRIPTION OF PLAN-continued

Vesting

Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Firm's discretionary matching and discretionary profit sharing contributions of their accounts is based on years of credited service as presented below. A participant is 100 percent vested after five years of credited service. Participants who attain the normal retirement age of 65 or who terminate employment due to death or disability are 100 percent vested in their account balances.

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. A participant may only have one loan outstanding at any time. The loans are secured by the participant's account balance and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. The interest rates applied to current loans outstanding range from 4.25 percent to 9.00 percent. Principal and interest is typically paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount or installment distributions. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution.

Participants who have not separated from service may receive an in-service distribution provided the participant has attained age 59 ½.

Participants may also elect to receive hardship withdrawals prior to termination of employment from their deferral contribution account, as defined in Plan provisions.

Forfeited Accounts

The Plan provides that the nonvested portion of the Firm's profit sharing or match contributions forfeited by terminated participants shall be applied first to pay Plan administrative expenses and then used to offset any future Firm discretionary contributions. There were no forfeitures to the Plan during the years ended December 31, 2012 and 2011.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Committee Members and the Plan Administrator determine the Plan's valuation policies utilizing information provided by investment advisors and Custodians. See Note C for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as an expense to the participants. No allowance for credit losses has been recorded at December 31, 2012 and 2011. Delinquent notes receivable from participants are reclassified as distributions in accordance with the Plan's provisions.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Firm bears most administrative costs of the Plan.

Date of Management's Review

Management has evaluated subsequent events through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

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

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

NOTE C--FAIR VALUE MEASUREMENTS-continued

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset'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.

Should an investment be re-characterized into or out of Level 1, 2 or 3, Plan management would disclose the basis for the change. Under such circumstances the Plan would report the transfers in and transfers out at the beginning of the Plan quarter when change occurs.

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

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

Level 1 Registered investment companies value mutual funds at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The method 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.

NOTE C--FAIR VALUE MEASUREMENTS-continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Cash	$ 4,943	$ -	$ -	$ 4,943
Registered investment companies:				
Large blend	6,633,014	-	-	6,633,014
Large growth	2,862,254	-	-	2,862,254
Mid-cap value	1,749,788	-	-	1,749,788
Mid-cap growth	2,133,020	-	-	2,133,020
Small blend	562,206	-	-	562,206
Technology	608,018	-	-	608,018
Foreign large blend	1,778,650	-	-	1,778,650
Foreign large growth	501,185	-	-	501,185
Short-term bond	431,486	-	-	431,486
Intermediate-term bond	1,489,709	-	-	1,489,709
Moderate allocation	2,606,546	-	-	2,606,546
Money market fund	1,110,533	-	-	1,110,533
	22,466,409	-	-	22,466,409
Total assets at fair value	$ 22,471,352	$ -	$ -	$ 22,471,352

Assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large blend	$ 5,113,673	$ -	$ -	$ 5,113,673
Large growth	2,373,054	-	-	2,373,054
Mid-cap value	1,350,010	-	-	1,350,010
Mid-cap growth	1,967,144	-	-	1,967,144
Small blend	474,509	-	-	474,509
Technology	551,271	-	-	551,271
Foreign large blend	1,269,420	-	-	1,269,420
Foreign large growth	398,513	-	-	398,513
Intermediate-term bond	1,699,204	-	-	1,699,204
Moderate allocation	2,111,776	-	-	2,111,776
Money market fund	1,030,533	-	-	1,030,533
Total assets at fair value	$ 18,339,107	$ -	$ -	$ 18,339,107

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)

Certain information related to investments from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodians, Verisight Trust Company ("Verisight") for the period June 26, 2012 through December 31, 2012 and Wilmington Trust Retirement and Institutional Services Company ("Wilmington") for the period January 1, 2011 through June 25, 2012. Notes receivable from participants were also certified by the Custodian for the period January 1, 2011 through June 25, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information certified by the Custodians, as of December 31, 2012 and 2011 and for the year ended December 31, 2012.

Except for comparing such information as certified by the Custodians to information included in the Plan's financial statements and supplemental schedule, the Plan's independent auditors did not perform any auditing procedures on the certified information.

Following represents information related to investments and notes receivable from participants certified by the Custodians as of December 31, 2012 and 2011, respectively.

	2012		2011	
Cash	$ 4,943		$ -	
Shares of registered investment companies:				
Invesco Money Market Fund	1,110,533		1,030,533	*
Federated Kaufman R	1,821,078	*	1,967,144	*
American Growth Fund of America A	2,862,254	*	2,373,054	*
Vanguard 500 Index Fund	3,857,354	*	2,697,842	*
American Funds EuroPacific Growth	1,778,650	*	1,269,420	*
Oppenheimer Rising Dividends A Fund	2,245,784	*	1,989,977	*
American Balanced A Fund	2,606,546	*	2,111,776	*
American Bond Fund of America A	1,489,709	*	1,699,204	*
Columbia Seligman Communications and Information A Fund	608,018		551,271	
Alliance Bernstein International Growth Fund A	501,185		398,513	
American Fundamental Investors R3 Fund	529,876		425,854	
Keeley Small Cap Value A	562,206		474,509	
JPMorgan Midcap Value A	1,749,788	*	1,350,010	*
Ivy Mid Cap Growth A	311,942		-	
Lord Abbett Short Duration Income A	431,486		-	
Notes receivable from participants	237,805	**	221,973	
	$ 22,709,157		$ 18,561,080	

* Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011.

** Notes receivable from participants were only certified by Wilmington as of December 31, 2011 and for the period January 1, 2011 through June 25, 2012. Verisight did not certify the notes receivable as of December 31, 2012 and for the period June 26, 2012 through December 31, 2012.

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)-continued

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Custodians.

	2012	2011
Investment, at fair value:		
Registered investment companies appreciation (depreciation)	$ 2,309,653	$ (853,525)
Dividends - registered investment companies	475,929	289,548
Interest - registered investment companies	111	257

NOTE E--RELATED PARTY TRANSACTIONS

Certain Plan investments are maintained and managed under contracts with the Custodians and, therefore, these transactions qualify as party-in-interest transactions.

A third party administrator performs administrative and recordkeeping services for the Plan and receives fees paid by the Plan Sponsor for these services.

Certain employees of the Firm provide administrative services for the Plan and are not reimbursed for their services.

During the year ended December 31, 2012, the Plan Sponsor absorbed most of the Plan's investment management and recordkeeping fees.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE G--TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype plan document, subsequently adopted by the Plan, as then designed, qualified under section 401(k) of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed, and is currently operated in compliance with applicable requirements of the IRC, and therefore, believe that the Plan is qualified, and the related Trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. 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 a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H--RISKS AND UNCERTANTIES

The Plan's assets are invested directly and indirectly in stocks, bonds, and other investments which are purchased or managed by the Custodian. These investments are exposed to various risks, such as interest rate, market and credit risks. The Plan's assets are also subject to changes in the value of those underlying investments, including the potential for bankruptcy of one or more of the companies in which they are invested.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 statement of net assets available for benefits.

The participants who have borrowed from the Plan are all employees of the Firm in the Chicago and Denver areas, and their ability to repay the notes could be affected by the economic conditions in the industry in general, the economic conditions in the Chicago and Denver metropolitan areas or the economic situation of the Firm itself.

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

The method used to report unrealized gains in the Form 5500 Schedule H includes capital gain distributions of $190,988. The method used to report unrealized gains in the financial statements excludes capital gain distributions of $190,988, as these are reported as dividends.

NOTE J--PLAN AMENDMENTS

Effective August 1, 2011, the Plan was amended to change the Plan name from Bartlit Beck Herman Palenchar & Scott LLP 401(k) Profit Sharing Plan and Trust to Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust. The Plan name was amended to more appropriately reflect the intent of the Plan.

Effective October 1, 2011, the Plan was amended to permit Roth rollover contributions.

NOTE K--SUBSEQUENT EVENTS

Effective June 15, 2013, the Plan was amended to correct a drafting error in the January 1, 2009 amended and restated Plan document. Accordingly, the Plan was amended to change the Plan entry date for eligible part-time, temporary and seasonal employees to the first day of the month coinciding with or next following the respective employee's completion of 1,000 hours of service in the relevant eligibility computation period.

Effective July 1, 2013, the Plan was amended to allow participants to make in-service distributions solely for the purpose of making an in-plan Roth rollover contribution.

SUPPLEMENTARY INFORMATION

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

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

December 31, 2012

EIN 36-3909157
Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d)	(e) Current Value
	Cash			
	Cash	Cash	**	$ 4,943
	Registered investment companies:			
	Invesco	Money Market Fund	**	1,110,533
	Alliance Bernstein	International Growth Fund	**	501,185
	American Funds	American Balanced A Fund	**	2,606,546
	American Funds	Bond Fund of America A	**	1,489,709
	American Funds	Fundamental Investors R3 Fund	**	529,876
	American Funds	Growth Fund of America A	**	2,862,254
	American Funds	EuroPacific Growth	**	1,778,650
	Federated Funds	Kaufman R	**	1,821,078
	Oppenheimer Funds	Rising Dividends A	**	2,245,784
	Vanguard Funds	500 Index Fund	**	3,857,354
	Keeley Funds	Small Cap Value A	**	562,206
	JPMorgan	Midcap Value	**	1,749,788
	Columbia Seligman	Communications and Information A Fund	**	608,018
	Ivy	Mid Cap Growth A	**	311,942
	Lord Abbett	Short Duration Income A	**	431,486
				22,466,409
*	Notes receivable from participants	Interest rates from 4.25% to 9.00%	-0-	237,805
				$ 22,709,157

* Represents a party-in-interest.
** Cost omitted for participant directed investments.

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 Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan & Trust

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

Bartlit Beck Herman Palenchar
& Scott LLP

54 West Hubbard Street

Chicago IL 60654

2b Employer Identification Number (EIN) 36-3909157

2c Sponsor's telephone number (312) 494-4400

2d Business code (see instructions) 541110

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	[signature]	10.14.13	CHRISTOPHER LIND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10.14.13	CHRISTOPHER LIND
	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)

Financial Statements and
Independent Auditor's Report

Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust

December 31, 2012 and 2011

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DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants/Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee Members and the Plan Administrator of
Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bartlit Beck Herman Palenchar & Scott 401(k) LLP Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Verisight Trust Company and Wilmington Trust Retirement and Institutional Services Company, the Custodians of the Plan, 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 Verisight Trust Company held the Plan's investment assets and executed investment transactions from June 26, 2012 to December 31, 2012, and that Wilmington Trust Retirement and Institutional Services Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to June 25, 2012. The Plan Administrator has obtained certifications from the Custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Custodians 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 assets (held at year end), 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 Custodians, 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.

Digiovine, Hnilo, Jordan & Johnson, Ltd.

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants

St. Charles, Illinois
October 14, 2013

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Participant-directed investments at fair value:		
Cash	$ 4,943	$ -
Registered investment companies	22,466,409	18,339,107
	22,471,352	18,339,107
Receivables:		
Notes receivable from participants	237,805	221,973
TOTAL ASSETS	22,709,157	18,561,080
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 22,709,157	$ 18,561,080

See accompanying notes.

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants		$ 1,788,735
Participant-directed investment income		
Net appreciation in fair value of registered investment companies		2,309,653
Dividends - registered investment companies		475,929
Interest - registered investment companies		111
		2,785,693
Interest on notes receivable from participants		12,646
	TOTAL ADDITIONS	4,587,074
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		433,276
Administration expenses		5,721
	TOTAL DEDUCTIONS	438,997
	NET INCREASE	4,148,077
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,561,080
	END OF YEAR	$ 22,709,157

See accompanying notes.

NOTE A--DESCRIPTION OF PLAN

The following description of Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan & Trust (the "Plan") provides only general information. Users of the financial statements 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 all employees of Bartlit Beck Herman Palenchar & Scott LLP (the "Firm"), except union employees, non-resident aliens, leased employees or temporary and seasonal employees. The Plan was originally established January 1, 1994 and was subsequently amended and restated January 1, 2009. An eligible employee will become eligible to participate on the first day of the month coinciding with or next following the employee's hire date with respect to elective deferrals, and after completing not less than 1,000 hours of service during their first twelve months of employment, or any subsequent Plan year, with respect to employer matching and non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"). The Plan Committee Members and Plan Administrator are responsible for oversight of the Plan and determine the appropriateness of investment offerings, and monitor investment performance.

Contributions

Eligible participants may elect to contribute pre-tax deferred compensation and/or Roth deferred compensation to the Plan by means of a salary deferral agreement up to the maximum limit permitted by federal law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Salary deferral contributions are funded proximate to the withholding date. Participants may also contribute amounts representing distributions from other qualified plans in accordance with Plan provisions. Participants direct the investment of their contributions into various investment options offered by the Plan and may elect to change their investment options at any time.

The Firm may, at its discretion, make an annual matching contribution to eligible participants. Additional profit sharing amounts may also be contributed at the discretion of the Firm's Managing Partner to eligible participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's matching and profit sharing contributions, if any, and (b) Plan earnings or losses; (c) forfeitures of terminated participants' nonvested accounts, if any, and (d) charged with an allocation of administrative expenses. Allocations are based on participant account balances or eligible compensation, as defined in the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment in the Plan, participants direct their contributions into a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time in accordance with Plan provisions. During any period in which there is no participant direction on file with the Custodian as to the investment of a participant's account, 100 percent of that participant's account will be invested in the investment option designated from time to time by the Custodian as the default investment. The Plan currently offers various mutual funds as investment options for participants.

NOTE A--DESCRIPTION OF PLAN-continued

Vesting

Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Firm's discretionary matching and discretionary profit sharing contributions of their accounts is based on years of credited service as presented below. A participant is 100 percent vested after five years of credited service. Participants who attain the normal retirement age of 65 or who terminate employment due to death or disability are 100 percent vested in their account balances.

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. A participant may only have one loan outstanding at any time. The loans are secured by the participant's account balance and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. The interest rates applied to current loans outstanding range from 4.25 percent to 9.00 percent. Principal and interest is typically paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount or installment distributions. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution.

Participants who have not separated from service may receive an in-service distribution provided the participant has attained age 59 ½.

Participants may also elect to receive hardship withdrawals prior to termination of employment from their deferral contribution account, as defined in Plan provisions.

Forfeited Accounts

The Plan provides that the nonvested portion of the Firm's profit sharing or match contributions forfeited by terminated participants shall be applied first to pay Plan administrative expenses and then used to offset any future Firm discretionary contributions. There were no forfeitures to the Plan during the years ended December 31, 2012 and 2011.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Committee Members and the Plan Administrator determine the Plan's valuation policies utilizing information provided by investment advisors and Custodians. See Note C for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as an expense to the participants. No allowance for credit losses has been recorded at December 31, 2012 and 2011. Delinquent notes receivable from participants are reclassified as distributions in accordance with the Plan's provisions.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Firm bears most administrative costs of the Plan.

Date of Management's Review

Management has evaluated subsequent events through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

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

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

NOTE C--FAIR VALUE MEASUREMENTS-continued

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset'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.

Should an investment be re-characterized into or out of Level 1, 2 or 3, Plan management would disclose the basis for the change. Under such circumstances the Plan would report the transfers in and transfers out at the beginning of the Plan quarter when change occurs.

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

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

Level 1 Registered investment companies value mutual funds at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The method 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.

NOTE C--FAIR VALUE MEASUREMENTS-continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Cash	$ 4,943	$ -	$ -	$ 4,943
Registered investment companies:				
Large blend	6,633,014	-	-	6,633,014
Large growth	2,862,254	-	-	2,862,254
Mid-cap value	1,749,788	-	-	1,749,788
Mid-cap growth	2,133,020	-	-	2,133,020
Small blend	562,206	-	-	562,206
Technology	608,018	-	-	608,018
Foreign large blend	1,778,650	-	-	1,778,650
Foreign large growth	501,185	-	-	501,185
Short-term bond	431,486	-	-	431,486
Intermediate-term bond	1,489,709	-	-	1,489,709
Moderate allocation	2,606,546	-	-	2,606,546
Money market fund	1,110,533	-	-	1,110,533
	22,466,409	-	-	22,466,409
Total assets at fair value	$ 22,471,352	$ -	$ -	$ 22,471,352

Assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large blend	$ 5,113,673	$ -	$ -	$ 5,113,673
Large growth	2,373,054	-	-	2,373,054
Mid-cap value	1,350,010	-	-	1,350,010
Mid-cap growth	1,967,144	-	-	1,967,144
Small blend	474,509	-	-	474,509
Technology	551,271	-	-	551,271
Foreign large blend	1,269,420	-	-	1,269,420
Foreign large growth	398,513	-	-	398,513
Intermediate-term bond	1,699,204	-	-	1,699,204
Moderate allocation	2,111,776	-	-	2,111,776
Money market fund	1,030,533	-	-	1,030,533
Total assets at fair value	$ 18,339,107	$ -	$ -	$ 18,339,107

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)

Certain information related to investments from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodians, Verisight Trust Company ("Verisight") for the period June 26, 2012 through December 31, 2012 and Wilmington Trust Retirement and Institutional Services Company ("Wilmington") for the period January 1, 2011 through June 25, 2012. Notes receivable from participants were also certified by the Custodian for the period January 1, 2011 through June 25, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information certified by the Custodians, as of December 31, 2012 and 2011 and for the year ended December 31, 2012.

Except for comparing such information as certified by the Custodians to information included in the Plan's financial statements and supplemental schedule, the Plan's independent auditors did not perform any auditing procedures on the certified information.

Following represents information related to investments and notes receivable from participants certified by the Custodians as of December 31, 2012 and 2011, respectively.

	2012		2011	
Cash	$ 4,943		$ -	
Shares of registered investment companies:				
Invesco Money Market Fund	1,110,533		1,030,533	*
Federated Kaufman R	1,821,078	*	1,967,144	*
American Growth Fund of America A	2,862,254	*	2,373,054	*
Vanguard 500 Index Fund	3,857,354	*	2,697,842	*
American Funds EuroPacific Growth	1,778,650	*	1,269,420	*
Oppenheimer Rising Dividends A Fund	2,245,784	*	1,989,977	*
American Balanced A Fund	2,606,546	*	2,111,776	*
American Bond Fund of America A	1,489,709	*	1,699,204	*
Columbia Seligman Communications and Information A Fund	608,018		551,271	
Alliance Bernstein International Growth Fund A	501,185		398,513	
American Fundamental Investors R3 Fund	529,876		425,854	
Keeley Small Cap Value A	562,206		474,509	
JPMorgan Midcap Value A	1,749,788	*	1,350,010	*
Ivy Mid Cap Growth A	311,942		-	
Lord Abbett Short Duration Income A	431,486		-	
Notes receivable from participants	237,805	**	221,973	
	$ 22,709,157		$ 18,561,080	

* Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011.

** Notes receivable from participants were only certified by Wilmington as of December 31, 2011 and for the period January 1, 2011 through June 25, 2012. Verisight did not certify the notes receivable as of December 31, 2012 and for the period June 26, 2012 through December 31, 2012.

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)-continued

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Custodians.

	2012	2011
Investment, at fair value:		
Registered investment companies appreciation (depreciation)	$ 2,309,653	$ (853,525)
Dividends - registered investment companies	475,929	289,548
Interest - registered investment companies	111	257

NOTE E--RELATED PARTY TRANSACTIONS

Certain Plan investments are maintained and managed under contracts with the Custodians and, therefore, these transactions qualify as party-in-interest transactions.

A third party administrator performs administrative and recordkeeping services for the Plan and receives fees paid by the Plan Sponsor for these services.

Certain employees of the Firm provide administrative services for the Plan and are not reimbursed for their services.

During the year ended December 31, 2012, the Plan Sponsor absorbed most of the Plan's investment management and recordkeeping fees.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE G--TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype plan document, subsequently adopted by the Plan, as then designed, qualified under section 401(k) of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed, and is currently operated in compliance with applicable requirements of the IRC, and therefore, believe that the Plan is qualified, and the related Trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. 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 a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H--RISKS AND UNCERTANTIES

The Plan's assets are invested directly and indirectly in stocks, bonds, and other investments which are purchased or managed by the Custodian. These investments are exposed to various risks, such as interest rate, market and credit risks. The Plan's assets are also subject to changes in the value of those underlying investments, including the potential for bankruptcy of one or more of the companies in which they are invested.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 statement of net assets available for benefits.

The participants who have borrowed from the Plan are all employees of the Firm in the Chicago and Denver areas, and their ability to repay the notes could be affected by the economic conditions in the industry in general, the economic conditions in the Chicago and Denver metropolitan areas or the economic situation of the Firm itself.

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

The method used to report unrealized gains in the Form 5500 Schedule H includes capital gain distributions of $190,988. The method used to report unrealized gains in the financial statements excludes capital gain distributions of $190,988, as these are reported as dividends.

NOTE J--PLAN AMENDMENTS

Effective August 1, 2011, the Plan was amended to change the Plan name from Bartlit Beck Herman Palenchar & Scott LLP 401(k) Profit Sharing Plan and Trust to Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust. The Plan name was amended to more appropriately reflect the intent of the Plan.

Effective October 1, 2011, the Plan was amended to permit Roth rollover contributions.

NOTE K--SUBSEQUENT EVENTS

Effective June 15, 2013, the Plan was amended to correct a drafting error in the January 1, 2009 amended and restated Plan document. Accordingly, the Plan was amended to change the Plan entry date for eligible part-time, temporary and seasonal employees to the first day of the month coinciding with or next following the respective employee's completion of 1,000 hours of service in the relevant eligibility computation period.

Effective July 1, 2013, the Plan was amended to allow participants to make in-service distributions solely for the purpose of making an in-plan Roth rollover contribution.

SUPPLEMENTARY INFORMATION

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

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

December 31, 2012

EIN 36-3909157
Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d)	(e) Current Value
	Cash			
	Cash	Cash	**	$ 4,943
	Registered investment companies:			
	Invesco	Money Market Fund	**	1,110,533
	Alliance Bernstein	International Growth Fund	**	501,185
	American Funds	American Balanced A Fund	**	2,606,546
	American Funds	Bond Fund of America A	**	1,489,709
	American Funds	Fundamental Investors R3 Fund	**	529,876
	American Funds	Growth Fund of America A	**	2,862,254
	American Funds	EuroPacific Growth	**	1,778,650
	Federated Funds	Kaufman R	**	1,821,078
	Oppenheimer Funds	Rising Dividends A	**	2,245,784
	Vanguard Funds	500 Index Fund	**	3,857,354
	Keeley Funds	Small Cap Value A	**	562,206
	JPMorgan	Midcap Value	**	1,749,788
	Columbia Seligman	Communications and Information A Fund	**	608,018
	Ivy	Mid Cap Growth A	**	311,942
	Lord Abbett	Short Duration Income A	**	431,486
				22,466,409
*	Notes receivable from participants	Interest rates from 4.25% to 9.00%	-0-	237,805
				$ 22,709,157

* Represents a party-in-interest.
** Cost omitted for participant directed investments.

Financial Statements and
Independent Auditor's Report

Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust

December 31, 2012 and 2011

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DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants/Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee Members and the Plan Administrator of
Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bartlit Beck Herman Palenchar & Scott 401(k) LLP Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Verisight Trust Company and Wilmington Trust Retirement and Institutional Services Company, the Custodians of the Plan, 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 Verisight Trust Company held the Plan's investment assets and executed investment transactions from June 26, 2012 to December 31, 2012, and that Wilmington Trust Retirement and Institutional Services Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to June 25, 2012. The Plan Administrator has obtained certifications from the Custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Custodians 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 assets (held at year end), 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 Custodians, 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.

Digiovine, Hnilo, Jordan & Johnson, Ltd.

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants

St. Charles, Illinois
October 14, 2013

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Participant-directed investments at fair value:		
Cash	$ 4,943	$ -
Registered investment companies	22,466,409	18,339,107
	22,471,352	18,339,107
Receivables:		
Notes receivable from participants	237,805	221,973
TOTAL ASSETS	22,709,157	18,561,080
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 22,709,157	$ 18,561,080

See accompanying notes.

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants		$ 1,788,735
Participant-directed investment income		
Net appreciation in fair value of registered investment companies		2,309,653
Dividends - registered investment companies		475,929
Interest - registered investment companies		111
		2,785,693
Interest on notes receivable from participants		12,646
	TOTAL ADDITIONS	4,587,074
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		433,276
Administration expenses		5,721
	TOTAL DEDUCTIONS	438,997
	NET INCREASE	4,148,077
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,561,080
	END OF YEAR	$ 22,709,157

See accompanying notes.

NOTE A--DESCRIPTION OF PLAN

The following description of Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan & Trust (the "Plan") provides only general information. Users of the financial statements 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 all employees of Bartlit Beck Herman Palenchar & Scott LLP (the "Firm"), except union employees, non-resident aliens, leased employees or temporary and seasonal employees. The Plan was originally established January 1, 1994 and was subsequently amended and restated January 1, 2009. An eligible employee will become eligible to participate on the first day of the month coinciding with or next following the employee's hire date with respect to elective deferrals, and after completing not less than 1,000 hours of service during their first twelve months of employment, or any subsequent Plan year, with respect to employer matching and non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"). The Plan Committee Members and Plan Administrator are responsible for oversight of the Plan and determine the appropriateness of investment offerings, and monitor investment performance.

Contributions

Eligible participants may elect to contribute pre-tax deferred compensation and/or Roth deferred compensation to the Plan by means of a salary deferral agreement up to the maximum limit permitted by federal law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Salary deferral contributions are funded proximate to the withholding date. Participants may also contribute amounts representing distributions from other qualified plans in accordance with Plan provisions. Participants direct the investment of their contributions into various investment options offered by the Plan and may elect to change their investment options at any time.

The Firm may, at its discretion, make an annual matching contribution to eligible participants. Additional profit sharing amounts may also be contributed at the discretion of the Firm's Managing Partner to eligible participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's matching and profit sharing contributions, if any, and (b) Plan earnings or losses; (c) forfeitures of terminated participants' nonvested accounts, if any, and (d) charged with an allocation of administrative expenses. Allocations are based on participant account balances or eligible compensation, as defined in the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment in the Plan, participants direct their contributions into a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time in accordance with Plan provisions. During any period in which there is no participant direction on file with the Custodian as to the investment of a participant's account, 100 percent of that participant's account will be invested in the investment option designated from time to time by the Custodian as the default investment. The Plan currently offers various mutual funds as investment options for participants.

NOTE A--DESCRIPTION OF PLAN-continued

Vesting

Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Firm's discretionary matching and discretionary profit sharing contributions of their accounts is based on years of credited service as presented below. A participant is 100 percent vested after five years of credited service. Participants who attain the normal retirement age of 65 or who terminate employment due to death or disability are 100 percent vested in their account balances.

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. A participant may only have one loan outstanding at any time. The loans are secured by the participant's account balance and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. The interest rates applied to current loans outstanding range from 4.25 percent to 9.00 percent. Principal and interest is typically paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount or installment distributions. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution.

Participants who have not separated from service may receive an in-service distribution provided the participant has attained age 59 ½.

Participants may also elect to receive hardship withdrawals prior to termination of employment from their deferral contribution account, as defined in Plan provisions.

Forfeited Accounts

The Plan provides that the nonvested portion of the Firm's profit sharing or match contributions forfeited by terminated participants shall be applied first to pay Plan administrative expenses and then used to offset any future Firm discretionary contributions. There were no forfeitures to the Plan during the years ended December 31, 2012 and 2011.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Committee Members and the Plan Administrator determine the Plan's valuation policies utilizing information provided by investment advisors and Custodians. See Note C for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as an expense to the participants. No allowance for credit losses has been recorded at December 31, 2012 and 2011. Delinquent notes receivable from participants are reclassified as distributions in accordance with the Plan's provisions.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Firm bears most administrative costs of the Plan.

Date of Management's Review

Management has evaluated subsequent events through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

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

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

NOTE C--FAIR VALUE MEASUREMENTS-continued

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset'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.

Should an investment be re-characterized into or out of Level 1, 2 or 3, Plan management would disclose the basis for the change. Under such circumstances the Plan would report the transfers in and transfers out at the beginning of the Plan quarter when change occurs.

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

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

Level 1 Registered investment companies value mutual funds at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The method 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.

NOTE C--FAIR VALUE MEASUREMENTS-continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Cash	$ 4,943	$ -	$ -	$ 4,943
Registered investment companies:				
Large blend	6,633,014	-	-	6,633,014
Large growth	2,862,254	-	-	2,862,254
Mid-cap value	1,749,788	-	-	1,749,788
Mid-cap growth	2,133,020	-	-	2,133,020
Small blend	562,206	-	-	562,206
Technology	608,018	-	-	608,018
Foreign large blend	1,778,650	-	-	1,778,650
Foreign large growth	501,185	-	-	501,185
Short-term bond	431,486	-	-	431,486
Intermediate-term bond	1,489,709	-	-	1,489,709
Moderate allocation	2,606,546	-	-	2,606,546
Money market fund	1,110,533	-	-	1,110,533
	22,466,409	-	-	22,466,409
Total assets at fair value	$ 22,471,352	$ -	$ -	$ 22,471,352

Assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large blend	$ 5,113,673	$ -	$ -	$ 5,113,673
Large growth	2,373,054	-	-	2,373,054
Mid-cap value	1,350,010	-	-	1,350,010
Mid-cap growth	1,967,144	-	-	1,967,144
Small blend	474,509	-	-	474,509
Technology	551,271	-	-	551,271
Foreign large blend	1,269,420	-	-	1,269,420
Foreign large growth	398,513	-	-	398,513
Intermediate-term bond	1,699,204	-	-	1,699,204
Moderate allocation	2,111,776	-	-	2,111,776
Money market fund	1,030,533	-	-	1,030,533
Total assets at fair value	$ 18,339,107	$ -	$ -	$ 18,339,107

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)

Certain information related to investments from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodians, Verisight Trust Company ("Verisight") for the period June 26, 2012 through December 31, 2012 and Wilmington Trust Retirement and Institutional Services Company ("Wilmington") for the period January 1, 2011 through June 25, 2012. Notes receivable from participants were also certified by the Custodian for the period January 1, 2011 through June 25, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information certified by the Custodians, as of December 31, 2012 and 2011 and for the year ended December 31, 2012.

Except for comparing such information as certified by the Custodians to information included in the Plan's financial statements and supplemental schedule, the Plan's independent auditors did not perform any auditing procedures on the certified information.

Following represents information related to investments and notes receivable from participants certified by the Custodians as of December 31, 2012 and 2011, respectively.

	2012		2011	
Cash	$ 4,943		$ -	
Shares of registered investment companies:				
Invesco Money Market Fund	1,110,533		1,030,533	*
Federated Kaufman R	1,821,078	*	1,967,144	*
American Growth Fund of America A	2,862,254	*	2,373,054	*
Vanguard 500 Index Fund	3,857,354	*	2,697,842	*
American Funds EuroPacific Growth	1,778,650	*	1,269,420	*
Oppenheimer Rising Dividends A Fund	2,245,784	*	1,989,977	*
American Balanced A Fund	2,606,546	*	2,111,776	*
American Bond Fund of America A	1,489,709	*	1,699,204	*
Columbia Seligman Communications and Information A Fund	608,018		551,271	
Alliance Bernstein International Growth Fund A	501,185		398,513	
American Fundamental Investors R3 Fund	529,876		425,854	
Keeley Small Cap Value A	562,206		474,509	
JPMorgan Midcap Value A	1,749,788	*	1,350,010	*
Ivy Mid Cap Growth A	311,942		-	
Lord Abbett Short Duration Income A	431,486		-	
Notes receivable from participants	237,805	**	221,973	
	$ 22,709,157		$ 18,561,080	

* Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011.

** Notes receivable from participants were only certified by Wilmington as of December 31, 2011 and for the period January 1, 2011 through June 25, 2012. Verisight did not certify the notes receivable as of December 31, 2012 and for the period June 26, 2012 through December 31, 2012.

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)-continued

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Custodians.

	2012	2011
Investment, at fair value:		
Registered investment companies appreciation (depreciation)	$ 2,309,653	$ (853,525)
Dividends - registered investment companies	475,929	289,548
Interest - registered investment companies	111	257

NOTE E--RELATED PARTY TRANSACTIONS

Certain Plan investments are maintained and managed under contracts with the Custodians and, therefore, these transactions qualify as party-in-interest transactions.

A third party administrator performs administrative and recordkeeping services for the Plan and receives fees paid by the Plan Sponsor for these services.

Certain employees of the Firm provide administrative services for the Plan and are not reimbursed for their services.

During the year ended December 31, 2012, the Plan Sponsor absorbed most of the Plan's investment management and recordkeeping fees.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE G--TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype plan document, subsequently adopted by the Plan, as then designed, qualified under section 401(k) of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed, and is currently operated in compliance with applicable requirements of the IRC, and therefore, believe that the Plan is qualified, and the related Trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. 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 a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H--RISKS AND UNCERTANTIES

The Plan's assets are invested directly and indirectly in stocks, bonds, and other investments which are purchased or managed by the Custodian. These investments are exposed to various risks, such as interest rate, market and credit risks. The Plan's assets are also subject to changes in the value of those underlying investments, including the potential for bankruptcy of one or more of the companies in which they are invested.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 statement of net assets available for benefits.

The participants who have borrowed from the Plan are all employees of the Firm in the Chicago and Denver areas, and their ability to repay the notes could be affected by the economic conditions in the industry in general, the economic conditions in the Chicago and Denver metropolitan areas or the economic situation of the Firm itself.

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

The method used to report unrealized gains in the Form 5500 Schedule H includes capital gain distributions of $190,988. The method used to report unrealized gains in the financial statements excludes capital gain distributions of $190,988, as these are reported as dividends.

NOTE J--PLAN AMENDMENTS

Effective August 1, 2011, the Plan was amended to change the Plan name from Bartlit Beck Herman Palenchar & Scott LLP 401(k) Profit Sharing Plan and Trust to Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust. The Plan name was amended to more appropriately reflect the intent of the Plan.

Effective October 1, 2011, the Plan was amended to permit Roth rollover contributions.

NOTE K--SUBSEQUENT EVENTS

Effective June 15, 2013, the Plan was amended to correct a drafting error in the January 1, 2009 amended and restated Plan document. Accordingly, the Plan was amended to change the Plan entry date for eligible part-time, temporary and seasonal employees to the first day of the month coinciding with or next following the respective employee's completion of 1,000 hours of service in the relevant eligibility computation period.

Effective July 1, 2013, the Plan was amended to allow participants to make in-service distributions solely for the purpose of making an in-plan Roth rollover contribution.

SUPPLEMENTARY INFORMATION

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

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

December 31, 2012

EIN 36-3909157
Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d)	(e) Current Value
	Cash			
	Cash	Cash	**	$ 4,943
	Registered investment companies:			
	Invesco	Money Market Fund	**	1,110,533
	Alliance Bernstein	International Growth Fund	**	501,185
	American Funds	American Balanced A Fund	**	2,606,546
	American Funds	Bond Fund of America A	**	1,489,709
	American Funds	Fundamental Investors R3 Fund	**	529,876
	American Funds	Growth Fund of America A	**	2,862,254
	American Funds	EuroPacific Growth	**	1,778,650
	Federated Funds	Kaufman R	**	1,821,078
	Oppenheimer Funds	Rising Dividends A	**	2,245,784
	Vanguard Funds	500 Index Fund	**	3,857,354
	Keeley Funds	Small Cap Value A	**	562,206
	JPMorgan	Midcap Value	**	1,749,788
	Columbia Seligman	Communications and Information A Fund	**	608,018
	Ivy	Mid Cap Growth A	**	311,942
	Lord Abbett	Short Duration Income A	**	431,486
				22,466,409
*	Notes receivable from participants	Interest rates from 4.25% to 9.00%	-0-	237,805
				$ 22,709,157

* Represents a party-in-interest.
** Cost omitted for participant directed investments.

Financial Statements and
Independent Auditor's Report

Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust

December 31, 2012 and 2011

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DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants/Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee Members and the Plan Administrator of
Bartlit Beck Herman Palenchar & Scott LLP
401(k) Plan and Trust
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bartlit Beck Herman Palenchar & Scott 401(k) LLP Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Verisight Trust Company and Wilmington Trust Retirement and Institutional Services Company, the Custodians of the Plan, 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 Verisight Trust Company held the Plan's investment assets and executed investment transactions from June 26, 2012 to December 31, 2012, and that Wilmington Trust Retirement and Institutional Services Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011 to June 25, 2012. The Plan Administrator has obtained certifications from the Custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Custodians 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 assets (held at year end), 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 Custodians, 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.

Digiovine, Hnilo, Jordan & Johnson, Ltd.

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants

St. Charles, Illinois
October 14, 2013

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Participant-directed investments at fair value:		
Cash	$ 4,943	$ -
Registered investment companies	22,466,409	18,339,107
	22,471,352	18,339,107
Receivables:		
Notes receivable from participants	237,805	221,973
TOTAL ASSETS	22,709,157	18,561,080
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 22,709,157	$ 18,561,080

See accompanying notes.

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants		$ 1,788,735
Participant-directed investment income		
Net appreciation in fair value of registered investment companies		2,309,653
Dividends - registered investment companies		475,929
Interest - registered investment companies		111
		2,785,693
Interest on notes receivable from participants		12,646
	TOTAL ADDITIONS	4,587,074
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		433,276
Administration expenses		5,721
	TOTAL DEDUCTIONS	438,997
	NET INCREASE	4,148,077
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,561,080
	END OF YEAR	$ 22,709,157

See accompanying notes.

NOTE A--DESCRIPTION OF PLAN

The following description of Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan & Trust (the "Plan") provides only general information. Users of the financial statements 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 all employees of Bartlit Beck Herman Palenchar & Scott LLP (the "Firm"), except union employees, non-resident aliens, leased employees or temporary and seasonal employees. The Plan was originally established January 1, 1994 and was subsequently amended and restated January 1, 2009. An eligible employee will become eligible to participate on the first day of the month coinciding with or next following the employee's hire date with respect to elective deferrals, and after completing not less than 1,000 hours of service during their first twelve months of employment, or any subsequent Plan year, with respect to employer matching and non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"). The Plan Committee Members and Plan Administrator are responsible for oversight of the Plan and determine the appropriateness of investment offerings, and monitor investment performance.

Contributions

Eligible participants may elect to contribute pre-tax deferred compensation and/or Roth deferred compensation to the Plan by means of a salary deferral agreement up to the maximum limit permitted by federal law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Salary deferral contributions are funded proximate to the withholding date. Participants may also contribute amounts representing distributions from other qualified plans in accordance with Plan provisions. Participants direct the investment of their contributions into various investment options offered by the Plan and may elect to change their investment options at any time.

The Firm may, at its discretion, make an annual matching contribution to eligible participants. Additional profit sharing amounts may also be contributed at the discretion of the Firm's Managing Partner to eligible participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's matching and profit sharing contributions, if any, and (b) Plan earnings or losses; (c) forfeitures of terminated participants' nonvested accounts, if any, and (d) charged with an allocation of administrative expenses. Allocations are based on participant account balances or eligible compensation, as defined in the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment in the Plan, participants direct their contributions into a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time in accordance with Plan provisions. During any period in which there is no participant direction on file with the Custodian as to the investment of a participant's account, 100 percent of that participant's account will be invested in the investment option designated from time to time by the Custodian as the default investment. The Plan currently offers various mutual funds as investment options for participants.

NOTE A--DESCRIPTION OF PLAN-continued

Vesting

Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Firm's discretionary matching and discretionary profit sharing contributions of their accounts is based on years of credited service as presented below. A participant is 100 percent vested after five years of credited service. Participants who attain the normal retirement age of 65 or who terminate employment due to death or disability are 100 percent vested in their account balances.

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. A participant may only have one loan outstanding at any time. The loans are secured by the participant's account balance and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. The interest rates applied to current loans outstanding range from 4.25 percent to 9.00 percent. Principal and interest is typically paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount or installment distributions. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution.

Participants who have not separated from service may receive an in-service distribution provided the participant has attained age 59 ½.

Participants may also elect to receive hardship withdrawals prior to termination of employment from their deferral contribution account, as defined in Plan provisions.

Forfeited Accounts

The Plan provides that the nonvested portion of the Firm's profit sharing or match contributions forfeited by terminated participants shall be applied first to pay Plan administrative expenses and then used to offset any future Firm discretionary contributions. There were no forfeitures to the Plan during the years ended December 31, 2012 and 2011.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Committee Members and the Plan Administrator determine the Plan's valuation policies utilizing information provided by investment advisors and Custodians. See Note C for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as an expense to the participants. No allowance for credit losses has been recorded at December 31, 2012 and 2011. Delinquent notes receivable from participants are reclassified as distributions in accordance with the Plan's provisions.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Firm bears most administrative costs of the Plan.

Date of Management's Review

Management has evaluated subsequent events through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

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

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

NOTE C--FAIR VALUE MEASUREMENTS-continued

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset'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.

Should an investment be re-characterized into or out of Level 1, 2 or 3, Plan management would disclose the basis for the change. Under such circumstances the Plan would report the transfers in and transfers out at the beginning of the Plan quarter when change occurs.

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

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

Level 1 Registered investment companies value mutual funds at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The method 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.

NOTE C--FAIR VALUE MEASUREMENTS-continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Cash	$ 4,943	$ -	$ -	$ 4,943
Registered investment companies:				
Large blend	6,633,014	-	-	6,633,014
Large growth	2,862,254	-	-	2,862,254
Mid-cap value	1,749,788	-	-	1,749,788
Mid-cap growth	2,133,020	-	-	2,133,020
Small blend	562,206	-	-	562,206
Technology	608,018	-	-	608,018
Foreign large blend	1,778,650	-	-	1,778,650
Foreign large growth	501,185	-	-	501,185
Short-term bond	431,486	-	-	431,486
Intermediate-term bond	1,489,709	-	-	1,489,709
Moderate allocation	2,606,546	-	-	2,606,546
Money market fund	1,110,533	-	-	1,110,533
	22,466,409	-	-	22,466,409
Total assets at fair value	$ 22,471,352	$ -	$ -	$ 22,471,352

Assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large blend	$ 5,113,673	$ -	$ -	$ 5,113,673
Large growth	2,373,054	-	-	2,373,054
Mid-cap value	1,350,010	-	-	1,350,010
Mid-cap growth	1,967,144	-	-	1,967,144
Small blend	474,509	-	-	474,509
Technology	551,271	-	-	551,271
Foreign large blend	1,269,420	-	-	1,269,420
Foreign large growth	398,513	-	-	398,513
Intermediate-term bond	1,699,204	-	-	1,699,204
Moderate allocation	2,111,776	-	-	2,111,776
Money market fund	1,030,533	-	-	1,030,533
Total assets at fair value	$ 18,339,107	$ -	$ -	$ 18,339,107

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)

Certain information related to investments from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodians, Verisight Trust Company ("Verisight") for the period June 26, 2012 through December 31, 2012 and Wilmington Trust Retirement and Institutional Services Company ("Wilmington") for the period January 1, 2011 through June 25, 2012. Notes receivable from participants were also certified by the Custodian for the period January 1, 2011 through June 25, 2012. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information certified by the Custodians, as of December 31, 2012 and 2011 and for the year ended December 31, 2012.

Except for comparing such information as certified by the Custodians to information included in the Plan's financial statements and supplemental schedule, the Plan's independent auditors did not perform any auditing procedures on the certified information.

Following represents information related to investments and notes receivable from participants certified by the Custodians as of December 31, 2012 and 2011, respectively.

	2012		2011	
Cash	$ 4,943		$ -	
Shares of registered investment companies:				
Invesco Money Market Fund	1,110,533		1,030,533	*
Federated Kaufman R	1,821,078	*	1,967,144	*
American Growth Fund of America A	2,862,254	*	2,373,054	*
Vanguard 500 Index Fund	3,857,354	*	2,697,842	*
American Funds EuroPacific Growth	1,778,650	*	1,269,420	*
Oppenheimer Rising Dividends A Fund	2,245,784	*	1,989,977	*
American Balanced A Fund	2,606,546	*	2,111,776	*
American Bond Fund of America A	1,489,709	*	1,699,204	*
Columbia Seligman Communications and Information A Fund	608,018		551,271	
Alliance Bernstein International Growth Fund A	501,185		398,513	
American Fundamental Investors R3 Fund	529,876		425,854	
Keeley Small Cap Value A	562,206		474,509	
JPMorgan Midcap Value A	1,749,788	*	1,350,010	*
Ivy Mid Cap Growth A	311,942		-	
Lord Abbett Short Duration Income A	431,486		-	
Notes receivable from participants	237,805	**	221,973	
	$ 22,709,157		$ 18,561,080	

* Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011.

** Notes receivable from participants were only certified by Wilmington as of December 31, 2011 and for the period January 1, 2011 through June 25, 2012. Verisight did not certify the notes receivable as of December 31, 2012 and for the period June 26, 2012 through December 31, 2012.

NOTE D--INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (UNAUDITED)-continued

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Custodians.

	2012	2011
Investment, at fair value:		
Registered investment companies appreciation (depreciation)	$ 2,309,653	$ (853,525)
Dividends - registered investment companies	475,929	289,548
Interest - registered investment companies	111	257

NOTE E--RELATED PARTY TRANSACTIONS

Certain Plan investments are maintained and managed under contracts with the Custodians and, therefore, these transactions qualify as party-in-interest transactions.

A third party administrator performs administrative and recordkeeping services for the Plan and receives fees paid by the Plan Sponsor for these services.

Certain employees of the Firm provide administrative services for the Plan and are not reimbursed for their services.

During the year ended December 31, 2012, the Plan Sponsor absorbed most of the Plan's investment management and recordkeeping fees.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE G--TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype plan document, subsequently adopted by the Plan, as then designed, qualified under section 401(k) of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed, and is currently operated in compliance with applicable requirements of the IRC, and therefore, believe that the Plan is qualified, and the related Trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. 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 a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H--RISKS AND UNCERTANTIES

The Plan's assets are invested directly and indirectly in stocks, bonds, and other investments which are purchased or managed by the Custodian. These investments are exposed to various risks, such as interest rate, market and credit risks. The Plan's assets are also subject to changes in the value of those underlying investments, including the potential for bankruptcy of one or more of the companies in which they are invested.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 statement of net assets available for benefits.

The participants who have borrowed from the Plan are all employees of the Firm in the Chicago and Denver areas, and their ability to repay the notes could be affected by the economic conditions in the industry in general, the economic conditions in the Chicago and Denver metropolitan areas or the economic situation of the Firm itself.

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

The method used to report unrealized gains in the Form 5500 Schedule H includes capital gain distributions of $190,988. The method used to report unrealized gains in the financial statements excludes capital gain distributions of $190,988, as these are reported as dividends.

NOTE J--PLAN AMENDMENTS

Effective August 1, 2011, the Plan was amended to change the Plan name from Bartlit Beck Herman Palenchar & Scott LLP 401(k) Profit Sharing Plan and Trust to Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust. The Plan name was amended to more appropriately reflect the intent of the Plan.

Effective October 1, 2011, the Plan was amended to permit Roth rollover contributions.

NOTE K--SUBSEQUENT EVENTS

Effective June 15, 2013, the Plan was amended to correct a drafting error in the January 1, 2009 amended and restated Plan document. Accordingly, the Plan was amended to change the Plan entry date for eligible part-time, temporary and seasonal employees to the first day of the month coinciding with or next following the respective employee's completion of 1,000 hours of service in the relevant eligibility computation period.

Effective July 1, 2013, the Plan was amended to allow participants to make in-service distributions solely for the purpose of making an in-plan Roth rollover contribution.

SUPPLEMENTARY INFORMATION

Bartlit Beck Herman Palenchar & Scott LLP 401(k) Plan and Trust

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

December 31, 2012

EIN 36-3909157
Plan No. 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d)	(e) Current Value
	Cash			
	Cash	Cash	**	$ 4,943
	Registered investment companies:			
	Invesco	Money Market Fund	**	1,110,533
	Alliance Bernstein	International Growth Fund	**	501,185
	American Funds	American Balanced A Fund	**	2,606,546
	American Funds	Bond Fund of America A	**	1,489,709
	American Funds	Fundamental Investors R3 Fund	**	529,876
	American Funds	Growth Fund of America A	**	2,862,254
	American Funds	EuroPacific Growth	**	1,778,650
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	Oppenheimer Funds	Rising Dividends A	**	2,245,784
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	JPMorgan	Midcap Value	**	1,749,788
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* Represents a party-in-interest.
** Cost omitted for participant directed investments.