

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>MECHANICAL PARTNERS, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/31/2008</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/31/2008</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/31/2008</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MECHANICAL PARTNERS, INC.</u> <u>10217 PLANO RD</u> <u>DALLAS, TX 75238</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>76-0461926</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>214-343-1105</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238220</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0461926</u>	2c Sponsor's telephone number <u>214-343-1105</u>	2d Business code (see instructions) <u>238220</u>	
2b Employer Identification Number (EIN) <u>76-0461926</u>					
2c Sponsor's telephone number <u>214-343-1105</u>					
2d Business code (see instructions) <u>238220</u>					

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. Signature of plan administrator	10/14/2013 Date	JASON KEY Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	JASON KEY Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address MECHANICAL PARTNERS, INC. 10217 PLANO RD DALLAS, TX 75238	3b Administrator's EIN 76-0461926 3c Administrator's telephone number 214-343-1105
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	5 219
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 115
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 5
d Subtotal. Add lines 6a , 6b , and 6c	6d 120
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 120
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 25
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MECHANICAL PARTNERS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MECHANICAL PARTNERS, INC.</u>	D Employer Identification Number (EIN) <u>76-0461926</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	175	Yes ☒ No ☐	Yes ☒ No ☐	0	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.	

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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>MECHANICAL PARTNERS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MECHANICAL PARTNERS, INC.</u>	D Employer Identification Number (EIN) <u>76-0461926</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8659	12882
(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)	11422	13000
(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)	383053	510600
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	403134	536482

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	403134	536482
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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)	91391	
(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)		91391
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(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)	544	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		545
(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)	15533	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15533
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		42334
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		149803

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16266	
(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)		16266
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	189	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		189
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16455

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		133348
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: BLACKBURN MAY & ASSOCIATES

(2) EIN: 75-2851778

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		50000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>MECHANICAL PARTNERS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MECHANICAL PARTNERS, INC.</u>	D Employer Identification Number (EIN) <u>76-0461926</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

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): _____

MECHANICAL PARTNERS, INC.
401(K) PLAN
FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2012 AND 2011

PREPARED BY:

BLACKBURN MAY & CO., L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS
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BLACKBURN MAY & CO., L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report

MEMBERSHIPS
American Institute of
Certified Public Accountants

Texas Society of Certified
Public Accountants

Dallas Chapter of Certified
Public Accountants

Private Companies
Practice Section

Management Consulting
Service Division

Information Technology
Section

Association of Certified
Fraud Examiners

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Contractors of America

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INDUSTRIES
Construction
and Related Businesses

Real Estate

Manufacturing and
Distribution

Marketing and Advertising

Emerging Businesses

Technology

Oil & Gas

To the Plan Administrator and Participants of the
Mechanical Partners, Inc. 401(k) Plan
Dallas, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

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BLACKBURN MAY & CO., L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report (continued)

MEMBERSHIPS
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Certified Public Accountants

Texas Society of Certified
Public Accountants

Dallas Chapter of Certified
Public Accountants

Private Companies
Practice Section

Management Consulting
Service Division

Information Technology
Section

Association of Certified
Fraud Examiners

Associated Builders
and Contractors

Associated General
Contractors of America

American Subcontractors
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Valuations and Fairness
Opinions

Litigation Support

Estate, Retirement and
Financial Planning

INDUSTRIES
Construction
and Related Businesses

Real Estate

Manufacturing and
Distribution

Marketing and Advertising

Emerging Businesses

Technology

Oil & Gas

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 schedules of assets held for investment purposes, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BLACKBURN MAY & CO., L.L.P.

Blackburn May & Co., L.L.P.
Certified Public Accountants

August 26, 2013
Dallas, Texas

MECHANICAL PARTNERS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments	\$ 523,482	\$ 391,712
Receivables:		
Employer's contribution	-	-
Participants' contributions	<u>3,197</u>	<u>1,666</u>
	3,197	1,666
Participant notes receivable	<u>13,000</u>	<u>11,422</u>
TOTAL ASSETS	<u>\$ 539,679</u>	<u>\$ 404,800</u>
LIABILITIES		
TOTAL LIABILITIES	\$ -	\$ -
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 539,679</u>	<u>\$ 404,800</u>

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

MECHANICAL PARTNERS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net investment gain (loss)	\$ 42,334	\$ (23,063)
Interest	545	765
Dividends	15,533	9,137
Other	-	-
	<u>58,412</u>	<u>(13,161)</u>
Contributions:		
Employer's contributions	-	22,979
Participants' contributions	92,922	98,281
Rollovers	-	5,219
	<u>92,922</u>	<u>126,479</u>
TOTAL ADDITIONS	<u>151,334</u>	<u>113,318</u>
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	16,266	130,229
Administration expenses	189	400
TOTAL DEDUCTIONS	<u>16,455</u>	<u>130,629</u>
NET INCREASE (DECREASE)	134,879	(17,311)
Net assets available for benefits at the beginning of the year	<u>404,800</u>	<u>422,111</u>
NET ASSETS AVAILABLE FOR BENEFITS AT THE END OF YEAR	<u>\$ 539,679</u>	<u>\$ 404,800</u>

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. **Description of Plan**

The following description of the Mechanical Partners, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established by Mechanical Partners, Inc. (the "Company") under the provision of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in section 401(k) of the IRC, for the benefit of eligible employees of the Company. All employees of the Company who have completed at least three months of service, as defined in the Plan, and are twenty-one years of age or older are eligible to participate. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administration - The Plan is administered by the Pension Committee which is appointed by the Board of Directors of the Company. The Plan's custodian, Fidelity Management Trust Company, (the "Custodian"), is responsible for the custody and management of the Plan's assets.

Contributions - Each year, participants may contribute up to 90 percent of their pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (except rollovers of after-tax employee contributions). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company may make matching contributions equal to a discretionary percentage to be determined by the Company of the Participants salary reduction as well as nonelective discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as the participant's share of the Plan's income and any related administrative expenses. Allocations are based on the ratio of each participant's contribution to the total contributions of all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. **Description of Plan (continued)**

Participant Loans - Participants may borrow from their fund accounts. Participant loans are limited to 50 percent of a participant's vested account balance or \$50,000, whichever is less. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes fund. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates currently range from 7.5 to 9.25 percent. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits - On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a partial withdrawal. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$1,768 and \$107, respectively. These accounts will be used to reduce future employer contributions and plan expenses.

2. **Summary of Significant Accounting Policies**

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits - Benefits are recorded when paid.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. **Investments**

Unaudited Information Certified by Fidelity - The December 31, 2012 and 2011 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Fidelity in accordance with 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 information certified includes (a) total investments of \$523,482 and \$391,712 at December 31, 2012 and 2011, (b) participant notes receivable of \$13,000 and \$11,422 at December 31, 2012 and 2011, and (c) related investment income of \$58,412 and \$(13,161) for the years ending December 31, 2012 and 2011.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>		<u>2011</u>
FID Intl Discovery	\$ 37,276	\$	41,107
FID Cap Appreciation	37,355		26,881
FID Exp & Multinatl	35,935		28,700
FID Equity Inc	30,799		21,879
FID Intermediate Bond	56,263		34,806
FID Total Bond	54,286		53,670
FID Freedom 2030	43,023		32,937
FID Freedom 2025	\$ 34,489	\$	27,583

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

4. **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

5. **Tax Status**

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are acceptable under Section 401 of the Internal Revenue Code ("IRC"). Although the Plan has since been amended, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

6. **Fair Value Measurements**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

	<u>Fair Value</u>	<u>Market Quoted Prices (Level 1)</u>	<u>Quoted Prices for Similar Instruments (Level 2)</u>
<u>December 31, 2011</u>			
Money market funds	\$ 8,659	\$ 8,659	\$ -
Mutual funds	383,053	383,053	-
Participant loans	<u>11,422</u>	<u>-</u>	<u>11,422</u>
	\$ <u><u>403,134</u></u>	\$ <u><u>391,712</u></u>	\$ <u><u>11,422</u></u>

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

6. **Fair Value Measurements (continued)**

	<u>Fair Value</u>	<u>Market Quoted Prices (Level 1)</u>	<u>Quoted Prices for Similar Instruments (Level 2)</u>
<u>December 31, 2012</u>			
Money market funds	\$ 12,882	\$ 12,882	\$ -
Mutual funds	510,600	510,600	-
Participant loans	<u>13,000</u>	<u>-</u>	<u>13,000</u>
	\$ <u>536,482</u>	\$ <u>523,482</u>	\$ <u>13,000</u>

Generally Accepted Accounting Principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. The Plan measures fair value using Level 1 and Level 2 inputs.

Level 1 Fair Value Measurement

The fair value of the money market funds and mutual funds are based on 100% of the price of the underlying investment funds.

Level 2 Fair Value Measurement

The fair value of participant loans represents the outstanding principal balance taking into account the applicable interest rate.

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

7. **Risks and Uncertainties**

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

8. **Subsequent Events**

Generally accepted accounting principles defines the period after the balance sheet date during which management shall evaluate events or transactions that may occur for potential recognition or disclosure, the circumstances under which an organization shall recognize events occurring after the balance sheet date and the disclosures that an organization shall make about those events or transactions. Management evaluated all events and transactions that occurred after December 31, 2012 and through August 26, 2013. The Plan did not have any material recognizable subsequent events during this period.

9. **Reconciliation of Financial Statements to Schedule H of Form 5500**

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

	December 31, 2012	December 31, 2011
	<hr/>	<hr/>
Net assets available for benefits per the financial statements	\$ 539,679	\$ 404,800
Contributions receivable	(3,197)	(1,666)
Amounts allocated to withdrawing participants	<hr/> -	<hr/> -
Net assets available for benefits per Schedule H to the Form 5500	\$ <u>536,482</u>	\$ <u>403,134</u>

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

9. **Reconciliation of Financial Statements to Schedule H of Form 5500**

The following is a reconciliation of contributions for the years ending December 31, 2012 and 2011, per the financial statements to Schedule H of Form 5500:

	December 31, 2012	December 31, 2011
	<hr/>	<hr/>
Contributions received per the financial statements	\$ 92,922	\$ 126,479
Add: Contributions receivable at beginning of year	1,666	-
Less: Contributions receivable at end of year	<hr/> (3,197)	<hr/> (1,666)
Contributions received per Schedule H of Form 5500	\$ <hr/> <u>91,391</u>	\$ <hr/> <u>124,813</u>

MECHANICAL PARTNERS, INC. 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year
December 31, 2012
EIN 75-2892220
PLAN # 001

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Market Value
*	Fidelity Investments	Fidelity Fidelity	\$	4,362
*	Fidelity Investments	Fidelity Puritan		4,539
*	Fidelity Investments	Fidelity Value Strategies		1,441
*	Fidelity Investments	Fidelity Equity Income		30,799
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*	Fidelity Investments	Fidelity Value		1,412
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*	Fidelity Investments	Fidelity Freedom 2050		2,775
*		Participant loans		13,000
			\$	\$
				536,482

* Represents a party in interest.
Note: Column (d) is blank as all investments are participant directed.
The above information has been certified by Fidelity Management Trust Company.

MECHANICAL PARTNERS, INC.
401(K) PLAN
FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2012 AND 2011

PREPARED BY:

BLACKBURN MAY & CO., L.L.P.
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BLACKBURN MAY & CO., L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report

MEMBERSHIPS
American Institute of
Certified Public Accountants

Texas Society of Certified
Public Accountants

Dallas Chapter of Certified
Public Accountants

Private Companies
Practice Section

Management Consulting
Service Division

Information Technology
Section

Association of Certified
Fraud Examiners

Associated Builders
and Contractors

Associated General
Contractors of America

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Association, Inc.

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Accounting and Assurance

Tax and Research

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Management Information
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Corporate Finance

Valuations and Fairness
Opinions

Litigation Support

Estate, Retirement and
Financial Planning

INDUSTRIES
Construction
and Related Businesses

Real Estate

Manufacturing and
Distribution

Marketing and Advertising

Emerging Businesses

Technology

Oil & Gas

To the Plan Administrator and Participants of the
Mechanical Partners, Inc. 401(k) Plan
Dallas, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

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BLACKBURN MAY & CO., L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report (continued)

MEMBERSHIPS
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Texas Society of Certified
Public Accountants

Dallas Chapter of Certified
Public Accountants

Private Companies
Practice Section

Management Consulting
Service Division

Information Technology
Section

Association of Certified
Fraud Examiners

Associated Builders
and Contractors

Associated General
Contractors of America

American Subcontractors
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Valuations and Fairness
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Estate, Retirement and
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INDUSTRIES
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and Related Businesses

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Manufacturing and
Distribution

Marketing and Advertising

Emerging Businesses

Technology

Oil & Gas

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 schedules of assets held for investment purposes, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BLACKBURN MAY & CO., L.L.P.

Blackburn May & Co., L.L.P.
Certified Public Accountants

August 26, 2013
Dallas, Texas

MECHANICAL PARTNERS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments	\$ 523,482	\$ 391,712
Receivables:		
Employer's contribution	-	-
Participants' contributions	<u>3,197</u>	<u>1,666</u>
	3,197	1,666
Participant notes receivable	<u>13,000</u>	<u>11,422</u>
TOTAL ASSETS	<u>\$ 539,679</u>	<u>\$ 404,800</u>
LIABILITIES		
TOTAL LIABILITIES	\$ -	\$ -
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 539,679</u>	<u>\$ 404,800</u>

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

MECHANICAL PARTNERS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net investment gain (loss)	\$ 42,334	\$ (23,063)
Interest	545	765
Dividends	15,533	9,137
Other	-	-
	<u>58,412</u>	<u>(13,161)</u>
Contributions:		
Employer's contributions	-	22,979
Participants' contributions	92,922	98,281
Rollovers	-	5,219
	<u>92,922</u>	<u>126,479</u>
TOTAL ADDITIONS	151,334	113,318
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	16,266	130,229
Administration expenses	189	400
TOTAL DEDUCTIONS	<u>16,455</u>	<u>130,629</u>
NET INCREASE (DECREASE)	134,879	(17,311)
Net assets available for benefits at the beginning of the year	<u>404,800</u>	<u>422,111</u>
NET ASSETS AVAILABLE FOR BENEFITS AT THE END OF YEAR	<u>\$ 539,679</u>	<u>\$ 404,800</u>

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. **Description of Plan**

The following description of the Mechanical Partners, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established by Mechanical Partners, Inc. (the "Company") under the provision of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in section 401(k) of the IRC, for the benefit of eligible employees of the Company. All employees of the Company who have completed at least three months of service, as defined in the Plan, and are twenty-one years of age or older are eligible to participate. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administration - The Plan is administered by the Pension Committee which is appointed by the Board of Directors of the Company. The Plan's custodian, Fidelity Management Trust Company, (the "Custodian"), is responsible for the custody and management of the Plan's assets.

Contributions - Each year, participants may contribute up to 90 percent of their pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (except rollovers of after-tax employee contributions). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company may make matching contributions equal to a discretionary percentage to be determined by the Company of the Participants salary reduction as well as nonelective discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as the participant's share of the Plan's income and any related administrative expenses. Allocations are based on the ratio of each participant's contribution to the total contributions of all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. **Description of Plan (continued)**

Participant Loans - Participants may borrow from their fund accounts. Participant loans are limited to 50 percent of a participant's vested account balance or \$50,000, whichever is less. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes fund. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates currently range from 7.5 to 9.25 percent. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits - On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a partial withdrawal. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$1,768 and \$107, respectively. These accounts will be used to reduce future employer contributions and plan expenses.

2. **Summary of Significant Accounting Policies**

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits - Benefits are recorded when paid.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

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

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. **Investments**

Unaudited Information Certified by Fidelity - The December 31, 2012 and 2011 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Fidelity in accordance with 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 information certified includes (a) total investments of \$523,482 and \$391,712 at December 31, 2012 and 2011, (b) participant notes receivable of \$13,000 and \$11,422 at December 31, 2012 and 2011, and (c) related investment income of \$58,412 and \$(13,161) for the years ending December 31, 2012 and 2011.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>		<u>2011</u>
FID Intl Discovery	\$ 37,276	\$	41,107
FID Cap Appreciation	37,355		26,881
FID Exp & Multinatl	35,935		28,700
FID Equity Inc	30,799		21,879
FID Intermediate Bond	56,263		34,806
FID Total Bond	54,286		53,670
FID Freedom 2030	43,023		32,937
FID Freedom 2025	\$ 34,489	\$	27,583

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

4. **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

5. **Tax Status**

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are acceptable under Section 401 of the Internal Revenue Code ("IRC"). Although the Plan has since been amended, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

6. **Fair Value Measurements**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

	<u>Fair Value</u>	<u>Market Quoted Prices (Level 1)</u>	<u>Quoted Prices for Similar Instruments (Level 2)</u>
<u>December 31, 2011</u>			
Money market funds	\$ 8,659	\$ 8,659	\$ -
Mutual funds	383,053	383,053	-
Participant loans	<u>11,422</u>	<u>-</u>	<u>11,422</u>
	\$ <u><u>403,134</u></u>	\$ <u><u>391,712</u></u>	\$ <u><u>11,422</u></u>

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

6. **Fair Value Measurements (continued)**

	<u>Fair Value</u>	<u>Market Quoted Prices (Level 1)</u>	<u>Quoted Prices for Similar Instruments (Level 2)</u>
<u>December 31, 2012</u>			
Money market funds	\$ 12,882	\$ 12,882	\$ -
Mutual funds	510,600	510,600	-
Participant loans	<u>13,000</u>	<u>-</u>	<u>13,000</u>
	\$ <u>536,482</u>	\$ <u>523,482</u>	\$ <u>13,000</u>

Generally Accepted Accounting Principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. The Plan measures fair value using Level 1 and Level 2 inputs.

Level 1 Fair Value Measurement

The fair value of the money market funds and mutual funds are based on 100% of the price of the underlying investment funds.

Level 2 Fair Value Measurement

The fair value of participant loans represents the outstanding principal balance taking into account the applicable interest rate.

MECHANICAL PARTNERS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

7. **Risks and Uncertainties**

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

8. **Subsequent Events**

Generally accepted accounting principles defines the period after the balance sheet date during which management shall evaluate events or transactions that may occur for potential recognition or disclosure, the circumstances under which an organization shall recognize events occurring after the balance sheet date and the disclosures that an organization shall make about those events or transactions. Management evaluated all events and transactions that occurred after December 31, 2012 and through August 26, 2013. The Plan did not have any material recognizable subsequent events during this period.

9. **Reconciliation of Financial Statements to Schedule H of Form 5500**

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

	December 31, 2012	December 31, 2011
	<hr/>	<hr/>
Net assets available for benefits per the financial statements	\$ 539,679	\$ 404,800
Contributions receivable	(3,197)	(1,666)
Amounts allocated to withdrawing participants	<hr/> -	<hr/> -
Net assets available for benefits per Schedule H to the Form 5500	\$ <u>536,482</u>	\$ <u>403,134</u>

MECHANICAL PARTNERS, INC. 401(K) PLAN
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*	Fidelity Investments	Fidelity Freedom 2050		2,775
*		Participant loans		13,000
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* Represents a party in interest.
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