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. . . . . ▶ [X]

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
REEDY INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/30/1980

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

REEDY INDUSTRIES, INC.

2440 RAVINE WAY
SUITE 200
GLENVIEW, IL 60025

2440 RAVINE WAY
SUITE 200
GLENVIEW, IL 60025

2b Employer Identification Number (EIN)
36-2683304

2c Sponsor's telephone number
847-729-9450

2d Business code (see instructions)
238220

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	HOLLY EBNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

REEDY INDUSTRIES, INC.

2440 RAVINE WAY
SUITE 200
GLENVIEW, IL 60025

3b Administrator's EIN
36-2683304

3c Administrator's telephone number
847-729-9450

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**	411
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**	428
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	59
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	487
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	489
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	248
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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:
2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	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
REEDY INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REEDY INDUSTRIES, INC.

D Employer Identification Number (EIN)
36-2683304

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

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 65 60	RECORDKEEPER	2374	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BAIRD CORE PLUS INV - US BANCORP FU 39-0281260	0.27%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROWN SMALL CO INV - ALPS FUND SERV 20-3247785	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA DIV INC A - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON LG CAP VALUE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DEVELOP MKTS A - INVESCO CANAD P.O. BOX 4739 HOUSTON, TX 77210-4739	0.50%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
REEDY INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REEDY INDUSTRIES, INC.

D Employer Identification Number (EIN)
36-2683304

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2199541

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
REEDY INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REEDY INDUSTRIES, INC.

D Employer Identification Number (EIN)
36-2683304

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	2084197	2199541
(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)	14074211	14125705
(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	16158408	16325246
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	16158408	16325246

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)	245568	
(B) Participants	2a(1)(B)	1085103	
(C) Others (including rollovers)	2a(1)(C)	564095	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1894766
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(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)	385789	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		385789
(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)		39260
(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)		1584390
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3904205
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3734908	
(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)		3734908
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)	2459	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2459
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3737367
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		166838
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: CALLERO & CALLERO **(2)** EIN: 36-2518261

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		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
REEDY INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REEDY INDUSTRIES, INC.

D Employer Identification Number (EIN)
36-2683304

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): 04-6568107

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):

REEDY INDUSTRIES, INC. 401(k) PLAN

December 31, 2012

REEDY INDUSTRIES, INC. 401(k) PLAN

INDEPENDENT AUDITOR'S REPORT

EXHIBIT I

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

EXHIBIT II

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

NOTES TO FINANCIAL STATEMENTS

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

CALLERO
& CALLERO LLP
CERTIFIED PUBLIC ACCOUNTANTS
AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
Reedy Industries, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements (modified cash basis) of Reedy Industries, Inc. 401(k) Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net asses available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting, a comprehensive basis of accounting other than 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 Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 C., which was certified by Fidelity Management Trust Company, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

(continued)

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t: (847) 966-2040, f: (847) 966-2179
e: info@callero.com
www.callero.com

INDEPENDENT AUDITOR'S REPORT
(continued)

Disclaimer of Opinion

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

Other Matters

As discussed in Note B., these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

The supplemental schedule, schedule of assets (held at end of year), for the year ended December, 31 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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 schedule, 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.

Callero & Callero LLP

Niles, Illinois
October 2, 2013

REEDY INDUSTRIES, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
December 31,

	2012	2011
Assets		
Investments, at Fair Value (See Note D.)		
Shares of Registered Investment Companies-Mutual Funds		
Artisan Mid Cap Value	$ 181,772	$ 195,066
Brown Small Company Inst	242,747	198,185
Columbia Dividend Income	490,961	0
Eaton Large Cap Value A	0	448,573
Invesco Developing Markets	12,629	0
Fidelity Contra Fund	481,634	494,217
Fidelity Growth Company Fund	3,011,808	2,894,934
Fidelity Government Income Fund	435,982	541,865
Fidelity OTC Portfolio	399,743	473,768
Fidelity Balanced	277,076	169,563
Fidelity Low-Priced Stock Fund	527,541	795,642
Fidelity Diversified International Fund	1,328,535	1,364,403
Fidelity Mid-Cap Stock Fund	1,524,437	1,719,865
Fidelity Freedom Income Fund	206,299	178,157
Fidelity Freedom 2000 Fund	47,147	98,400
Fidelity Freedom 2005 Fund	0	3,072
Fidelity Freedom 2010 Fund	442,949	497,354
Fidelity Freedom 2015 Fund	256,244	271,729
Fidelity Freedom 2020 Fund	1,162,443	1,064,756
Fidelity Freedom 2025 Fund	49,775	18,179
Fidelity Freedom 2030 Fund	418,294	255,984
Fidelity Freedom 2035 Fund	158,194	92,725
Fidelity Freedom 2040 Fund	107,749	73,105
Fidelity Freedom 2045 Fund	89,848	17,272
Fidelity Freedom 2050 Fund	26,268	4,712
Fidelity Freedom 2055 Fund	7,860	0
Fidelity Spartan 500 Index Fund	1,459,566	1,387,155
Fidelity Spartan U.S. Bond Index Fund	778,203	815,530
Shares of Common/Collective Trusts		
Fidelity Managed Income Portfolio	2,199,541	2,084,197
Total Investments	16,325,245	16,158,408
Total Assets	16,325,245	16,158,408
Net Assets Available for Benefits at Fair Value	16,325,245	16,158,408
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(62,945)	(51,404)
Net Assets Available for Benefits	$ 16,262,300	$ 16,107,004

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

EXHIBIT II

REEDY INDUSTRIES, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Investment income:	
Dividends and Interest	$ 413,506
Net appreciation in fair value of investments (See Note D.)	1,584,391
	1,997,897
Contributions:	
Employer's	245,568
Participants'	1,085,103
Rollovers	564,095
	1,894,766
Total additions	3,892,663
Deductions from net assets attributed to:	
Benefits paid to participants	3,734,908
Administrative expenses	2,459
Total deductions	3,737,367
Net Increase	155,296
Net assets available for plan benefits:	
Beginning of year	16,107,004
End of year	$ 16,262,300

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

A. Description of Plan

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

1. *General.* The Company adopted Fidelity's Volume Submitter Plan which is a defined contribution plan covering all employees who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income and Security Act of 1974.

2. *Contributions.* Each year, participants may contribute up to 60 percent of their pretax annual compensation up to $17,000 and $16,500 in 2012 and 2011, as defined in the Plan. Participants may also contribute amounts representing rollovers from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-seven mutual funds as investment options for participants. The Company may make contributions for a plan year designated as "qualified nonelective contributions" and allocate them to non-highly compensated employees to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. The Company contributions will not be designated for union employees in the plan. Participants will be 100 percent vested in these contributions and may not request a hardship withdrawal of these contributions. Contributions are subject to certain limitations.

3. *Participant Accounts.* Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution, (b) Plan earnings, and (c) is charged with an allocation of administrative expenses. Allocations are based on participant earnings on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

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

5. *Payments of Benefits.* On termination of service due to death, disability or retirement, a participant or designated beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or installments. On termination of employment, participants can either receive a lump-sum payment or rollover to another plan. Alternatively, participants can choose to defer receipt of their distribution until required by law to receive minimum required distributions. However, if the participant's vested account balance is $5,000 or less, the balance will be distributed in a lump-sum payment.

6. *Forfeited Accounts.* During the year the Plan collected $903 of forfeited non-vested accounts and used the entire amount to pay for administrative expenses. Forfeitures are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Company contributions payable under the Plan. For the years ending December 31, 2012 and 2011, the Plan did not have a forfeited account balance.

(continued)

B. Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the modified cash basis of accounting. The modified cash basis of accounting is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the cash basis of accounting, income is recorded when received and expenses are recorded when paid. The modification is for the recording of investments at fair value (modified cash basis) rather than on a comprehensive cash basis of reporting as ascribed to in the auditor's report.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Quoted market prices, as determined by Fidelity Investments Operations Company, Inc., are used to determine the fair value of investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded when received.

Payment of Benefits
Benefits are recorded when paid.

Risks and Uncertainties
The Plan provides for various investment options in a combination of mutual funds to the participants. The participants' investments in these securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the future statement of net assets available for benefits and the statement of changes in net assets available for benefits.

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

C. Certified Investments

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully-benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in 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 Fidelity Management Trust Company (the trustee of the Plan). The contract value of the guaranteed investment contract was certified by the trustee.

D. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2012	2011
Fidelity Growth Company Fund 32,253.247 and 35,788.526 shares, respectively	$ 3,011,808	$ 2,894,934
Fidelity Diversified International Fund 44,373.261 and 53,464.07 shares, respectively	1,328,535	1,364,403
Fidelity Mid-Cap Stock Fund 51,886.911 and 64,511.072 shares, respectively	1,524,437	1,719,865
Fidelity Freedom 2020 Fund 81,232.918 and 81,155.193 shares, respectively	1,162,443	1,064,756
Fidelity Low-Priced Stock Fund 13,355.458 and 22,268.167 shares, respectively	527,541	795,642
Fidelity Spartan U.S. Bond Index Fund 65,450.213 and 69,230.03 shares, respectively	778,203	815,530
Fidelity Managed Income Portfolio 2,136,595.72 and 2,032,792.53 shares, respectively	2,199,541	2,084,197
Fidelity Spartan U.S. 500 Equity Index Fund 28,908.018 and 31,179.03 shares, respectively	1,459,566	1,387,155

D. Investments (continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,584,391. Dividends and interest, as shown on the statement of changes in net assets available for benefits, are reinvested.

Mutual funds	$ 1,591,288
U.S. government securities	(6,897)
	$ 1,584,391

E. 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 percent vested in the employer contributions in their account.

F. Tax Status

The Plan sponsor adopted the prototype Plan under a master trust. The IRS has determined and informed Fidelity Management Trust Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, 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 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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

G. Related Party Transactions

The Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to $2,459 for the year ended December 31, 2012.

H. 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 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. Inputs to the valuation methodology include quoted prices for similar assets or liabilities in inactive markets.

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. Level 3 assets and liabilities measured at fair value are based on one or more of the three valuation techniques:

- Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- Cost approach – Amount that would be required to replace the service capacity of an asset (replacement cost).
- Income approach – Techniques that convert future amounts to a single present amount based on market expectations (including present value techniques, option pricing models, and lattice models).

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds, and US government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares (NAV) held by the Plan at year end.

H. Fair Value Measurements (continued)

Interest Bearing Cash: Valued at quoted market prices.

Participant loans: Valued at amortized cost, which approximates fair value.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

The 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 value of investment securities will occur in the near term and such changes could materially affect the Plan's investments and the amounts reported in the Statement of Net Assets Available for Benefits.

The credit and liquidity crisis in the United States and throughout the global financial systems has resulted in the substantial volatility in the financial markets and the banking system. These and other economic events may have caused a significant volatility to the Plan's investment portfolio subsequent to year end.

Management reviews for other than temporary decline in accordance with the requirements of fair value measurements. The Plan's investments in mutual funds consist primarily of investments in exchange traded debt and equity securities. With the fund balance certain individual investments may have fair values measured below cost. The severity of any impairment and the duration of any impairment correlate with the current market conditions. Based upon the near term prospects of the issuer of any of those securities in relation to the severity and the duration of the impairment, and based upon the Plan's ability and intent to hold those investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Plan does not consider those investments to be other than temporarily impaired at December 31, 2012 and 2011.

H. 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
Mutual funds:				
Index funds	$ 2,237,769	$ 0	$ 0	$ 2,237,769
Balanced funds	4,463,049	0	0	4,463,049
Growth funds	6,988,904	0	0	6,988,904
Total mutual funds	13,689,722	0	0	13,689,722
U.S. government securities	435,982	0	0	435,982
Guaranteed investment contract	0	2,199,541	0	2,199,541
Total assets at fair value	$ 14,125,704	$ 2,199,541	$ 0	$ 16,325,245

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Index funds	$ 2,202,685	$ 0	$ 0	$ 2,202,685
Balanced funds	4,184,289	0	0	4,184,289
Growth funds	7,145,372	0	0	7,145,372
Total mutual funds	13,532,346	0	0	13,532,346
U.S. government securities	541,865	0	0	541,865
Guaranteed investment contract	0	2,084,197	0	2,084,197
Total assets at fair value	$ 14,074,211	$ 2,084,197	$ 0	$ 16,158,408

H. Fair Value Measurements (continued)

Level 2 Gains and Losses:

The following sets forth a summary of changes in the fair value of the Plan's level 2 assets for the year ended December 31, 2012.

Balance, beginning of year:	$ 2,084,197
Purchases, sales, issuances and settlements (net)	115,344
Balance, end of year	$ 2,199,541

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

I. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 16,262,300	$ 16,107,004
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	62,945	51,404
Rounding	1	0
Net Assets available for benefits per the Form 5500	$ 16,325,246	$ 16,158,408

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and December 31, 2011, to Form 550:

	2012	2011
Benefits paid to participants per the financial statements	$ 3,734,908	$ 2,740,613
Less: Corrective distributions	0	(32,806)
Benefits paid to participants per Form 5500	$ 3,734,908	$ 2,707,807

J. Common/Collective Trust

The Fidelity Managed Income Portfolio ("Portfolio") is a collective trust investment and not a mutual fund. The trust is managed by Fidelity Management Trust Company and seeks to preserve principal while maintaining a stable net asset value of $1 per share. The portfolio invests in short-term bonds, U.S. treasury bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, derivative instruments, including futures, options and swaps. Third party wrap contracts are utilized to maintain a constant net asset value and to provide for the payment of participant-directed withdrawals and exchanges at contract value in most circumstances. The portfolio also invests in guaranteed investment contracts that provide for a guaranteed return on principal invested over a specified time period. Since the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits. The guaranteed investment contract is presented on the face of the Statements of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $2,199,541 and $2,084,197, respectively.

The average yields earned by the guaranteed investment contract are as follows:

	2012	2011
Based on actual earnings	1.70%	1.92%
Based on interest rate credited to participants	1.05%	1.39%

K. Subsequent Events

After the year-end the Plan had two significant amendments to the Plan documents. Effective June 3, 2013 the Plan will allow participants to take out loans and are eligible to contribute to the Plan upon hire. The Plan has evaluated subsequent events through October 2, 2013, the date which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, LINE 4i

Name of Sponsor:	Reedy Industries, Inc.
Name of Plan:	Reedy Industries, Inc. 401(k) Plan
Plan Number:	001
EIN #	36-2683304
Plan Year:	1/1/12 - 12/31/12

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Artisan	Mid Cap Value 8,743.238 shares	$ 164,756	$ 181,772
	Brown	Small Company Inst 4,798.32 shares	192,666	242,747
	Columbia	Dividend Income 33,285.499 shares	482,018	490,961
	Invesco	Developing Markets 373.075 shares	11,304	12,629
*	Fidelity	ContraFund 6,209.03 shares	415,465	481,634
*	Fidelity	Growth Company Fund 32,253.247 shares	2,389,292	3,011,808
*	Fidelity	Government Income Fund 41,208.096 shares	432,808	435,982
*	Fidelity	OTC Portfolio 6,597.512 shares	263,009	399,743
*	Fidelity	Balanced 13,730.222 shares	263,530	277,076
*	Fidelity	Low-Priced Stock Fund 13,355.458 shares	493,205	527,541
*	Fidelity	Diversified International Fund 44,373.261 shares	1,271,121	1,328,535
*	Fidelity	Mid-Cap Stock Fund 51,886.911 shares	1,389,407	1,524,437
*	Fidelity	Freedom Income Fund 17,617.322 shares	196,039	206,299
*	Fidelity	Freedom 2000 Fund 3,811.404 shares	44,602	47,147
*	Fidelity	Freedom 2010 Fund 31,370.358 shares	433,038	442,949
*	Fidelity	Freedom 2015 Fund 21,697.241 shares	249,155	256,244
*	Fidelity	Freedom 2020 Fund 81,232.918 shares	1,099,454	1,162,443
*	Fidelity	Freedom 2025 Fund 4,165.266 shares	48,299	49,775
*	Fidelity	Freedom 2030 Fund 29,395.201 shares	399,523	418,294
*	Fidelity	Freedom 2035 Fund 13,372.265 shares	151,537	158,194
*	Fidelity	Freedom 2040 Fund 13,044.645 shares	98,123	107,749
*	Fidelity	Freedom 2045 Fund 9,186.915 shares	87,079	89,848
*	Fidelity	Freedom 2050 Fund 2,724.903 shares	25,481	26,268
*	Fidelity	Freedom 2055 Fund 795.546 shares	7,694	7,860
*	Fidelity	Managed Income Portfolio 2,136,595.72 shares	2,136,596	2,199,541
*	Fidelity	Spartan 500 Index Fund 28,908.018 shares	1,407,478	1,459,566
*	Fidelity	Spartan U.S. Bond Index Fund 65,450.213 shares	775,011	778,203

Total Plan Assets at December 31, 2012	$	16,325,245

REEDY INDUSTRIES, INC. 401(k) PLAN

December 31, 2012

REEDY INDUSTRIES, INC. 401(k) PLAN

INDEPENDENT AUDITOR'S REPORT

EXHIBIT I

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

EXHIBIT II

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

NOTES TO FINANCIAL STATEMENTS

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

CALLERO
& CALLERO LLP
CERTIFIED PUBLIC ACCOUNTANTS
AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
Reedy Industries, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements (modified cash basis) of Reedy Industries, Inc. 401(k) Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net asses available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting, a comprehensive basis of accounting other than 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 Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 C., which was certified by Fidelity Management Trust Company, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

(continued)

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INDEPENDENT AUDITOR'S REPORT
(continued)

Disclaimer of Opinion

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

Other Matters

As discussed in Note B., these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

The supplemental schedule, schedule of assets (held at end of year), for the year ended December, 31 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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 schedule, 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.

Callero & Callero LLP

Niles, Illinois
October 2, 2013

REEDY INDUSTRIES, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
December 31,

	2012	2011
Assets		
Investments, at Fair Value (See Note D.)		
Shares of Registered Investment Companies-Mutual Funds		
Artisan Mid Cap Value	$ 181,772	$ 195,066
Brown Small Company Inst	242,747	198,185
Columbia Dividend Income	490,961	0
Eaton Large Cap Value A	0	448,573
Invesco Developing Markets	12,629	0
Fidelity Contra Fund	481,634	494,217
Fidelity Growth Company Fund	3,011,808	2,894,934
Fidelity Government Income Fund	435,982	541,865
Fidelity OTC Portfolio	399,743	473,768
Fidelity Balanced	277,076	169,563
Fidelity Low-Priced Stock Fund	527,541	795,642
Fidelity Diversified International Fund	1,328,535	1,364,403
Fidelity Mid-Cap Stock Fund	1,524,437	1,719,865
Fidelity Freedom Income Fund	206,299	178,157
Fidelity Freedom 2000 Fund	47,147	98,400
Fidelity Freedom 2005 Fund	0	3,072
Fidelity Freedom 2010 Fund	442,949	497,354
Fidelity Freedom 2015 Fund	256,244	271,729
Fidelity Freedom 2020 Fund	1,162,443	1,064,756
Fidelity Freedom 2025 Fund	49,775	18,179
Fidelity Freedom 2030 Fund	418,294	255,984
Fidelity Freedom 2035 Fund	158,194	92,725
Fidelity Freedom 2040 Fund	107,749	73,105
Fidelity Freedom 2045 Fund	89,848	17,272
Fidelity Freedom 2050 Fund	26,268	4,712
Fidelity Freedom 2055 Fund	7,860	0
Fidelity Spartan 500 Index Fund	1,459,566	1,387,155
Fidelity Spartan U.S. Bond Index Fund	778,203	815,530
Shares of Common/Collective Trusts		
Fidelity Managed Income Portfolio	2,199,541	2,084,197
Total Investments	16,325,245	16,158,408
Total Assets	16,325,245	16,158,408
Net Assets Available for Benefits at Fair Value	16,325,245	16,158,408
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(62,945)	(51,404)
Net Assets Available for Benefits	$ 16,262,300	$ 16,107,004

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

EXHIBIT II

REEDY INDUSTRIES, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Investment income:	
Dividends and Interest	$ 413,506
Net appreciation in fair value of investments (See Note D.)	1,584,391
	1,997,897
Contributions:	
Employer's	245,568
Participants'	1,085,103
Rollovers	564,095
	1,894,766
Total additions	3,892,663
Deductions from net assets attributed to:	
Benefits paid to participants	3,734,908
Administrative expenses	2,459
Total deductions	3,737,367
Net Increase	155,296
Net assets available for plan benefits:	
Beginning of year	16,107,004
End of year	$ 16,262,300

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

A. Description of Plan

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

1. *General.* The Company adopted Fidelity's Volume Submitter Plan which is a defined contribution plan covering all employees who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income and Security Act of 1974.

2. *Contributions.* Each year, participants may contribute up to 60 percent of their pretax annual compensation up to $17,000 and $16,500 in 2012 and 2011, as defined in the Plan. Participants may also contribute amounts representing rollovers from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-seven mutual funds as investment options for participants. The Company may make contributions for a plan year designated as "qualified nonelective contributions" and allocate them to non-highly compensated employees to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. The Company contributions will not be designated for union employees in the plan. Participants will be 100 percent vested in these contributions and may not request a hardship withdrawal of these contributions. Contributions are subject to certain limitations.

3. *Participant Accounts.* Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution, (b) Plan earnings, and (c) is charged with an allocation of administrative expenses. Allocations are based on participant earnings on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

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

5. *Payments of Benefits.* On termination of service due to death, disability or retirement, a participant or designated beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or installments. On termination of employment, participants can either receive a lump-sum payment or rollover to another plan. Alternatively, participants can choose to defer receipt of their distribution until required by law to receive minimum required distributions. However, if the participant's vested account balance is $5,000 or less, the balance will be distributed in a lump-sum payment.

6. *Forfeited Accounts.* During the year the Plan collected $903 of forfeited non-vested accounts and used the entire amount to pay for administrative expenses. Forfeitures are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Company contributions payable under the Plan. For the years ending December 31, 2012 and 2011, the Plan did not have a forfeited account balance.

(continued)

B. Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the modified cash basis of accounting. The modified cash basis of accounting is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the cash basis of accounting, income is recorded when received and expenses are recorded when paid. The modification is for the recording of investments at fair value (modified cash basis) rather than on a comprehensive cash basis of reporting as ascribed to in the auditor's report.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Quoted market prices, as determined by Fidelity Investments Operations Company, Inc., are used to determine the fair value of investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded when received.

Payment of Benefits
Benefits are recorded when paid.

Risks and Uncertainties
The Plan provides for various investment options in a combination of mutual funds to the participants. The participants' investments in these securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the future statement of net assets available for benefits and the statement of changes in net assets available for benefits.

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

C. Certified Investments

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully-benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in 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 Fidelity Management Trust Company (the trustee of the Plan). The contract value of the guaranteed investment contract was certified by the trustee.

D. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2012	2011
Fidelity Growth Company Fund 32,253.247 and 35,788.526 shares, respectively	$ 3,011,808	$ 2,894,934
Fidelity Diversified International Fund 44,373.261 and 53,464.07 shares, respectively	1,328,535	1,364,403
Fidelity Mid-Cap Stock Fund 51,886.911 and 64,511.072 shares, respectively	1,524,437	1,719,865
Fidelity Freedom 2020 Fund 81,232.918 and 81,155.193 shares, respectively	1,162,443	1,064,756
Fidelity Low-Priced Stock Fund 13,355.458 and 22,268.167 shares, respectively	527,541	795,642
Fidelity Spartan U.S. Bond Index Fund 65,450.213 and 69,230.03 shares, respectively	778,203	815,530
Fidelity Managed Income Portfolio 2,136,595.72 and 2,032,792.53 shares, respectively	2,199,541	2,084,197
Fidelity Spartan U.S. 500 Equity Index Fund 28,908.018 and 31,179.03 shares, respectively	1,459,566	1,387,155

D. Investments (continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,584,391. Dividends and interest, as shown on the statement of changes in net assets available for benefits, are reinvested.

Mutual funds	$ 1,591,288
U.S. government securities	(6,897)
	$ 1,584,391

E. 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 percent vested in the employer contributions in their account.

F. Tax Status

The Plan sponsor adopted the prototype Plan under a master trust. The IRS has determined and informed Fidelity Management Trust Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, 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 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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

G. Related Party Transactions

The Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to $2,459 for the year ended December 31, 2012.

H. 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 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. Inputs to the valuation methodology include quoted prices for similar assets or liabilities in inactive markets.

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. Level 3 assets and liabilities measured at fair value are based on one or more of the three valuation techniques:

- Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- Cost approach – Amount that would be required to replace the service capacity of an asset (replacement cost).
- Income approach – Techniques that convert future amounts to a single present amount based on market expectations (including present value techniques, option pricing models, and lattice models).

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds, and US government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares (NAV) held by the Plan at year end.

H. Fair Value Measurements (continued)

Interest Bearing Cash: Valued at quoted market prices.

Participant loans: Valued at amortized cost, which approximates fair value.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

The 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 value of investment securities will occur in the near term and such changes could materially affect the Plan's investments and the amounts reported in the Statement of Net Assets Available for Benefits.

The credit and liquidity crisis in the United States and throughout the global financial systems has resulted in the substantial volatility in the financial markets and the banking system. These and other economic events may have caused a significant volatility to the Plan's investment portfolio subsequent to year end.

Management reviews for other than temporary decline in accordance with the requirements of fair value measurements. The Plan's investments in mutual funds consist primarily of investments in exchange traded debt and equity securities. With the fund balance certain individual investments may have fair values measured below cost. The severity of any impairment and the duration of any impairment correlate with the current market conditions. Based upon the near term prospects of the issuer of any of those securities in relation to the severity and the duration of the impairment, and based upon the Plan's ability and intent to hold those investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Plan does not consider those investments to be other than temporarily impaired at December 31, 2012 and 2011.

H. 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
Mutual funds:				
Index funds	$ 2,237,769	$ 0	$ 0	$ 2,237,769
Balanced funds	4,463,049	0	0	4,463,049
Growth funds	6,988,904	0	0	6,988,904
Total mutual funds	13,689,722	0	0	13,689,722
U.S. government securities	435,982	0	0	435,982
Guaranteed investment contract	0	2,199,541	0	2,199,541
Total assets at fair value	$ 14,125,704	$ 2,199,541	$ 0	$ 16,325,245

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Index funds	$ 2,202,685	$ 0	$ 0	$ 2,202,685
Balanced funds	4,184,289	0	0	4,184,289
Growth funds	7,145,372	0	0	7,145,372
Total mutual funds	13,532,346	0	0	13,532,346
U.S. government securities	541,865	0	0	541,865
Guaranteed investment contract	0	2,084,197	0	2,084,197
Total assets at fair value	$ 14,074,211	$ 2,084,197	$ 0	$ 16,158,408

H. Fair Value Measurements (continued)

Level 2 Gains and Losses:

The following sets forth a summary of changes in the fair value of the Plan's level 2 assets for the year ended December 31, 2012.

Balance, beginning of year:	$ 2,084,197
Purchases, sales, issuances and settlements (net)	115,344
Balance, end of year	$ 2,199,541

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

I. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 16,262,300	$ 16,107,004
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	62,945	51,404
Rounding	1	0
Net Assets available for benefits per the Form 5500	$ 16,325,246	$ 16,158,408

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and December 31, 2011, to Form 550:

	2012	2011
Benefits paid to participants per the financial statements	$ 3,734,908	$ 2,740,613
Less: Corrective distributions	0	(32,806)
Benefits paid to participants per Form 5500	$ 3,734,908	$ 2,707,807

J. Common/Collective Trust

The Fidelity Managed Income Portfolio ("Portfolio") is a collective trust investment and not a mutual fund. The trust is managed by Fidelity Management Trust Company and seeks to preserve principal while maintaining a stable net asset value of $1 per share. The portfolio invests in short-term bonds, U.S. treasury bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, derivative instruments, including futures, options and swaps. Third party wrap contracts are utilized to maintain a constant net asset value and to provide for the payment of participant-directed withdrawals and exchanges at contract value in most circumstances. The portfolio also invests in guaranteed investment contracts that provide for a guaranteed return on principal invested over a specified time period. Since the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits. The guaranteed investment contract is presented on the face of the Statements of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $2,199,541 and $2,084,197, respectively.

The average yields earned by the guaranteed investment contract are as follows:

	2012	2011
Based on actual earnings	1.70%	1.92%
Based on interest rate credited to participants	1.05%	1.39%

K. Subsequent Events

After the year-end the Plan had two significant amendments to the Plan documents. Effective June 3, 2013 the Plan will allow participants to take out loans and are eligible to contribute to the Plan upon hire. The Plan has evaluated subsequent events through October 2, 2013, the date which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, LINE 4i

Name of Sponsor:	Reedy Industries, Inc.
Name of Plan:	Reedy Industries, Inc. 401(k) Plan
Plan Number:	001
EIN #	36-2683304
Plan Year:	1/1/12 - 12/31/12

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Artisan	Mid Cap Value 8,743.238 shares	$ 164,756	$ 181,772
	Brown	Small Company Inst 4,798.32 shares	192,666	242,747
	Columbia	Dividend Income 33,285.499 shares	482,018	490,961
	Invesco	Developing Markets 373.075 shares	11,304	12,629
*	Fidelity	ContraFund 6,209.03 shares	415,465	481,634
*	Fidelity	Growth Company Fund 32,253.247 shares	2,389,292	3,011,808
*	Fidelity	Government Income Fund 41,208.096 shares	432,808	435,982
*	Fidelity	OTC Portfolio 6,597.512 shares	263,009	399,743
*	Fidelity	Balanced 13,730.222 shares	263,530	277,076
*	Fidelity	Low-Priced Stock Fund 13,355.458 shares	493,205	527,541
*	Fidelity	Diversified International Fund 44,373.261 shares	1,271,121	1,328,535
*	Fidelity	Mid-Cap Stock Fund 51,886.911 shares	1,389,407	1,524,437
*	Fidelity	Freedom Income Fund 17,617.322 shares	196,039	206,299
*	Fidelity	Freedom 2000 Fund 3,811.404 shares	44,602	47,147
*	Fidelity	Freedom 2010 Fund 31,370.358 shares	433,038	442,949
*	Fidelity	Freedom 2015 Fund 21,697.241 shares	249,155	256,244
*	Fidelity	Freedom 2020 Fund 81,232.918 shares	1,099,454	1,162,443
*	Fidelity	Freedom 2025 Fund 4,165.266 shares	48,299	49,775
*	Fidelity	Freedom 2030 Fund 29,395.201 shares	399,523	418,294
*	Fidelity	Freedom 2035 Fund 13,372.265 shares	151,537	158,194
*	Fidelity	Freedom 2040 Fund 13,044.645 shares	98,123	107,749
*	Fidelity	Freedom 2045 Fund 9,186.915 shares	87,079	89,848
*	Fidelity	Freedom 2050 Fund 2,724.903 shares	25,481	26,268
*	Fidelity	Freedom 2055 Fund 795.546 shares	7,694	7,860
*	Fidelity	Managed Income Portfolio 2,136,595.72 shares	2,136,596	2,199,541
*	Fidelity	Spartan 500 Index Fund 28,908.018 shares	1,407,478	1,459,566
*	Fidelity	Spartan U.S. Bond Index Fund 65,450.213 shares	775,011	778,203

Total Plan Assets at December 31, 2012	$	16,325,245