Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ROYAL ELECTRIC COMPANY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1992

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

VELLUTINI CORPORATION

8481 CARBIDE COURT
SACRAMENTO, CA 95828

2b Employer Identification Number (EIN)
94-2422340

2c Sponsor's telephone number
916-226-2100

2d Business code (see instructions)
238210

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

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	181
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**	120
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	165
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	165
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	120
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ROYAL ELECTRIC COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
VELLUTINI CORPORATION

D Employer Identification Number (EIN)
94-2422340

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

MERRILL LYNCH,PIERCE,FENNER & SMITH

13-5674085

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

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

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

ASCENSUS

11-3665754

(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?
37 15 99 60 50 64	RECORDKEEPER	7574	Yes [X] No [ ]	Yes [ ] No [X]	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
ASCENSUS	15 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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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 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
ROYAL ELECTRIC COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
VELLUTINI CORPORATION

D Employer Identification Number (EIN)
94-2422340

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)	5505	
(2) Participant contributions	1b(2)	3956	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1148806	1141078
(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)	106476	191020
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5374532	6313537
(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	6639275	7645635
	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	6639275	7645635

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)	617571	
	(B) Participants	2a(1)(B)	224267	
	(C) Others (including rollovers)	2a(1)(C)	1227	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		843065
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	37	
	(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)	5775	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5812
	(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)	91339	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		91339
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		661515
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1601731
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	585990	
(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)		585990
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)	1657	
(2) Contract administrator fees	2i(2)	7574	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	150	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9381
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		595371
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1006360
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: YOUNGER AND COMPANY, CPAS **(2)** EIN: 20-4257034

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ROYAL ELECTRIC COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
VELLUTINI CORPORATION

D Employer Identification Number (EIN)
94-2422340

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): 45-0404698

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):

Royal Electric Company 401(k) Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULES

With Report of Independent Certified Public Accountant

Years Ended December 31, 2012 and December 31, 2011

Royal Electric Company 401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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Younger & Company
Certified Public Accountants
♦ 3750 University Avenue, Suite 570 ♦ Riverside, CA 92501 ♦ (951) 787-8600 Telephone

INDEPENDENT AUDITOR'S REPORT

401(k) Retirement Committee and Participants
ROYAL ELECTRIC COMPANY 401(K) PLAN

We were engaged to audit the financial statements and supplemental schedules of *Royal Electric Company 401(k) Plan* (the "Plan") as of December 31, 2012 and 2011, and for the year ended December 31, 2012, as listed in the accompanying index to the financial statements. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the trustee of the plan, *Frontier Trust Company* (the "trustee"), except for comparing such information with the related information included in the financial statements and supplemental schedules. The plan administrator has informed us 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.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Younger & Company, CPAs

Younger & Company, CPAs
Riverside, California
October 2, 2013

Royal Electric Company 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

(*SEE INDEPENDENT AUDITOR'S REPORT*)

	December 31,	
	2012	2011
ASSETS		
Investments, at Fair Value		
Interest-bearing Cash	$ 1,141,078	$ 1,148,806
Common Collective Trusts	--	--
Registered Investment Companies	6,313,537	5,374,532
Total Investments at Fair Value	**7,454,615**	**6,523,338**
Receivables		
Employer Contributions	--	5,505
Participant Contributions	--	3,956
Notes Receivable from Participants	191,020	106,476
Total Receivables	**191,020**	**115,937**
TOTAL ASSETS	**7,645,635**	**6,639,275**
NET ASSETS AVAILABLE FOR BENEFITS	**$ 7,645,635**	**$ 6,639,275**

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

Royal Electric Company 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

(*SEE INDEPENDENT AUDITOR'S REPORT*)

ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO	
Investment Income (Loss)	
Net Appreciation in Fair Value of Investments	$ 661,515
Interest Income	37
Dividends from Registered Investment Companies	91,339
Total Investment Income (Loss)	**752,891**
Interest Income	
Interest on Notes Receivable from Participants	5,775
Total Interest Income	**5,775**
Contributions	
Employer	617,571
Participant	224,267
Other	1,227
Total Contributions	**843,065**
TOTAL ADDITIONS (REDUCTIONS) TO NET ASSETS	**1,601,731**
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits Paid to Participants	585,990
Administrative Expenses	9,381
TOTAL DEDUCTIONS FROM NET ASSETS	**595,371**
NET INCREASE	1,006,360
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	**6,639,275**
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	**$ 7,645,635**

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

NOTE 1 - DESCRIPTION OF PLAN

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

Organization

The Plan is a participant-directed defined contribution plan established by Vellutini Corporation dba Royal Electric Company (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (IRC), which includes a deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established on January 1, 1992 and amended and restated on April 1, 2009, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

Employees who have attained the age of 21 and have completed three months of service are eligible to participate in the Plan. Employees may participate in employer contributions after completing one year of service. Members of a collective bargaining unit, non-resident aliens, and Indentured Apprentice Electricians covered by another retirement plan are not permitted to participate in the Plan. Employees are permitted to participate in pretax elective deferrals and employer contributions after completion of eligibility requirements. Employees become a participant on their entry date, which is the first day of the plan year and the first day of the seventh month of the plan year coinciding with or following the completion of eligibility requirements.

Participant Contributions

Participants may elect to contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and subject to IRC limitations. Catch-up contributions and rollover distributions from other qualified defined benefit or defined contribution plans are also permitted. The plan will not accept rollovers of designated Roth contributions. All contributions made by participants are deposited in the trust and allocated among the investment funds in accordance with the participants' effective elections.

Employer Contributions

The Company makes discretionary employer matching contributions to the Plan, based upon each Participant's elective deferrals. The Company also makes discretionary employer profit sharing contributions to the Plan, based upon the participant's ratio of eligible compensation to the total compensation paid to all eligible participants. A participant must be employed by the Company on the last day of the plan year to be eligible to participate in discretionary profit sharing contributions. The last day and service requirements are waived if a participant dies during the plan year. The company did not elect to make discretionary employer contributions to the Plan for the plan year ended December 31, 2012 and December 31, 2011. All contributions made on a participant's behalf shall be deposited in the trust and allocated among the investment funds in accordance with the participant's effective elections.

NOTE 1 - DESCRIPTION OF PLAN - continued

Employer Contributions - Davis Bacon Act

Certain participants whose services are covered by the federal, state, or municipal prevailing wage law or the Davis Bacon Act, as amended, receive Company prevailing wage law profit-sharing contributions. Davis Bacon Act contributions totaled $617,571 for the year ended December 31, 2012.

Investment Options

Participant contributions and investment earnings are directed by the participants, which may be invested in a variety of registered investment companies offered by Frontier Trust Company. Prior to February 28, 2011, participants could also invest in the Merrill Lynch Retirement Preservation Trust, which was a common collective trust administered by Merrill Lynch Bank USA, an FDIC-insured Utah industrial loan corporation.

On February 28, 2011, the "ML Retirement Preservation Trust" terminated operations and was liquidated on March 1, 2011 through an in-kind distribution to unit holders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00, which terminated the Trust. Pursuant to the termination and liquidation of the Trust, the Plan acquired the "ML Reserve Trust", a stable value fund, as an investment option for plan participants.

Participants may elect to transfer investments from one investment fund to any other investment fund in accordance with uniform and nondiscriminatory rules established by the Plan Administrator.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants. Each participant's account is credited with the participant's contributions plus allocations of (a) the Company's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or 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.

Vesting

Participants are fully vested in their rollover and elective deferral contributions, plus actual earnings thereon. The vested portion of any participant account attributable to Company contributions and the earnings thereon is based on years of credited service. A participant becomes 100 percent vested in these contributions after six (6) years of credited service, or upon reaching normal retirement age, becoming disabled or upon his or her death. Participants vest according to the following schedule:

Years of Service	Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN - continued

Forfeiture of Benefits

If a participant terminates prior to vesting 100 percent in the Company contributions, the forfeited balance shall be used to pay administrative expenses or reduce future employer contributions payable under the Plan. The forfeiture account activity for the plan year ended December 31, 2012 and December 31, 2011 is as follows:

Forfeiture Account	2012	2011
Beginning Balance, January 01	$ 1,786	$ 21,352
Forfeitures Credited During the Plan Year	15	611
Forfeitures Applied - Administrative Expenses	(1,786)	(20,067)
Earnings on Forfeitures	18	(110)
Ending Balance - Unused Forfeitures	$ 33	$ 1,786

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50 percent of their vested account balances. A loan setup fee is deducted from the participant's account for each loan that is processed. A participant is allowed only one outstanding loan at any given time. The loan can be used for any purpose.

Loans must be fully repaid through payroll deductions within five (5) years unless the loan is used for the purchase of a primary residence, for which the loan term may be extended. Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator.

Payment of Benefits

Upon termination of service due to death, disability or normal retirement age, a participant (or participant's beneficiary in the event of death) will receive a lump-sum distribution equal to the total value of the participant's account. If a participant is terminated for any other reason, the participant shall be entitled to receive a distribution equal to the value of the vested interest in his or her account. A mandatory 20 percent federal tax is withheld on cash distributions. As an alternative to a cash distribution, the participant or beneficiary may request a rollover distribution to another qualified plan.

In the event of financial hardship, as defined by the Plan, a participant may request a distribution of any part of their elective deferral contributions. Hardship withdrawals may not be rolled over to another qualified employer plan or an Individual Retirement Account. A participant may not make contributions to the Plan for the 6-month period following the date of a hardship distribution.

Administrative Expenses

The expenses related to administration of the Plan are paid by the Plan unless the Company elects to make such payment.

NOTE 1 - DESCRIPTION OF PLAN - continued

Plan Termination

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and ASC 962-325, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), 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, including those held in a common collective trust, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

Prior to February 28, 2011, the Plan invested in investment contracts through a common collective trust. As required by the FSP, the Statements of Net Assets Available for Benefits presents the fair value of the investment in the common collective trust as well as the adjustment of the investment in the common collective trust from fair value to contract value relating to the investment contracts. There were no common collective investments as of December 31, 2012 and 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent Accounting Pronouncements

In January 2010, the FASB issued new accounting guidance, Accounting Standards Update 2010-06, *Improving Disclosure about Fair Value Measurements* (ASU 2010-06), which requires additional disclosures regarding fair value measurements, amends disclosures about post-retirement benefit plan assets and provides clarification regarding the level of disaggregation of fair value disclosures by investment class. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for certain Level 3 activity disclosure requirements that will be effective for reporting periods beginning after December 15, 2010. Since the additional disclosure requirements only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (ASU 2011-04). ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The Plan is currently evaluating the effect the provisions of this pronouncement will have on its financial statements.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of registered investment companies are valued at the net asset value of shares held by the Plan at year-end. The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments as based on information reported by the investment advisor.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is accrued as of the ex-dividend date. Net realized and unrealized appreciation (depreciation) in fair value of investments represents the realized gain or loss on disposition of investments plus the unrealized increase or decrease in fair value of investments held from the beginning of the plan year or date of purchase, whichever is later.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Notes Receivable from Participants

As described in Accounting Standards Codification Topic 962, *Reporting Loans to Participants by Defined Contribution Pension Plans* (ASC Topic 962), FASB ASC 962-310-45-2 and ASU 2010-25 requires participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Cash and Cash Equivalents

The Company considers highly liquid investments with an original maturity of three (3) months or less to be cash and cash equivalents.

Contributions

Contributions are recorded on an accrual basis.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Frontier Trust Company, the trustee of the Plan, has certified that the following information included in the accompanying financial statements and supplemental Schedule 1 is complete and accurate:

a. Net Assets Available for Benefits as of December 31, 2012, as they relate to investments held by the trustee.
b. Changes in Net Assets Available for Benefits for the year ended December 31, 2012, as they relate to investments held by the trustee.
c. Schedule of Assets (Held at End of Year) as of December 31, 2012.

Investments that represent 5 percent or more of fair value of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

Description	2012	2011
ML Retirement Reserves	$ 1,141,078	$ 1,148,806
BlackRock Global Allocation Fund Inc.	1,271,311	885,517
MFS Value Fund A	--	332,944
GM BlackRock Large Cap Core Fund A	--	--
BlackRock Small Value Opportunities Fund	963,242	881,498
Total Investments Exceeding 5% or More of Net Assets	$ 3,375,631	$ 3,248,765

NOTE 3 - INVESTMENTS - continued

During 2012, the Plan's investments appreciated (depreciated) in value as follows:

Description	2012
Registered Investment Companies	$ 661,515
Common Collective Trust	37
Total Appreciation in Fair Value of Investments	$ 661,552

As described in Note 2, FSP AAG INV-1 and ASC 962-325 recognize contract value as the relevant measurement attribute for fully benefit-responsive contracts, including those held in a common collective trust, and established new financial statement presentation standards for annual periods ending after December 15, 2006. However, the AICPA issued Technical Practice Aid (TPA) 6931.10, which specifically exempts the Plan from including the disclosures detailed in the FSP for investments in common collective trusts only because such disclosures would be included in the separate financial statements of the common collective trust, in accordance with paragraph 11 of the FSP.

Prior to February 28, 2011, the Plan maintained an investment in a common collective trust (Merrill Lynch Retirement Preservation Trust) managed by Merrill Lynch Bank USA (Merrill Lynch), which was determined to be fully benefit-responsive. Merrill Lynch maintained the contributions in a general account. The contract is included in the Statements of Net Assets Available for Benefits at fair value as determined using the market approach based on market prices of similar contracts. Contract value for the common collective trust is based on the net asset value of the fund as reported by the investment advisor. There is no adjustment from fair value to contract value for the common collective trust as of December 31, 2012 and 2011, as stated in Note 2.

NOTE 4 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification Topic 820, *Fair Value Measurements* (ASC Topic 820), establishes a framework for measuring fair value. This 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 ASC Topic 820 are described below:

ASC Topic 820 Fair Value Measurement Framework Fair Value Hierarchy Priority – Observable Inputs	
Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: a. Quoted prices for similar assets or liabilities in active markets; b. Quoted prices for identical or similar assets or liabilities in inactive markets; c. Inputs other than quoted prices that are observable for the asset or liability; d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means. Note: 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.

NOTE 4 - FAIR VALUE MEASUREMENTS - continued

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used must maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for assets measured at fair value:

- ***Interest-bearing Cash***: Fair value is measured at the closing price of the security reported on the major market on which the security is traded.

- ***Registered Investment Companies***: Valued at the net asset value of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at December 31, 2012. The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012:

Investments Classified at Fair Value Level December 31, 2012				
Description	Level 1	Level 2	Level 3	Total
Registered Investment Companies:				
Equity Funds	$ 4,155,993	$ --	$ --	$ 4,155,993
Balanced Funds	1,512,115	--	--	1,512,115
Diversified Bond	645,429	--	--	645,429
Total Registered Investment Companies	6,313,537	--	--	6,313,537
Capital Preservation	1,141,078			1,141,078
Total Investments	$ 7,454,615	$ --	$ --	$ 7,454,615

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011:

Investments Classified at Fair Value Level December 31, 2011				
Description	Level 1	Level 2	Level 3	Total
Registered Investment Companies:				
Equity Funds	$ 3,658,936	$ --	$ --	$ 3,658,936
Balanced Funds	1,176,926	--	--	1,176,926
Diversified Bond	538,670	--	--	538,670
Total Registered Investment Companies	5,374,532	--	--	5,374,532
Capital Preservation	1,148,806			1,148,806
Total Investments	$ 6,523,338	$ --	$ --	$ 6,523,338

NOTE 5 - TAX STATUS

The employer adopted the Ascensus, Inc. Volume Submitter Profit Sharing Plan with CODA. In a letter dated March 31, 2008, the Internal Revenue Service issued a favorable opinion accepting the plan as qualified under Section 401(a) of the Internal Revenue Code. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Subsequent to adopting the Ascensus, Inc. prototype plan, the employer has amended and restated its plan, however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes 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 position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by the 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 2008.

NOTE 6 - ERISA BONDING REQUIREMENTS

The Plan complies with ERISA bonding requirements through the endorsement of the Plan onto the Company's crime insurance policy. The crime policy, as it relates to the Plan, does not require a deductible.

NOTE 7 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Section 3(14) of ERISA defines a party in interest to include fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons just listed.

Certain plan investments are managed by related affiliates of Frontier Trust Company, the trustee of the Plan, and therefore, the transactions qualify as party-in-interest transactions. Fees paid by the Plan for these services amounted to $9,381 and $29,039, for the year ended December 31, 2012 and 2011, respectively. Moreover, the plan sponsor is also a party-in-interest with respect to the Plan as personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Notes Receivable from Participants and the related interest income are considered related party transactions.

NOTE 8 - SIGNIFICANT RISKS AND UNCERTAINTIES

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

NOTE 9 - PROHIBITED TRANSACTIONS

As required by ERISA Section 2510.3-102, the plan sponsor is required to segregate and deposit participant contributions to the Plan at the earliest date that they can be reasonably segregated from the Company's general assets, but in no event more than 15 business days following the end of the month in which amounts are withheld from wages. There were no delinquent contributions during the 2012 Plan year. On March 11, 2011, the Company fully corrected the prohibited transactions in the amount of $22,194 for the plan year ending December 31, 2009, by remitting the necessary amounts to the affected participant accounts to compensate those participants for lost investment earnings related to these delinquent contributions.

NOTE 10 - SUBSEQUENT EVENT

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement on net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 2, 2013, which is the date the financial statements were available to be issued and noted the below event(s). Effective April 1, 2013, the Plan was amended to change the classification of employees that will be included in the Plan. Pursuant to the amendment, indentured apprentice electricians will be allowed to participant in the Plan regardless of their age.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The Annual Return/Report of Employee Benefit Plan (Form 5500) is prepared on the accrual basis. At December 31, 2012, the balances on Schedule H (Part I and II) of the Form 5500 reconcile to those included in the financial statements. Accordingly, no reconciliation is required at December 31, 2012.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE 1

As stated in Note 2 of the financial statements, and as required by FASB ASC 962-310-45-2 and ASU 2011-25, participant loans are classified as notes receivable from participants and are no longer reflected as an investment in the financial statements. Accordingly, certain balances on supplemental Schedule 1 differ from those included in the financial statements. The following is a reconciliation of the Plan's investments per the financial statements to supplemental Schedule 1 as of December 31, 2012 and 2011:

	2012	2011
Investments, at Fair Value per Financial Statements	$ 7,454,615	$ 6,523,338
Notes Receivables from Participants	191,020	106,476
Investments per Supplemental Schedule 1	$ 7,645,635	$ 6,629,814

Royal Electric Company 401(k) Plan
Schedule 1
Form 5500, Schedule H, Part 4 - Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 94-2422340
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
*	Merrill Lynch	ML Retirement Reserves	**	1,141,078
*	Black Rock	Blackrock Large Cap Core Fund	**	215,278
*	Black Rock	Blackrock S&P 500 Index Fund	**	112,937
*	Black Rock	Blackrock Small Cap Growth Fund II	**	120,979
*	Black Rock	Blackrock Small Value Opportunities Fund Inc.	**	963,242
*	Black Rock	Blackrock Global Allocation Fund Inc.	**	1,271,311
*	Black Rock	Blackrock Global Smallcap Fund Inc.	**	240,804
*	Black Rock	Blackrock Total Return Fund	**	305,414
*	AllianceBernstein	AllianceBernstein International Value A	**	213,834
*	Black Rock	GM Blackrock Total Return Fund	**	310,943
*	Black Rock	GM Blackrock Small Cap Growth Fund II	**	29,072
*	Frontier Trust	GM AllianceBernstein International Value A	**	45,155
*	Black Rock	Blackrock Large Cap Value Fund	**	363,399
*	Black Rock	Blackrock Large Cap Growth Fund	**	300,069
*	American Funds	American Funds Growth Fund of America R3	**	342,094
*	Aberdeen	Aberdeen Small Cap Fund A	**	45,124
*	Invesco	Invesco International Core Equity Fund A	**	25,643
*	American Funds	American Funds Europacific Growth R3	**	297,815
*	American Funds	GM American Funds Growth Fund of America	**	177,351
*	Black Rock	GM Blackrock Large Cap Core Fund	**	109,615
*	American Funds	GM American Funds Europacific Growth R3	**	52,596
*	Invesco	GM Invesco International Core Equity Fund	**	56,131
*	DWS	DWS Dreman Small Cap Value Fund A	**	51,383
*	DWS	GM DWS Dreman Small Cap Value Fund A	**	30,381
*	MFS	MFS Value Fund A	**	352,213
*	MFS	GM MFS Value Fund	**	175,679
*	Black Rock	GM Blackrock Global Allocation Fund	**	105,075
	Subtotal			7,454,615
*	Participant Loans (Interest Rates – 4.25 to 5.00%)		--	191,020
	Total Investments Held at End of Year – Fair Value			**$ 7,645,635**

*Represents a party-in-interest to the Plan.
**Cost information is not required to be presented for participant- directed accounts.
This schedule was prepared from information certified as complete and accurate by the trustee, Frontier Trust Company.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: ROYAL ELECTRIC COMPANY 401(K) PLAN

Plan Number: 012927

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
RGACX	American Funds Growth Fund of America R3	12 dollars per fund position
IBVAX	Invesco Intl Mutl Funds Intl Core EqtyA	12 dollars per fund position
KDSAX	DWS Dreman Small Cap Value Fund A	12 dollars per fund position
MDGCX	BlackRock Global Small Cap Fund A	12 dollars per fund position
MDHQX	BlackRock Total Return A	12 dollars per fund position
MDLHX	BlackRock Large Cap Growth A	12 dollars per fund position
MDLOX	BlackRock Global Allocation Fund A	12 dollars per fund position
MDLRX	BlackRock Large Cap Core Fund A	12 dollars per fund position
MDLVX	BlackRock Large Cap Value Fund A	12 dollars per fund position
MDSPX	BlackRock Value Opportunities Fund A	12 dollars per fund position
MDSWX	BlackRock Small Cap Growth Fund II A	12 dollars per fund position
MEIAX	MFS Value Fund A	12 dollars per fund position
GSXAX	Aberdeen Small Capitalization Fund A	12 dollars per fund position
RERCX	American Funds EuroPacific GrowthR3	12 dollars per fund position
MASRX	BlackRock S&P 500 Index Instl	N/A
GMABIAX	GM AllianceBernstein Intl Val A	12 dollars per fund position
GMIBVAX	GMInvesco Intl MutlFunds Intl Core EqtyA	12 dollars per fund position
GMKDSAX	GM DWS Dreman Small Cap Value Fund A	12 dollars per fund position
GMMDHQX	GM BlackRock Total Return A	12 dollars per fund position
GMMDLOX	GM BlackRock Global Allocation Fund A	12 dollars per fund position
GMMDLRX	GM BlackRock Large Cap Core Fund A	12 dollars per fund position
GMMDSWX	GM BlackRock Small Cap Growth Fund II A	12 dollars per fund position
GMMEIAX	GM MFS Value Fund A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: ROYAL ELECTRIC COMPANY 401(K) PLAN

Plan Number: 012927

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMRERCX	GM American Funds EuroPacific GrowthR3	12 dollars per fund position
GMRGACX	GM American Funds Growth of America R3	12 dollars per fund position
MLIKX	Retirement Reserves(7dayYield:0.0%)	6 dollars per fund position
ABIAX	AllianceBernstein Intl Val A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)
Formula Description - Additional Fee Notes

Plan Name: ROYAL ELECTRIC COMPANY 401(K) PLAN

Plan Number: 012927

Broker Dealer: Merrill Lynch

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

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

Plan Name ROYAL ELECTRIC COMPANY 401(K) PLAN **EIN:** 94-2422340
Plan Sponsor's Name VELLUTINI CORPORATION **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BlackRock	BlackRock Large Cap Core Fund A	0	215,278
	BlackRock	BlackRock S&P 500 Index Instl	0	112,937
	BlackRock	BlackRock Small Cap Growth Fund II A	0	120,979
	BlackRock	BlackRock Value Opportunities Fund A	0	963,242
	BlackRock	BlackRock Global Allocation Fund A	0	1,271,311
	BlackRock	BlackRock Global Small Cap Fund A	0	240,804
	BlackRock	BlackRock Total Return A	0	305,414

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ROYAL ELECTRIC COMPANY 401(K) PLAN **EIN:** 94-2422340
Plan Sponsor's Name VELLUTINI CORPORATION **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AllianceBernstein	AllianceBernstein Intl Val A	0	213,834
	BlackRock	GM BlackRock Total Return A	0	310,943
	BlackRock	GM BlackRock Small Cap Growth Fund II A	0	29,072
	AllianceBernstein	GM AllianceBernstein Intl Val A	0	45,155
	BlackRock	BlackRock Large Cap Value Fund A	0	363,399
	BlackRock	BlackRock Large Cap Growth A	0	300,069
	American Funds	American Funds Growth Fund of America R3	0	342,094

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

Plan Name ROYAL ELECTRIC COMPANY 401(K) PLAN **EIN:** 94-2422340
Plan Sponsor's Name VELLUTINI CORPORATION **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Aberdeen	Aberdeen Small Capitalization Fund A	0	45,124
	Invesco	Invesco Intl Mutl Funds Intl Core EqtyA	0	25,643
	American Funds	American Funds EuroPacific GrowthR3	0	297,815
	American Funds	GM American Funds Growth of America R3	0	177,351
	BlackRock	GM BlackRock Large Cap Core Fund A	0	109,615
	American Funds	GM American Funds EuroPacific GrowthR3	0	52,596
	Invesco	GMInvesco Intl MutlFunds Intl Core EqtyA	0	56,131

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Plan Name ROYAL ELECTRIC COMPANY 401(K) PLAN **EIN:** 94-2422340
Plan Sponsor's Name VELLUTINI CORPORATION **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DWS	DWS Small Cap Value Fund A	0	51,383
	DWS	GM DWS Small Cap Value Fund A	0	30,381
	MFS	MFS Value Fund A	0	352,213
	MFS	GM MFS Value Fund A	0	175,679
	BlackRock	GM BlackRock Global Allocation Fund A	0	105,075
	Merrill Lynch	Retirement Reserves(7dayYield:0.0%)	0	1,141,078
	Participants Loan Account	Various Rates and Maturities	0	191,020