# 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
MCP SERVICES, INC. 401(K) PROFIT SHARING PL

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 10/01/1989

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

MANAGEMENT CONSULTING SERVICES, INC
MCP SERVICES, INC

708 S TEMESCAL ST
SUITE 101
CORONA, CA 92879

**2b** Employer Identification Number (EIN)
90-0915746

**2c** Sponsor's telephone number
951-479-4981

**2d** Business code (see instructions)
561110

**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 | KATHY A KERECMAN |
| | **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
MCP INDUSTRIES, INC

**4b** EIN
95-1656184

**4c** PN
002

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 390 |
| **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** | 325 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 51 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 376 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 377 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 334 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 1 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

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

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
MCP SERVICES, INC. 401(K) PROFIT SHARING PL

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANAGEMENT CONSULTING SERVICES, INC

**D** Employer Identification Number (EIN)
90-0915746

## 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? |
|---|---|---|---|---|---|---|
| 99 37 15 60 50 | RECORD KEEPER | 11070 | 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<br><br>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
MCP SERVICES, INC. 401(K) PROFIT SHARING PL

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANAGEMENT CONSULTING SERVICES, INC

**D** Employer Identification Number (EIN)
90-0915746

## 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) | 232000 | 273666 |
| **(2)** Participant contributions | 1b(2) | 1541 | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 2181326 | 1829921 |
| **(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) | 369839 | 389681 |
| **(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) | 5236820 | 6027471 |
| **(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 | 8021526 | 8520739 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | 39686 | 42187 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 39686 | 42187 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 7981840 | 8478552 |

## 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) | 273578 | |
| | **(B)** Participants | 2a(1)(B) | 536465 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 252598 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1062641 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 560 | |
| | **(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) | 19550 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 20110 |
| | **(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) | 81504 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 81504 |
| | **(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) | | 538092 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1702347 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1139488 | |
| (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) | | 1139488 |
| f Corrective distributions (see instructions) | 2f | | 42187 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 12890 |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | 11070 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 11070 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1205635 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 496712 |
| 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: MCKAY & CARNAHAN, INC. **(2)** EIN: 33-0002799

**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
MCP SERVICES, INC. 401(K) PROFIT SHARING PL

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANAGEMENT CONSULTING SERVICES, INC

**D** Employer Identification Number (EIN)
90-0915746

## 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):

# MCP SERVICES, INC.

# 401(K) PROFIT SHARING PLAN

# FINANCIAL STATEMENTS

# AND INDEPENDENT AUDITOR'S REPORT

# YEARS ENDED DECEMBER 31, 2012 AND 2011

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# *MCKAY & CARNAHAN, INC.*

*Certified Public Accountants*

1600 Dove Street • Suite 250 • Newport Beach, CA 92660

www.mckay-carnahan.com • (949) 752-8115 • FAX (949) 724-8906


## INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Participants of
the MCP Services, Inc. 401(k) Profit Sharing Plan:

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the MCP Services, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, the related notes to the financial statements, and the supplementary Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as listed in the accompanying Table of Contents.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

McKay + Carnahan, Inc.

October 8, 2013

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2012 AND 2011**

## *ASSETS*

| | 2012 | 2011 |
|---|---|---|
| **INVESTMENTS** | | |
| Investments (mutual funds) | $ 6,027,471 | $ 5,236,820 |
| Money market funds | 1,829,921 | 2,181,326 |
| Total investments | 7,857,392 | 7,418,146 |
| **RECEIVABLES** | | |
| Employer's contribution | 273,666 | 232,000 |
| Participants' contributions | - | 1,541 |
| Notes receivable from participants | 389,681 | 369,839 |
| Total receivables | 663,347 | 603,380 |
| **LIABILITIES** | | |
| Excess contributions payable | 42,187 | 39,686 |
| **Net assets available for benefits** | **$ 8,478,552** | **$ 7,981,840** |

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEARS ENDED DECEMBER 31, 2012 AND 2011**

| | 2012 | 2011 |
|---|---|---|
| *Additions to net assets attributed to:* | | |
| Investment income | | |
| Net appreciation (depreciation) in fair value of mutual funds | $ 538,092 | $ (104,439) |
| Interest | 560 | 66 |
| Dividends | 81,504 | 94,480 |
| Total investment income (loss) | 620,156 | (9,893) |
| Interest on notes receivable from participants | 19,550 | 21,903 |
| Contributions | | |
| Employer | 273,578 | 232,000 |
| Participants' | 536,465 | 533,868 |
| Rollover | 252,598 | 8,817 |
| Total contributions | 1,062,641 | 774,685 |
| Total additions | 1,702,347 | 786,695 |
| *Deductions from net assets attributed to:* | | |
| Benefits paid to participants and beneficiaries | 1,139,488 | 755,634 |
| Corrective distributions | 42,187 | 37,736 |
| Deemed distributions | 12,890 | 6,016 |
| Administrative expenses | 11,070 | 9,880 |
| Total deductions | 1,205,635 | 809,266 |
| Net increase (decrease) | 496,712 | (22,571) |
| Net assets available for benefits, beginning of year | 7,981,840 | 8,004,411 |
| **Net assets available for benefits, end of year** | **$ 8,478,552** | **$ 7,981,840** |

## NOTE A – DESCRIPTION OF PLAN

The following description of the MCP Services, Inc. 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document, including the adoption agreement, for a more complete description of the Plan's provisions. The Plan is sponsored by Management Consulting Services, Inc. (the "Company").

*General*
The Plan is a defined contribution plan covering all non-union employees of the Company who have completed one year of service with at least 1,000 hours of service and are age twenty-one (21) or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

*Contributions*
Each year, participants may contribute up to one hundred percent (100%) of their pre-tax annual compensation as defined in the Plan, subject to Internal Revenue Code limitations ($17,000 for 2012 and $16,500 for 2011). Participants who are age fifty (50) or older and who contribute the maximum federal limit are eligible to make an additional contribution called a "catch-up contribution." The maximum allowable catch-up contribution for 2012 and 2011 is $5,500. Participants may also contribute amounts representing rollover distributions from other qualified plans. All Company contributions are determined at the discretion of the Company's board of directors. The Company elects each year whether to make a matching contribution on behalf of each qualifying contributing participant equal to that percentage of each contributing participant's elective deferral which the Company, in its sole discretion, determines each year. Matching contributions are allocated to qualifying participants in the ratio that each qualifying participant's elective contribution for the year bears to the total participants' elective contributions for the year. The Company also elects each year whether to make a profit sharing contribution in an amount that the Company, in its sole discretion, determines each year. Profit sharing contributions are allocated to qualifying participants in the ratio that each qualifying participant's compensation for the year bears to the total compensation of all qualifying participants for the year. Employer contributions were approximately $274,000 ($112,000 and $168,000 in matching and profit sharing contributions, net of forfeitures applied of approximately $6,000) and $232,000 ($98,000 and $147,000 in matching and profit sharing contributions, net of forfeitures applied of approximately $13,000) for the years ended December 31, 2012 and 2011, respectively.

*Participant Accounts*
Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings. Allocations are based upon participant earnings or account balances, as defined. Participants direct the investment of their contributions and Company matching contributions into various investment options offered by the Plan. Profit sharing contributions are invested in a portfolio of investments as directed by the Company. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Payment of Benefits*
Upon retirement, death, disability or termination, a participant or his beneficiary can elect to receive a single distribution of 100% of their vested account balance, keep their account with the Plan, rollover their balance or receive regular distributions. Additionally, terminated participants may elect to transfer all amounts which qualify as a rollover into another individual retirement account under the provisions of the Internal Revenue Code of 1986, as amended.

## NOTE A – DESCRIPTION OF PLAN – continued

*Vesting*
Participants are fully and immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contribution and discretionary profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is one hundred percent (100%) vested after six (6) years of credited service (minimum 1,000 hours of service in the first eligible year and minimum 500 hours of service each year after). A participant will become fully vested prior to six years of service if the participant becomes deceased or permanently disabled. The following represents the vesting schedules for both the matching and profit sharing contributions:

| Years of Service | Vested Percentage |
|---|---|
| Less than one year | 0% |
| One year | 0% |
| Two years | 20% |
| Three years | 40% |
| Four years | 60% |
| Five years | 80% |
| Six years | 100% |

*Investment Options*
The following investment funds are available for the investment of participants' elective and Company discretionary contributions: Calvert Income Fund A, Invesco Equity and Income Fund A, AllianceBernstein Growth and Income A, Prudential Jennison Growth A, BlackRock Value Opportunities Fund A, BlackRock Global Allocation Fund A, BlackRock S & P 500 Index Instl, GM BlackRock Value Opportunities Fund A, GM BlackRock Global Allocation Fund A, Delaware Small Cap Value Fund A, BlackRock Low Duration Bond Port A, GM Calvert Income Fund A, Thornburg International Value Fund R4, GM Thornburg International Value Fund R4, Oakmark Fund, GM Oakmark Fund, Lord Abbett Mid Cap Stock Fund A, BlackRock U.S. Government Bond Port A, GM BlackRock U.S. Government Bond Port A, ML Retirement Reserves, and GM ML Retirement Reserves Money Fund. Participants may change their investment options daily.

*Notes Receivable from Participants*
Participants may borrow a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All loans bear a reasonable fixed rate of interest, defined as the prime rate (as specified in the Wall Street Journal) plus two percent at the inception of the loan. During the years ended December 31, 2012 and 2011, interest rates ranged from 5.25% to 10.25%. Loans are amortized in level payments over a period not extending beyond five years unless the loan is for the purchase of the participant's primary residence in which case the loan is amortized over a period not extending beyond thirty years. The loans are secured by the participant's vested interest in his or her account.

## NOTE A – DESCRIPTION OF PLAN – continued

*Forfeited Accounts*
Forfeitures of the non-vested portion of participant accounts are used to reduce future Company contributions. Total forfeitures were approximately $150 and $400 for the years ended December 31, 2012 and 2011, respectively.

*Amendment of Plan*
The Company reserves the right to amend the Plan from time to time (subject to certain limitations). Such amendments, however, may not alter or modify the vested right of any participant except to the extent necessary to permit the Plan to be qualified under provisions of the Internal Revenue Code or applicable state laws.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting*
The financial statements of the Plan are prepared using the accrual method of accounting.

*Notes Receivable from Participants*
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

*Expenses*
Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Company.

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

*Valuation of Investments and Income Recognition*
Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded when earned. See Note E, Fair Value Measurements, for discussion of fair value measurements.

*Reclassifications*
Certain reclassifications have been made to the December 31, 2011 financial statements to conform to the current year presentation.

## NOTE C – TAX STATUS

The Plan obtained its latest determination letter in November 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to federal and state income tax examinations by taxing authorities for years before 2008 and 2009, respectively.

## NOTE D – INVESTMENTS

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the net plan assets.

| | *2012* | *2011* |
|---|---|---|
| Invesco Equity and Income Fund A | $ 981,411 | $ 787,173 |
| ML Retirement Reserves | 1,787,933 | 2,150,058 |
| BlackRock Global Allocation Fund Inc. | 497,193 | 512,835 |
| GM Oakmark Fund Class II | 631,218 | 550,537 |
| BlackRock Low Duration Bond Portfolio | 511,822 | 548,973 |
| GM BlackRock US Government Bond Port A | 471,024 | * |

* Investment represents less than 5% of net assets.

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

| | *2012* | *2011* |
|---|---|---|
| Mutual funds | $ 538,092 | $ (104,439) |
| Net appreciation (depreciation) in fair value of investments | $ 538,092 | $ (104,439) |

## NOTE E – FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

Level 1: Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2: Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3: Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

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.

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

*Mutual funds:* Valued at the net asset value of shares held by the Plan at year end as listed on various trading exchanges.

*Money market funds:* Valued at cost, which approximates fair value.

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

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

## NOTE E – FAIR VALUE MEASUREMENTS – continued

| | | Fair Value Measurements at December 31, 2012 | | |
|---|---|---|---|---|
| | Total Carrying Value as of December 31, 2012 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Mutual funds | | | | |
| Small cap | $ 489,127 | $ 489,127 | $ - | $ - |
| Mid cap | 557,997 | 557,997 | - | - |
| Large cap | 1,347,884 | 1,347,884 | - | - |
| Bond | 1,060,542 | 1,060,542 | - | - |
| International | 878,772 | 878,772 | - | - |
| Mixed | 981,411 | 981,411 | - | - |
| Government | 711,738 | 711,738 | - | - |
| Money market fund | 1,829,921 | 1,829,921 | - | - |
| Total investments at fair value | $ 7,857,392 | $ 7,857,392 | $ - | $ - |

| | | Fair Value Measurements at December 31, 2011 | | |
|---|---|---|---|---|
| | Total Carrying Value as of December 31, 2011 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Mutual funds | | | | |
| Small cap | $ 366,995 | $ 366,995 | $ - | $ - |
| Mid cap | 172,302 | 172,302 | - | - |
| Large cap | 1,370,516 | 1,370,516 | - | - |
| Bond | 1,046,647 | 1,046,647 | - | - |
| International | 859,543 | 859,543 | - | - |
| Mixed | 787,173 | 787,173 | - | - |
| Government | 633,644 | 633,644 | - | - |
| Money market fund | 2,181,326 | 2,181,326 | - | - |
| Total investments at fair value | $ 7,418,146 | $ 7,418,146 | $ - | $ - |

## NOTE F – NON-PARTICIPANT – DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the non-participant-directed investments are as follows:

| | *December 31,* 2012 | 2011 |
|---|---|---|
| Investments (mutual funds) | $ 1,194,450 | $ 1,146,709 |
| Money market funds | 661,850 | 702,686 |
| | $ 1,856,300 | $ 1,849,395 |

| | *Year Ended December 31,* 2012 | 2011 |
|---|---|---|
| Changes in net assets: | | |
| Contributions | $ 147,066 | $ 105,000 |
| Net appreciation (depreciation) | 127,837 | (788) |
| Benefits paid to participants | (250,463) | (304,352) |
| Issued loans and repayments, net | (17,535) | (9,191) |
| | $ 6,905 | $ (209,331) |

## NOTE G – EXCESS CONTRIBUTIONS

Participants' and employer contributions in the amounts of approximately $810,000 and $766,000, include approximately $43,000 and $38,000 of excess contributions for the Plan years ended December 31, 2012 and 2011, respectively. The excess contributions were returned to these participants by April 15, 2013 and 2012 for the years ended December 31, 2012 and 2011, respectively.

## NOTE H – RISKS AND UNCERTAINTIES

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

## NOTE I – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2012 and 2011, respectively, the Plan's investments were held by Frontier Trust Company (the "Trustee"). The following is a summary of the Plan's financial information that is included in the accompanying financial statements and supplemental schedule based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2012 and 2011, respectively, and the investment income for the years then ended, as reported by the Trustee is summarized as follows:

| | *2012* | *2011* |
|---|---|---|
| Investment (mutual funds) | $ 6,027,471 | $ 5,236,820 |
| Money market funds | 1,829,921 | 2,181,326 |
| Total investments | 7,857,392 | 7,418,146 |
| Notes receivable from participants | 389,681 | 369,839 |
| Total | $ 8,247,073 | $ 7,787,985 |
| Net appreciation (depreciation) in fair value of mutual funds | $ 538,092 | $ (104,439) |
| Interest and dividends | 82,064 | 94,546 |
| Total investment income (loss) | 620,156 | (9,893) |
| Interest on notes receivable from participants | 19,550 | 21,903 |
| | $ 639,706 | $ 12,010 |

## NOTE J – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Merrill Lynch. Ascensus Plan Services provides participant recordkeeping services. Fees paid by the Plan to Ascensus Plan Services for recordkeeping services totaled approximately $11,000 and $10,000 for the years ended December 31, 2012 and 2011, respectively.

## NOTE K – DEFERRED VESTED BENEFITS

Deferred vested benefits are amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment prior to December 31, 2012, but not yet paid as of that date. As of December 31, 2012, there were no deferred vested benefits.

## NOTE L – PLAN TERMINATION

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

## NOTE M – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 8, 2013, the date which the financial statements were available to be issued. The Plan's evaluation of subsequent events has determined that there are no events that require additional disclosure.

# SUPPLEMENTARY INFORMATION

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2012**

Employer Identification Number (EIN): 90-0915746
Plan Number (PN): 002

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description | (d) Cost | (d) Current Value |
|---|---|---|---|---|
| | Frontier Trust Company | Calvert Income Fund A | a | $ 302,158 |
| | | Invesco Equity and Income Fund A | a | 981,414 |
| | | AllianceBernstein Growth and Income A | a | 210,660 |
| | | Prudential Jennison Growth A | a | 346,193 |
| | | BlackRock Value Opportunities Fund A | a | 199,817 |
| | | BlackRock Global Allocation Fund A | a | 497,193 |
| | | BlackRock S & P 500 Index Instl | a | 266,034 |
| | | GM BlackRock Value Opportunities Fund A | a | 88,771 |
| | | GM BlackRock Global Allocation Fund A | a | 116,374 |
| | | Delaware Small Cap Value Fund A | a | 200,538 |
| | | BlackRock Low Duration Bond Portfolio A | a | 511,822 |
| | | GM Calvert Income Fund A | a | 246,562 |
| | | Thornburg International Value Fund R4 | a | 79,905 |
| | | GM Thornburg International Value Fund R4 | a | 185,299 |
| | | Oakmark Fund | a | 239,971 |
| | | GM Oakmark Fund | a | 631,218 |
| | | Lord Abbett Mid Cap Stock Fund A | a | 211,804 |
| | | BlackRock U.S. Government Bond Port A | a | 240,714 |
| | | GM BlackRock U.S. Government Bond Port A | a | 471,024 |
| | | ML Retirement Reserves | a | 1,787,933 |
| | | GM ML Retirement Reserves Money Fund | a | 41,988 |
| | | Total Investments | | 7,857,392 |
| * | Notes Receivable from Participants | Interest Rates (5.25-10.25%) | a | 389,681 |
| | | Total | | $ 8,247,073 |

* Party-in-interest to the Plan

a Note: Cost information for non-participant-directed investments is not maintained because the same investments are also available for participant-directed investments.

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

Plan Name: MCP INDUSTRIES, INC. 401(K) PROFIT SHARING PL

Plan Number: 035577

Broker Dealer: Merrill Lynch

| Ticker Symbol | Investment Name | Formula used to determine Sub-TA Compensation paid to Ascensus |
|---|---|---|
| LAVLX | Lord Abbett Mid Cap Stock Fund A | 12 dollars per fund position |
| ACEIX | Invesco Equity and Income Fund A | 12 dollars per fund position |
| BLDAX | BlackRock Low Duration Bond Port A | 12 dollars per fund position |
| CFICX | Calvert Income Fund A | 12 dollars per fund position |
| CIGAX | BlackRock U.S. Govt Bond Port A | 12 dollars per fund position |
| MDLOX | BlackRock Global Allocation Fund A | 12 dollars per fund position |
| MDSPX | BlackRock Value Opportunities Fund A | 12 dollars per fund position |
| THVRX | Thornburg International Value Fund R4 | 12 dollars per fund position |
| CABDX | AllianceBernstein Growth and Income A | 12 dollars per fund position |
| ABIAX | AllianceBernstein Intl Val A | 12 dollars per fund position |
| OPTFX | Oppenheimer Capital Appreciation Fund A | 12 dollars per fund position |
| PJFAX | Prudential Jennison Growth A | 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 |
| GMCFICX | GM Calvert Income Fund A | 12 dollars per fund position |
| GMCIGAX | GM BlackRock U.S. Govt Bond Port A | 12 dollars per fund position |
| GMMDLOX | GM BlackRock Global Allocation Fund A | 12 dollars per fund position |
| GMMDSPX | GM BlackRock Value Opportunities Fund A | 12 dollars per fund position |
| GMOARMX | GM Oakmark Fund | 12 dollars per fund position |
| GMTHVRX | GM Thornburg International Value Fund R4 | 12 dollars per fund position |
| OARMX | Oakmark Fund | 12 dollars per fund position |
| GMMLIKX | GM Retirement Reserves Money Fd Class 1 | 6 dollars per fund position |
| MLIKX | Retirement Reserves(7dayYield:0.0%) | 6 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: MCP INDUSTRIES, INC. 401(K) PROFIT SHARING PL

Plan Number: 035577

Broker Dealer: Merrill Lynch

| Ticker Symbol | Investment Name | Formula used to determine Sub-TA Compensation paid to Ascensus |
|---|---|---|
| DEVLX | Delaware Small Cap 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 - Additional Fee Notes

Plan Name: MCP INDUSTRIES, INC. 401(K) PROFIT SHARING PL

Plan Number: 035577

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.

# MCP SERVICES, INC.

# 401(K) PROFIT SHARING PLAN

# FINANCIAL STATEMENTS

# AND INDEPENDENT AUDITOR'S REPORT

# YEARS ENDED DECEMBER 31, 2012 AND 2011

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# *MCKAY & CARNAHAN, INC.*

*Certified Public Accountants*

1600 Dove Street • Suite 250 • Newport Beach, CA 92660

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## INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Participants of
the MCP Services, Inc. 401(k) Profit Sharing Plan:

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the MCP Services, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, the related notes to the financial statements, and the supplementary Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as listed in the accompanying Table of Contents.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

McKay + Carnahan, Inc.

October 8, 2013

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2012 AND 2011**

## *ASSETS*

| | 2012 | 2011 |
|---|---|---|
| **INVESTMENTS** | | |
| Investments (mutual funds) | $ 6,027,471 | $ 5,236,820 |
| Money market funds | 1,829,921 | 2,181,326 |
| Total investments | 7,857,392 | 7,418,146 |
| **RECEIVABLES** | | |
| Employer's contribution | 273,666 | 232,000 |
| Participants' contributions | - | 1,541 |
| Notes receivable from participants | 389,681 | 369,839 |
| Total receivables | 663,347 | 603,380 |
| **LIABILITIES** | | |
| Excess contributions payable | 42,187 | 39,686 |
| **Net assets available for benefits** | **$ 8,478,552** | **$ 7,981,840** |

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEARS ENDED DECEMBER 31, 2012 AND 2011**

| | 2012 | 2011 |
|---|---|---|
| *Additions to net assets attributed to:* | | |
| Investment income | | |
| Net appreciation (depreciation) in fair value of mutual funds | $ 538,092 | $ (104,439) |
| Interest | 560 | 66 |
| Dividends | 81,504 | 94,480 |
| Total investment income (loss) | 620,156 | (9,893) |
| Interest on notes receivable from participants | 19,550 | 21,903 |
| Contributions | | |
| Employer | 273,578 | 232,000 |
| Participants' | 536,465 | 533,868 |
| Rollover | 252,598 | 8,817 |
| Total contributions | 1,062,641 | 774,685 |
| Total additions | 1,702,347 | 786,695 |
| *Deductions from net assets attributed to:* | | |
| Benefits paid to participants and beneficiaries | 1,139,488 | 755,634 |
| Corrective distributions | 42,187 | 37,736 |
| Deemed distributions | 12,890 | 6,016 |
| Administrative expenses | 11,070 | 9,880 |
| Total deductions | 1,205,635 | 809,266 |
| Net increase (decrease) | 496,712 | (22,571) |
| Net assets available for benefits, beginning of year | 7,981,840 | 8,004,411 |
| **Net assets available for benefits, end of year** | **$ 8,478,552** | **$ 7,981,840** |

## NOTE A – DESCRIPTION OF PLAN

The following description of the MCP Services, Inc. 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document, including the adoption agreement, for a more complete description of the Plan's provisions. The Plan is sponsored by Management Consulting Services, Inc. (the "Company").

*General*
The Plan is a defined contribution plan covering all non-union employees of the Company who have completed one year of service with at least 1,000 hours of service and are age twenty-one (21) or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

*Contributions*
Each year, participants may contribute up to one hundred percent (100%) of their pre-tax annual compensation as defined in the Plan, subject to Internal Revenue Code limitations ($17,000 for 2012 and $16,500 for 2011). Participants who are age fifty (50) or older and who contribute the maximum federal limit are eligible to make an additional contribution called a "catch-up contribution." The maximum allowable catch-up contribution for 2012 and 2011 is $5,500. Participants may also contribute amounts representing rollover distributions from other qualified plans. All Company contributions are determined at the discretion of the Company's board of directors. The Company elects each year whether to make a matching contribution on behalf of each qualifying contributing participant equal to that percentage of each contributing participant's elective deferral which the Company, in its sole discretion, determines each year. Matching contributions are allocated to qualifying participants in the ratio that each qualifying participant's elective contribution for the year bears to the total participants' elective contributions for the year. The Company also elects each year whether to make a profit sharing contribution in an amount that the Company, in its sole discretion, determines each year. Profit sharing contributions are allocated to qualifying participants in the ratio that each qualifying participant's compensation for the year bears to the total compensation of all qualifying participants for the year. Employer contributions were approximately $274,000 ($112,000 and $168,000 in matching and profit sharing contributions, net of forfeitures applied of approximately $6,000) and $232,000 ($98,000 and $147,000 in matching and profit sharing contributions, net of forfeitures applied of approximately $13,000) for the years ended December 31, 2012 and 2011, respectively.

*Participant Accounts*
Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings. Allocations are based upon participant earnings or account balances, as defined. Participants direct the investment of their contributions and Company matching contributions into various investment options offered by the Plan. Profit sharing contributions are invested in a portfolio of investments as directed by the Company. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Payment of Benefits*
Upon retirement, death, disability or termination, a participant or his beneficiary can elect to receive a single distribution of 100% of their vested account balance, keep their account with the Plan, rollover their balance or receive regular distributions. Additionally, terminated participants may elect to transfer all amounts which qualify as a rollover into another individual retirement account under the provisions of the Internal Revenue Code of 1986, as amended.

## NOTE A – DESCRIPTION OF PLAN – continued

*Vesting*
Participants are fully and immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contribution and discretionary profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is one hundred percent (100%) vested after six (6) years of credited service (minimum 1,000 hours of service in the first eligible year and minimum 500 hours of service each year after). A participant will become fully vested prior to six years of service if the participant becomes deceased or permanently disabled. The following represents the vesting schedules for both the matching and profit sharing contributions:

| Years of Service | Vested Percentage |
|---|---|
| Less than one year | 0% |
| One year | 0% |
| Two years | 20% |
| Three years | 40% |
| Four years | 60% |
| Five years | 80% |
| Six years | 100% |

*Investment Options*
The following investment funds are available for the investment of participants' elective and Company discretionary contributions: Calvert Income Fund A, Invesco Equity and Income Fund A, AllianceBernstein Growth and Income A, Prudential Jennison Growth A, BlackRock Value Opportunities Fund A, BlackRock Global Allocation Fund A, BlackRock S & P 500 Index Instl, GM BlackRock Value Opportunities Fund A, GM BlackRock Global Allocation Fund A, Delaware Small Cap Value Fund A, BlackRock Low Duration Bond Port A, GM Calvert Income Fund A, Thornburg International Value Fund R4, GM Thornburg International Value Fund R4, Oakmark Fund, GM Oakmark Fund, Lord Abbett Mid Cap Stock Fund A, BlackRock U.S. Government Bond Port A, GM BlackRock U.S. Government Bond Port A, ML Retirement Reserves, and GM ML Retirement Reserves Money Fund. Participants may change their investment options daily.

*Notes Receivable from Participants*
Participants may borrow a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All loans bear a reasonable fixed rate of interest, defined as the prime rate (as specified in the Wall Street Journal) plus two percent at the inception of the loan. During the years ended December 31, 2012 and 2011, interest rates ranged from 5.25% to 10.25%. Loans are amortized in level payments over a period not extending beyond five years unless the loan is for the purchase of the participant's primary residence in which case the loan is amortized over a period not extending beyond thirty years. The loans are secured by the participant's vested interest in his or her account.

## NOTE A – DESCRIPTION OF PLAN – continued

*Forfeited Accounts*
Forfeitures of the non-vested portion of participant accounts are used to reduce future Company contributions. Total forfeitures were approximately $150 and $400 for the years ended December 31, 2012 and 2011, respectively.

*Amendment of Plan*
The Company reserves the right to amend the Plan from time to time (subject to certain limitations). Such amendments, however, may not alter or modify the vested right of any participant except to the extent necessary to permit the Plan to be qualified under provisions of the Internal Revenue Code or applicable state laws.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting*
The financial statements of the Plan are prepared using the accrual method of accounting.

*Notes Receivable from Participants*
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

*Expenses*
Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Company.

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

*Valuation of Investments and Income Recognition*
Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded when earned. See Note E, Fair Value Measurements, for discussion of fair value measurements.

*Reclassifications*
Certain reclassifications have been made to the December 31, 2011 financial statements to conform to the current year presentation.

## NOTE C – TAX STATUS

The Plan obtained its latest determination letter in November 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to federal and state income tax examinations by taxing authorities for years before 2008 and 2009, respectively.

## NOTE D – INVESTMENTS

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the net plan assets.

| | *2012* | *2011* |
|---|---|---|
| Invesco Equity and Income Fund A | $ 981,411 | $ 787,173 |
| ML Retirement Reserves | 1,787,933 | 2,150,058 |
| BlackRock Global Allocation Fund Inc. | 497,193 | 512,835 |
| GM Oakmark Fund Class II | 631,218 | 550,537 |
| BlackRock Low Duration Bond Portfolio | 511,822 | 548,973 |
| GM BlackRock US Government Bond Port A | 471,024 | * |

* Investment represents less than 5% of net assets.

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

| | *2012* | *2011* |
|---|---|---|
| Mutual funds | $ 538,092 | $ (104,439) |
| Net appreciation (depreciation) in fair value of investments | $ 538,092 | $ (104,439) |

## NOTE E – FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

Level 1: Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2: Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3: Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

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.

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

*Mutual funds:* Valued at the net asset value of shares held by the Plan at year end as listed on various trading exchanges.

*Money market funds:* Valued at cost, which approximates fair value.

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

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

## NOTE E – FAIR VALUE MEASUREMENTS – continued

| | | Fair Value Measurements at December 31, 2012 | | |
|---|---|---|---|---|
| | Total Carrying Value as of December 31, 2012 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Mutual funds | | | | |
| Small cap | $ 489,127 | $ 489,127 | $ - | $ - |
| Mid cap | 557,997 | 557,997 | - | - |
| Large cap | 1,347,884 | 1,347,884 | - | - |
| Bond | 1,060,542 | 1,060,542 | - | - |
| International | 878,772 | 878,772 | - | - |
| Mixed | 981,411 | 981,411 | - | - |
| Government | 711,738 | 711,738 | - | - |
| Money market fund | 1,829,921 | 1,829,921 | - | - |
| Total investments at fair value | $ 7,857,392 | $ 7,857,392 | $ - | $ - |

| | | Fair Value Measurements at December 31, 2011 | | |
|---|---|---|---|---|
| | Total Carrying Value as of December 31, 2011 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Mutual funds | | | | |
| Small cap | $ 366,995 | $ 366,995 | $ - | $ - |
| Mid cap | 172,302 | 172,302 | - | - |
| Large cap | 1,370,516 | 1,370,516 | - | - |
| Bond | 1,046,647 | 1,046,647 | - | - |
| International | 859,543 | 859,543 | - | - |
| Mixed | 787,173 | 787,173 | - | - |
| Government | 633,644 | 633,644 | - | - |
| Money market fund | 2,181,326 | 2,181,326 | - | - |
| Total investments at fair value | $ 7,418,146 | $ 7,418,146 | $ - | $ - |

## NOTE F – NON-PARTICIPANT – DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the non-participant-directed investments are as follows:

| | *December 31,* 2012 | 2011 |
|---|---|---|
| Investments (mutual funds) | $ 1,194,450 | $ 1,146,709 |
| Money market funds | 661,850 | 702,686 |
| | $ 1,856,300 | $ 1,849,395 |

| | *Year Ended December 31,* 2012 | 2011 |
|---|---|---|
| Changes in net assets: | | |
| Contributions | $ 147,066 | $ 105,000 |
| Net appreciation (depreciation) | 127,837 | (788) |
| Benefits paid to participants | (250,463) | (304,352) |
| Issued loans and repayments, net | (17,535) | (9,191) |
| | $ 6,905 | $ (209,331) |

## NOTE G – EXCESS CONTRIBUTIONS

Participants' and employer contributions in the amounts of approximately $810,000 and $766,000, include approximately $43,000 and $38,000 of excess contributions for the Plan years ended December 31, 2012 and 2011, respectively. The excess contributions were returned to these participants by April 15, 2013 and 2012 for the years ended December 31, 2012 and 2011, respectively.

## NOTE H – RISKS AND UNCERTAINTIES

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

## NOTE I – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2012 and 2011, respectively, the Plan's investments were held by Frontier Trust Company (the "Trustee"). The following is a summary of the Plan's financial information that is included in the accompanying financial statements and supplemental schedule based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2012 and 2011, respectively, and the investment income for the years then ended, as reported by the Trustee is summarized as follows:

| | *2012* | *2011* |
|---|---|---|
| Investment (mutual funds) | $ 6,027,471 | $ 5,236,820 |
| Money market funds | 1,829,921 | 2,181,326 |
| Total investments | 7,857,392 | 7,418,146 |
| Notes receivable from participants | 389,681 | 369,839 |
| Total | $ 8,247,073 | $ 7,787,985 |
| Net appreciation (depreciation) in fair value of mutual funds | $ 538,092 | $ (104,439) |
| Interest and dividends | 82,064 | 94,546 |
| Total investment income (loss) | 620,156 | (9,893) |
| Interest on notes receivable from participants | 19,550 | 21,903 |
| | $ 639,706 | $ 12,010 |

## NOTE J – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Merrill Lynch. Ascensus Plan Services provides participant recordkeeping services. Fees paid by the Plan to Ascensus Plan Services for recordkeeping services totaled approximately $11,000 and $10,000 for the years ended December 31, 2012 and 2011, respectively.

## NOTE K – DEFERRED VESTED BENEFITS

Deferred vested benefits are amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment prior to December 31, 2012, but not yet paid as of that date. As of December 31, 2012, there were no deferred vested benefits.

## NOTE L – PLAN TERMINATION

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

## NOTE M – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 8, 2013, the date which the financial statements were available to be issued. The Plan's evaluation of subsequent events has determined that there are no events that require additional disclosure.

# SUPPLEMENTARY INFORMATION

**MCP SERVICES, INC.**
**401(K) PROFIT SHARING PLAN**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2012**

Employer Identification Number (EIN): 90-0915746
Plan Number (PN): 002

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description | (d) Cost | (d) Current Value |
|---|---|---|---|---|
| | Frontier Trust Company | Calvert Income Fund A | a | $ 302,158 |
| | | Invesco Equity and Income Fund A | a | 981,414 |
| | | AllianceBernstein Growth and Income A | a | 210,660 |
| | | Prudential Jennison Growth A | a | 346,193 |
| | | BlackRock Value Opportunities Fund A | a | 199,817 |
| | | BlackRock Global Allocation Fund A | a | 497,193 |
| | | BlackRock S & P 500 Index Instl | a | 266,034 |
| | | GM BlackRock Value Opportunities Fund A | a | 88,771 |
| | | GM BlackRock Global Allocation Fund A | a | 116,374 |
| | | Delaware Small Cap Value Fund A | a | 200,538 |
| | | BlackRock Low Duration Bond Portfolio A | a | 511,822 |
| | | GM Calvert Income Fund A | a | 246,562 |
| | | Thornburg International Value Fund R4 | a | 79,905 |
| | | GM Thornburg International Value Fund R4 | a | 185,299 |
| | | Oakmark Fund | a | 239,971 |
| | | GM Oakmark Fund | a | 631,218 |
| | | Lord Abbett Mid Cap Stock Fund A | a | 211,804 |
| | | BlackRock U.S. Government Bond Port A | a | 240,714 |
| | | GM BlackRock U.S. Government Bond Port A | a | 471,024 |
| | | ML Retirement Reserves | a | 1,787,933 |
| | | GM ML Retirement Reserves Money Fund | a | 41,988 |
| | | Total Investments | | 7,857,392 |
| * | Notes Receivable from Participants | Interest Rates (5.25-10.25%) | a | 389,681 |
| | | Total | | $ 8,247,073 |

* Party-in-interest to the Plan

a Note: Cost information for non-participant-directed investments is not maintained because the same investments are also available for participant-directed investments.

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

**Plan Name** MCP Services, Inc. 401(K) Profit Sharing PL **EIN:** 90-0915746
**Plan Sponsor's Name** MANAGEMENT CONSULTING SERVICES, INC **PN:** 002

| (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 |
|---|---|---|---|---|
| | Merrill Lynch | Retirement Reserves Money Fd Class 1 | 0 | 1,787,933 |
| | Calvert | Calvert Income Fund A | 0 | 302,158 |
| | Invesco | Invesco Equity and Income Fund A | 0 | 981,411 |
| | Alliance Bernstein | Alliance Bernstein Growth & Income Fund A | 0 | 210,660 |
| | BlackRock | BlackRock Low Duration Bond Port A | 0 | 199,818 |
| | BlackRock | Blackrock Global Allocagtion Fund A | 0 | 497,193 |
| | BlackRock | Blackrock S&P 500 Index Inst Fund | 0 | 266,034 |

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

**Plan Name** MCP Services, Inc. 401(K) Profit Sharing PL **EIN:** 90-0915746
**Plan Sponsor's Name** MANAGEMENT CONSULTING SERVICES, INC **PN:** 002

| (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 |
|---|---|---|---|---|
| | Merrill Lynch | GM Retirement Reserves Money Fd Class 1 | 0 | 41,988 |
| | BlackRock | GM BlackRock Value Opportunities Fund A | 0 | 88,771 |
| | BlackRock | GM BlackRock Global Allocation Fund A | 0 | 116,375 |
| | Delaware | Delaware Small Cap Value Fund A | 0 | 200,538 |
| | BlackRock | BlackRock Low Duration Bond Port A | 0 | 511,822 |
| | Calvert | GM Calvert Income Fund A | 0 | 246,562 |
| | Oakmark | Oakmark Fund | 0 | 239,971 |

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

**Plan Name** MCP Services, Inc. 401(K) Profit Sharing PL **EIN:** 90-0915746
**Plan Sponsor's Name** MANAGEMENT CONSULTING SERVICES, INC **PN:** 002

| (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 |
|---|---|---|---|---|
| | Oakmark | GM Oakmark Fund | 0 | 631,218 |
| | Lord Abbett | Lord Abbett Mid Cap Stock Fund A | 0 | 211,804 |
| | BlackRock | BlackRock U.S. Govt Bond Port A | 0 | 240,714 |
| | BlackRock | GM BlackRock U.S. Govt Bond Port A | 0 | 471,025 |
| | Prudential | Prudential Jennison Growth A | 0 | 346,193 |
| | Thornburg | Thornburg International Value Fund R4 | 0 | 79,905 |
| | Thornburg | GM Thornburg International Value Fund R4 | 0 | 185,299 |

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

**Plan Name** MCP Services, Inc. 401(K) Profit Sharing PL **EIN:** 90-0915746
**Plan Sponsor's Name** MANAGEMENT CONSULTING SERVICES, INC **PN:** 002

| (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 |
|---|---|---|---|---|
| | Participants Loan Account | Various Rates & Maturities | 0 | 389,681 |
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