

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>NORDCO INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>004</u> 1c Effective date of plan <u>10/09/1996</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NORDCO INC.</u> <u>245 WEST FOREST HILL AVENUE</u> <u>OAK CREEK, WI 53154</u>	2b Employer Identification Number (EIN) <u>39-1569204</u> 2c Sponsor's telephone number <u>414-766-2340</u> 2d Business code (see instructions) <u>333900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>NANCY A. ZABOROWSKI</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>DANIEL T. GRIESBACH</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 373
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	367
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	41
d Subtotal. Add lines 6a , 6b , and 6c	6d	408
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	408
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	374
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	22
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 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>NORDCO INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NORDCO INC.</u>	D Employer Identification Number (EIN) <u>39-1569204</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

LPL FINANCIAL

PO BOX 509025
DEPT 33-IMAGING
SAN DIEGO, CA 92150

(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?
17 26 27 50	NONE	62745	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MARSHALL & ILSLEY TRUST COMPANY NA

39-1186267

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 50 57 59 62 63 64	NONE	53025	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BMO HARRIS BANK NA

36-2085229

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 50 57 59 62 63 64	NONE	26545	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NORDCO INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>NORDCO INC.</u>	D Employer Identification Number (EIN) <u>39-1569204</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: BMO E.B. STABLE PRINCIPAL FUND

b Name of sponsor of entity listed in (a): BMO HARRIS BANK NA

c EIN-PN <u>39-6490536-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2329995</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	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 NORDCO INC. 401(K) PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 NORDCO INC.	D Employer Identification Number (EIN) 39-1569204	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	765415	869657
	(2) Participant contributions	1b(2)	20984	8425
	(3) Other.....	1b(3)	13598	23245
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	460085	573081
	(9) Value of interest in common/collective trusts.....	1c(9)	2238321	2329995
	(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)	16975078	21185586
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20473481	24989989

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20473481	24989989
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	870590	
(B) Participants	2a(1)(B)	1570300	
(C) Others (including rollovers)	2a(1)(C)	167222	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2608112
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	16255	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16255
(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)	426067	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		426067
(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)		53524
(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)		2489719
c Other income.....	2c		6
d Total income. Add all income amounts in column (b) and enter total.....	2d		5593683

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	912951	
(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)		912951
f Corrective distributions (see instructions)	2f		21909
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	62745	
(4) Other	2i(4)	79570	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		142315
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1077175

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4516508
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **SCHENCK SC**

(2) EIN: **39-1173131**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>NORDCO INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NORDCO INC.</u>	D Employer Identification Number (EIN) <u>39-1569204</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>39-6436442</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Nordco Inc. 401(k) Plan
Oak Creek, Wisconsin

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by BMO Harris Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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

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

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

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



Certified Public Accountants

Milwaukee, Wisconsin
October 10, 2013

NORDCO INC. 401(K) PLAN

FINANCIAL STATEMENTS

Years Ended December 31, 2012 and 2011

NORDCO INC. 401(K) PLAN

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Note: Other schedules required by the Department of Labor's Rules and Regulations for Reporting Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Nordco Inc. 401(k) Plan
Oak Creek, Wisconsin

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by BMO Harris Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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

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

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

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



Certified Public Accountants

Milwaukee, Wisconsin
October 10, 2013

NORDCO INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

ASSETS

	<u>2012</u>	<u>2011</u>
<u>Investments, at fair value:</u>		
Mutual funds	\$ 21,185,586	\$ 16,975,078
Common and collective trust fund	<u>2,390,925</u>	<u>2,287,288</u>
Total investments	<u>23,576,511</u>	<u>19,262,366</u>
<u>Receivables:</u>		
Notes receivable from participants	573,081	460,085
Company contributions	869,657	765,415
Participant contributions	8,425	20,984
Accrued income	<u>23,245</u>	<u>13,598</u>
Total receivables	<u>1,474,408</u>	<u>1,260,082</u>
Net assets available for benefits, at fair value	25,050,919	20,522,448
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(60,930)</u>	<u>(48,967)</u>
Net assets available for benefits	<u><u>\$ 24,989,989</u></u>	<u><u>\$ 20,473,481</u></u>

See accompanying notes to financial statements.

NORDCO INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Additions to net assets attributed to:</u>		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 2,547,329	\$ (1,227,839)
Interest and dividends	<u>421,987</u>	<u>371,763</u>
Net investment income (loss)	2,969,316	(856,076)
Interest income on notes receivable from participants	<u>16,255</u>	<u>13,383</u>
<u>Contributions:</u>		
Company	870,590	765,415
Participants	1,570,300	1,397,264
Rollovers	<u>167,222</u>	<u>252,927</u>
Total contributions	<u>2,608,112</u>	<u>2,415,606</u>
Total additions	<u>5,593,683</u>	<u>1,572,913</u>
<u>Deductions from net assets attributed to:</u>		
Benefits paid to participants	934,860	1,436,855
Administrative expenses	<u>142,315</u>	<u>137,446</u>
Total deductions	<u>1,077,175</u>	<u>1,574,301</u>
Net increase (decrease)	4,516,508	(1,388)
<u>Net assets available for benefits:</u>		
Beginning of year	<u>20,473,481</u>	<u>20,474,869</u>
End of year	<u>\$ 24,989,989</u>	<u>\$ 20,473,481</u>

See accompanying notes to financial statements.

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – Description of the Plan

The following brief description of the Nordco Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established in 1996 and most recently amended in July 2010. This Plan is intended to be a qualified retirement plan under the Internal Revenue Code (the IRC) and the purpose is to enable eligible employees to save for retirement. The Plan covers substantially all non-leased employees of Nordco, Inc. and its subsidiaries JER Overhaul, Inc., Nordco Rail Services, Dapco Industries, Inc. and Shuttlewagon, Inc. (collectively referred to as the Company) who are age 18 or older and have reached the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Plan administration: The Company is the Plan Sponsor of the Plan. BMO Harris Bank N.A. (previously known as Marshall & Ilsley Trust Company N.A.) is the Trustee of the Plan. The Trustee is responsible for administering, investing and safekeeping all of the Plan's assets.

Eligibility: Employees are eligible to make salary deferral contributions and to receive Company discretionary matching and discretionary profit sharing contributions on the entry date. The entry date is the first day of each month within the Plan's year. Additionally, to be eligible to receive the Company discretionary matching and discretionary profit sharing contribution, an employee must be employed on the last day of the Plan Year (December 31st).

Participant accounts: Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions and an allocation of (a) the related Company matching and profit sharing contributions, net of available forfeitures, and (b) the Plan's investment earnings (losses) and charged with an allocation of administrative expenses. Plan investment income or loss within each fund is allocated to participants based upon their relative account balances as a percentage of the total account balances of all participants in each fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment options: Participants may direct their contributions and related Company contributions among one or more investment options offered by the Plan. Changes in allocations of future contributions and transfers among funds of presently invested contributions are permitted pursuant to the Plan provisions.

Vesting: Participants are immediately fully vested in their elective deferrals and rollover contributions to the Plan and net earnings thereon. The balance in a participant's account relating to Company discretionary matching and discretionary profit sharing contributions become fully vested after three years of service. In the event of termination prior to achieving 100% vesting, the non-vested portions are forfeited. Participant accounts are 100% vested upon the attainment of early retirement age, disability or death.

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – Description of the Plan, continued

Participant contributions: Participants may elect to make voluntary tax-deferred contributions up to 50% of eligible annual pretax compensation as defined by the Plan, subject to maximum amounts established by the IRC which are \$17,000 and \$16,500 for the calendar years 2012 and 2011, respectively. Catch up contributions of \$5,500 are available for participants 50 years or older in 2012 and 2011. Eligible compensation excludes bonuses. Effective August 1, 2010, the Plan was restated and added an automatic enrollment feature where eligible employees are automatically enrolled into the Plan at a contribution rate of 3% of their eligible annual pretax compensation unless the employee formally elects not to participate.

Company contributions: The Company provides for discretionary matching contributions and profit sharing contributions which are determined each year by the Company. For the years ended December 31, 2012 and 2011, the Company matching contributions are based on the level of participant contributions and are determined as follows:

Non-union employees	Two-thirds of the first 9% of contributions
Union hourly employees at Oak Creek:	
- hired after April 1, 1997	3% of eligible wages, plus 50% of the first 6% of contributions
- hired before April 1, 1997	25% of the first 4% of contributions

The Company calculates the discretionary matching contribution on an annual basis and will fund the matching contribution in the subsequent year. The Company did not make discretionary profit sharing contributions during the years ended December 31, 2012 and 2011.

Forfeitures: At December 31, 2012 and 2011, forfeited non-vested amounts available to be used to offset future Company matching contributions totaled \$36,707 and \$22,756, respectively. Available forfeited non-vested amounts of \$8,703 and \$16,318 were used to reduce Company matching contributions during the years ended December 31, 2012 and 2011, respectively.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1 to 5 years for general loans or up to 10 years for the purchase of a primary residence and are payable immediately upon termination. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest are paid ratably through monthly payroll deductions. The number of loans outstanding is limited to one per participant. The interest rates ranged from 3.00% to 8.75% and 3.25% to 8.75% at December 31, 2012 and 2011, respectively.

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – Description of the Plan, continued

Payment of benefits: Upon retirement, death, disability, or termination of employment, payment of benefits to participants will be in the form of a lump-sum distribution. Benefits are paid in the amount of the participant's vested account balance as of the valuation date preceding the date of distribution. Participants may make a hardship withdrawal of any portion of their participant deferral account balance subject to the terms in the Plan agreement. Participants are entitled to receive a withdrawal of all or any portion of their vested account balance upon attainment of age 59 ½. Such withdrawals will be authorized by the Plan Administrator only upon satisfaction of criteria as enumerated in the Plan document.

Administrative expenses: Administrative fees, loan issuance fees and investment advisory fees are paid by the Plan and other administrative expenses are generally paid by the Company. Investment related expenses exclusive of investment advisory fees are included in net appreciation of fair value of investments.

NOTE 2 – Summary of significant accounting policies

Basis of accounting: The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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

Use of estimates: The preparation of 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 the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – Summary of significant accounting policies, continued

Since the Plan's assets are reported at fair value in the financial statements, the Statement of Changes in Net Assets Available for Benefits reflect both realized gains and losses and unrealized appreciation and depreciation of Plan assets. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

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.

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 those changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements.

Payments of benefits: Benefits are recorded when paid.

Subsequent events: The Plan Administrator has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 10, 2013, the date on which the financial statements were available to be issued.

NOTE 3 – Information certified by the Plan's Trustee

The Trustee has reported and certified as to the completeness and accuracy of the investment information it provided for purposes of preparing the financial statements and supplemental schedule related thereto. In addition to the investment information summarized in Note 4, the Trustee has certified the following as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Statement of Net Assets Available for Benefits:		
Investments, at fair value	\$ 23,576,511	\$ 19,262,366
Notes receivable from participants	573,081	460,085
	Years ended December 31,	
	2012	2011
Statement of Changes in Net Assets Available for Benefits:		
Total appreciation (depreciation) in fair value of investments	\$ 2,547,329	\$ (1,227,839)
Interest and dividends	421,987	371,763
Interest income on notes receivable from participants	16,255	13,383

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – Information certified by the Plan's Trustee, continued

In accordance with the procedures stated in 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 audit of an independent public accountant need not extend to any statement or information prepared and certified by the Trustee. The Plan Administrator, therefore, has instructed the independent public accountants to exclude the information certified by the Trustee from the scope of their audits.

NOTE 4 – Investments

Separate identification of individual investments of the Plan that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

	2012	2011
<u>Mutual funds, at fair value</u>		
Artisan Mid-Cap Fund	\$ 2,714,863	\$ 1,985,287
PIMCO Total Return Fund	2,050,654	2,379,124
American Funds Fundamental Investors R6	1,261,073	*
American Europacific Growth Fund	*	1,066,846

* Not greater than 5% of plan assets

	2012	2011
<u>Common and collective trust fund</u>		
BMO Employee Benefit Stable Principal Fund:		
at fair value	2,390,925	2,287,288
at contract value	2,329,995	2,238,321

During the years ended December 31, 2012 and 2011, the net appreciation (depreciation) in fair value of the Plan's investments (including investments bought, sold, and held during the year) is summarized as follows:

	2012	2011
Mutual funds	\$ 2,547,329	\$ (1,227,839)

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – Fair value measurements

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

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

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – Fair value measurements, continued

- Common and collective trust fund: Valued at the net asset value (NAV) of units held by the Plan at year-end. The NAV, as provided by the administrator of the fund, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund, minus its liabilities, and then divided by the number of units outstanding. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

Assets at Fair Value as of December 31, 2012				
	(Level 1)	(Level 2)	(Level 3)	Total
<u>Mutual funds:</u>				
Small-Cap equities	\$ 1,652,615	\$ -	\$ -	\$ 1,652,615
Mid-Cap equities	3,631,534	-	-	3,631,534
Large-Cap equities	4,431,661	-	-	4,431,661
International equities	4,909,281	-	-	4,909,281
Other equities	2,691,969	-	-	2,691,969
Fixed income funds	3,868,526	-	-	3,868,526
Total mutual funds	21,185,586	-	-	21,185,586
Common and collective trust fund	-	2,390,925	-	2,390,925
Total	<u>\$ 21,185,586</u>	<u>\$ 2,390,925</u>	<u>\$ -</u>	<u>\$ 23,576,511</u>

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – Fair value measurements, continued

Assets at Fair Value as of December 31, 2011				
	(Level 1)	(Level 2)	(Level 3)	Total
<u>Mutual funds:</u>				
Small-Cap equities	\$ 1,800,991	\$ -	\$ -	\$ 1,800,991
Mid-Cap equities	2,561,755	-	-	2,561,755
Large-Cap equities	2,820,560	-	-	2,820,560
International equities	3,791,620	-	-	3,791,620
Other equities	2,639,138	-	-	2,639,138
Fixed income funds	3,361,014	-	-	3,361,014
Total mutual funds	16,975,078	-	-	16,975,078
Common and collective trust fund	-	2,287,288	-	2,287,288
Total	<u>\$ 16,975,078</u>	<u>\$ 2,287,288</u>	<u>\$ -</u>	<u>\$ 19,262,366</u>

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
BMO Employee Benefit Stable Principal Fund	\$2,390,925	n/a	Daily	None
<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
BMO Employee Benefit Stable Principal Fund	\$2,287,288	n/a	Daily	None

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 6 – Income tax status

The Plan obtained its latest determination letter on July 17, 2003 in which the Internal Revenue Service (IRS) has stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. 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 IRC. 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 Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – Plan termination

Although it has not expressed any intent to do so, the Plan Administrator 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, each participant becomes fully vested in the total amount in their account.

NOTE 8 – Investment contracts

The BMO Employee Benefit Stable Principal Fund is primarily invested in traditional and synthetic guaranteed investment contracts. The fund is fully benefit-responsive and seeks to maintain a stable \$1.00 unit value, although there is no guarantee it will be able to do so. The fund is stated at fair value and is adjusted to contract value, which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fund could be limited in its ability to transact with issuers at contract value if the fund raises its risk profile or is subject to an extended period of significant cash outflow. The fair value of the investment contracts were \$1.03/unit and \$1.02/unit as of December 31, 2012 and 2011, respectively. The average yield was 2.41% and 2.81% for the years ended December 31, 2012 and 2011 and the portfolio gross crediting interest rate was 2.46% and 2.65% as of December 31, 2012 and 2011, respectively.

NORDCO INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 9 – Party-in-interest transactions

Certain Plan investments include mutual funds and common and collective trusts sponsored by BMO Retirement Services, an affiliate of BMO Harris Bank, N.A. BMO Harris Bank, N.A. (a related party) is the Trustee and record keeper as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees and loan issuance fees totaling \$79,570 and \$74,696 were paid to BMO Harris Bank, N.A. during the years ended December 31, 2012 and 2011, respectively. Participants are responsible for any origination fees for each of their loans. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. These transactions are not, however, considered prohibited transactions under Section 408(b) of the ERISA regulations.

Investment advisory fees of \$62,745 and \$62,750 were paid from the Plan and are included and deducted as administrative fees in the Statements of Changes in Net Assets Available for Benefits.

NOTE 10 – Prohibited transactions

During 2011, the Company failed to remit certain employee contributions to the Plan on a timely basis, which is prohibited transaction under ERISA. The Company has properly remitted the late participant contributions to the Plan and has calculated lost earnings on these late participant contributions in order to correct the prohibited transaction.

NOTE 11 – Amounts allocated to withdrawn participants

Plan assets of \$13,729 have been allocated to the accounts of persons who were no longer active participants of the Plan as of December 31, 2012, but who have not yet received distributions as of that date.

NOTE 12 – Subsequent event

The Plan sponsor was acquired by Greenbriar Equity Group, a private equity group, in August 2013. This transaction is not expected to have any impact on the Plan.

NORDCO INC. 401(K) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan Sponsor: Nordco Inc.
Plan Sponsor EIN: 39-1569204
Plan Number: 004

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments including Interest Rate, Number of Shares, Etc	Current Value
	<u>Mutual funds</u>		
	Artisan Mid-Cap Fund	72,319.216 shares	\$ 2,714,863
	PIMCO Total Return Fund	182,442.509 shares	2,050,654
	American Funds Fundamental Investors R6	30,923.808 shares	1,261,073
	T Rowe Price Equity Income Fund	46,876.872 shares	1,239,893
	American Europacific Growth Fund	27,320.738 shares	1,123,702
	Templeton Global Bond Fund	82,662.703 shares	1,106,027
	Dodge & Cox International Stock Fund	31,790.859 shares	1,101,235
	Wells Fargo Advantage Large Cap Growth Fund	30,001.109 shares	1,022,138
	Scout International Fund	27,589.571 shares	920,112
	Goldman Sachs Mid-Cap Value Fund	23,486.315 shares	916,671
	Alger Capital Appreciation Institutional I	40,621.492 shares	905,859
	Oppenheimer Developing Markets	25,268.459 shares	881,364
	Diamond Hill Small-Cap Fund	30,188.482 shares	753,203
*	BMO Small-Cap Growth Fund	40,102.991 shares	717,844
	Franklin High Income Fund	340,595.546 shares	711,845
	Eaton Vance Large-Cap Value Fund	29,558.265 shares	577,864
	Fidelity Select Materials	7,069.155 shares	504,738
	Goldman Sachs Emerging Markets Debit Fund	34,460.489 shares	472,798
	MFS Utilities Fund	24,196.469 shares	450,780
	Nuveen Real Estate Sec Fund Class I	20,724.619 shares	440,605
	Oakmark International Small Cap Fund Class I	30,907.590 shares	432,088
	Fidelity Spartan 500 Index Fund	6,549.677 shares	330,693
	JP Morgan Market Expansion Index Fund	26,494.428 shares	281,106
	Vanguard Small-Cap Value Index Fund	10,434.927 shares	181,568
	Columbia Seligman Comms and Info Class A	2,110.909 shares	86,863
	Total mutual funds		21,185,586
	<u>Common and collective trust fund</u>		
*	BMO Employee Benefit Stable Principal Fund	2,329,994.800 shares	2,390,925
	<u>Notes receivable from participants</u>		
*	Participant loans	Promissory notes, interest rates ranging from 3.00% to 8.75%	573,081
	Total Investments		<u>\$ 24,149,592</u>

* Represents a party-in-interest to the Plan.

Cost information omitted for participant-directed investments.

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

SPONSOR: NORDCO INC.
EIN: 39-1569204
PLAN NUMBER: 004
NAME: NORDCO INC. 401(K) PLAN

(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
	AMERICAN FUNDS	AMERICAN EUROPACIFIC GROWTH R5 #2516	**	\$1,123,702
	AMERICAN FUNDS	AMERICAN FUNDAMENTAL INVESTORS R6	**	\$1,261,073
	ARTISAN FUNDS	ARTISAN FDS INC MID CAP FD	**	\$2,714,863
*	BMO FUNDS	BMO STABLE PRINCIPAL FUND	**	\$2,329,995
*	BMO FUNDS	BMO SMALL CAP GROWTH FD #612	**	\$717,844
	DIAMOND HILL FUNDS	DIAMOND HILL SMALL CAP FUND CLASS A	**	\$753,203
	DODGE & COX FUNDS	DODGE & COX INTERNATIONAL STOCK FD #1048	**	\$1,101,235
	EATON VANCE DISTRIBUTORS, INC.	EATON VANCE LARGE-CAP VALUE FUND CLASS I #223	**	\$577,864
	FIDELITY INVESTMENTS INST. SVC. CO.	FIDELITY SELECT MATERIALS #509	**	\$504,738
	FIDELITY INVESTMENTS INST. SVC. CO.	FIDELITY SPARTAN 500 INDEX FD #650	**	\$330,693
	FIRST AMERICAN	NUVEEN REAL ESTATE SEC FD CL I #818	**	\$440,605
	FRANKLIN TEMPLETON FUNDS	FRANKLIN HIGH INCOME FUND CL A #105	**	\$711,845
	FRANKLIN TEMPLETON FUNDS	TEMPLETON GLOBAL BOND FD A #406	**	\$1,106,027
	FRED ALGER & CO. INC.	ALGER CAP APPRECIATION INSTL PORT	**	\$905,859
	GOLDMAN SACHS FUNDS	GOLDMAN SACHS MID CAP VALUE FUND A #78	**	\$916,671
	GOLDMAN SACHS FUNDS	GOLDMAN SACHS EMERGING MARKETS DEBIT FUND CLASS I #2051	**	\$472,798
	JP MORGAN FUNDS	JP MORGAN MARKET EXPANSION INDEX FUND CLASS S	**	\$281,106
	LIBERTY FUNDS	COLUMBIA SELIGMAN COMMUNICATIONS AND INFORMATION FUND CL A #5363	**	\$86,863
	MFS DISTRIBUTORS, INC.	MFS UTILITIES FUND - R4	**	\$450,780
	OAKMARK FUNDS	HARRIS ASSOC INVT TR OAKMARK INTERNATIONAL SMALL CAP FD #811	**	\$432,088
	OPPENHEIMERFUNDS DISTRIBUTOR, INC.	OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y #788	**	\$881,364
	SCOUT FUNDS	SCOUT INTERNATIONAL FUND #29	**	\$920,112
	PIMCO INSTITUTIONAL	PIMCO FDS TOTAL RETURN FD #435	**	\$2,050,654
	T. ROWE PRICE	T ROWE PRICE EQUITY INCOME FUND #71	**	\$1,239,893
	VANGUARD FUNDS	VANGUARD SMALL CAP VALUE IDX FD #860	**	\$181,568
	WELLS FARGO	WELLS FARGO ADV LARGE CAP GROWTH FD ADM #3751	**	\$1,022,138
	PARTICIPANT LOANS	INTEREST RATE RANGE 3.00% - 8.75%	**	\$573,081
				\$24,088,662

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed accounts