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
SET ENVIRONMENTAL, INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1986

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

SET ENVIRONMENTAL, INC.

450 SUMAC ROAD
WHEELING, IL 60090

450 SUMAC ROAD
WHEELING, IL 60090

2b Employer Identification Number (EIN)
36-3018246

2c Sponsor's telephone number
847-537-9221

2d Business code (see instructions)
562000

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	MICHAEL ODWYER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	MICHAEL ODWYER
	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

SET ENVIRONMENTAL, INC.

450 SUMAC ROAD
WHEELING, IL 60090

3b Administrator's EIN
36-3018246

3c Administrator's telephone number
847-537-9221

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**	279
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**	258
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	50
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	308
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	309
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	280
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
SET ENVIRONMENTAL, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3018246

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	3650	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

FIRST CLEARING LLC

23-2384840

(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?
61	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN A - COLUMBIA MGT INV P.O. BOX 8081 BOSTON, MA 02266-8081	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FED MID CAP INDEX SS - STATE STREET 04-0025081	0.05%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND SEL VAL IV - ALPS FUND SE 20-3247785	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS ENERGY A - INVESCO CANADA LTD. P.O. BOX 4739 HOUSTON, TX 77210-4739	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS SM CAP VAL A - INVESCO CANADA P.O. BOX 4739 HOUSTON, TX 77210-4739	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM EQUITY IDX A - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160	0.05%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABBETT DEV GRTH A - DST SYSTEMS, 43-1581814	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MNSTY INTL EQ R2 - NYLIM SERVICE CO 52-2206685	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN SM CP IDX A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.15%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER GLOBAL A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU/J EQUITY INC A - PNC GLOBAL INV 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIRST CLEARING LLC	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN A - COLUMBIA MANAGEM 225 FRANKLIN STREET BOSTON, MA 02110	$0-<$3M=1.00% $3M-<$50M=0.50% $50M+=0.25%

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
FIRST CLEARING LLC	61	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.
OPPENHEIMER GLOBAL A - OPPENHEIMERF 13-2953455	$5M+=0.25%

(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: WOLF & COMPANY LLP	**b** EIN: 36-2985665	
c Position: ACCOUNTANT		
d Address: 1901 S. MEYERS ROAD , SUITE 500 OAKBROOK TERRACE, IL 60181	**e** Telephone: 630-545-4500	

Explanation: REDUCED COST OF AUDIT

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SET ENVIRONMENTAL, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3018246

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-026	C	409312

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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)

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
SET ENVIRONMENTAL, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3018246

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	692898	641655
(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)	139723	159913
(9) Value of interest in common/collective trusts	1c(9)	344181	409312
(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)	6204292	7831161
(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	7381094	9042041
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7381094	9042041

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	812295	
(C) Others (including rollovers)	2a(1)(C)	29698	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		841993
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	49	
(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)	8325	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8374
(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)	219472	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		219472
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6899
(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)		671756
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1748494
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	83894	
(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)		83894
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3653	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3653
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		87547
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1660947
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: MCDONALD DOHERTY & COMPANY CPA'S, P **(2)** EIN: 36-3608693

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		X	

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SET ENVIRONMENTAL, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3018246

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

SET ENVIRONMENTAL, INC. 401(k) Plan

INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

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MDC

McDONALD DOHERTY & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS ■ PROFESSIONAL CORPORATIONS

W. BRYAN McDONALD, CPA
LYNN A. DOHERTY, CPA
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OTHER LOCATIONS
CRYSTAL LAKE, ILLINOIS
LAKE BARRINGTON, ILLINOIS

Independent Auditor's Report

Plan Administrator
SET Environmental, Inc. 401(k) Plan
Wheeling, Illinois

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of the PetroLiance, L.L.C. 401(k) Plan as of December 31, 2012, the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the supplemental schedule of Schedule H, line 4i-Schedule of Assets (Held at End of Year) for the year ended December 31, 2012. The Plan financial statements as of December 31, 2011 were audited by other auditors whose report dated, August 30, 2012 and in their opinion expressed they were 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. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

McDonald Doherty & Company CPA's P.C.

McDonald Doherty & Company, CPA's P.C.
Barrington, Illinois

August 28, 2012

SET ENVIRONMENTAL, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets:		
Investments, at fair value (see notes 4 and 5)		
Money market fund	$ 641,655	$ 692,898
Registered investment companies	7,831,160	6,204,293
Common/collective trusts	409,312	344,181
Total Investments	8,882,128	7,241,372
Notes receivable from participants	159,913	139,723
Total Assets	9,042,040	7,381,095
Liabilities:		
	-	-
Net assets reflecting investments at fair value	9,042,040	7,381,095
Adjustments from fair value to contract value for fully benefit-responsive investment contracts (see note 12)	(13,708)	(10,988)
Net assets available for benefits	$ 9,028,332	$ 7,370,107

See Independent Auditor's Report and accompanying notes to the financial statements

SET ENVIRONMENTAL, INC. 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2012
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of assets (see note 4)	$ 671,755
Interest/Dividends	223,699
	895,454
Interest income from participant notes receivable	8,325
Contributions:	
Participants	812,295
Rollovers	29,698
	841,993
Total additions	1,745,772
Deductions from net assets attributed to:	
Benefits paid to participants	83,894
Administrative expenses	3,653
Total deductions	87,547
Net increase	$ 1,658,225
Net Assets Available for Benefits:	
Beginning of year	7,370,107
End of year	$ 9,028,332

See Independent Auditor's Report and accompanying notes to the financial statements

Notes to the Financial Statements
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the SET Environmental, Inc. 401(k) Plan (the Plan) provides only general information. Users of these financial statements should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established by SET Environmental, Inc. (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by subsequent legislation. All employees, except for employees covered by a collective bargaining agreement, are eligible to participate in the Plan upon hire date. Effective December 15, 2010, eligible employees are automatically enrolled into the Plan at a contribution rate of 4% of pre-tax compensation. Unless eligible employees opt out of the automatic enrollment contribution, the deferral percentage will be increased annually by 1%, not to exceed 10%.

Contributions: Each year, participants may contribute up to 90% of pretax annual compensation (salary reduction contributions), as defined in the Plan document. Beginning in 2010, participants shall be permitted to designate a portion or all of the deferral contributions made as Roth 401(k) contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Company, at its discretion, may match contributions made by participants on an annual basis. Additional Company contributions may be contributed at the discretion of the Company's Board of Directors. No match or discretionary contributions were made for the years ended December 31, 2012 or 2011. Contributions are subject to certain IRS limitations.

Participants direct the investment of all contributions to various investment options offered by the Plan. The Plan currently offers various registered investment companies, common/collective trusts, and a cash management fund as investment options for participants. The default investment for automatic enrollment is the Fidelity Freedom Fund.

Participant Accounts: Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their salary reduction contributions, rollover contributions, and company discretionary contributions plus earnings thereon.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates that are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Effective December 15, 2010, the trustee of the Plan will establish the loan interest rates on the first business day of the next month following any change in the prime rate. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits: Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65 and early retirement on or after attaining age 55 and completing seven years of vesting service. The total vested - portion of a participant's account balance may be distributed in the form of a lump-sum payment(s). Participants experiencing financial hardship may withdraw a portion of the account balance as defined in the Plan. Participants may make withdrawals at age 59 ½ or for hardship, subject to $500 minimum, prior to termination of employment.

NOTE 1 – DESCRIPTION OF PLAN (CONT.)

Administrative Expenses: Fees related to the administration of the notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Fully Benefit-Responsive Investment Contracts: Investment contracts held by a defined contribution Plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value relating to the investment contracts. The Statements of Net Assets Available for Benefits is prepared on the contract basis. The adjustment from fair value to contract value was $13,708 at December 31, 2012 and $10,988 at December 31, 2011. The fair value of the Plan's interest in the funds is based on information reported by the issuer of the common/collective trust at year end. The contract value of the funds represents contributions plus earnings, less participant withdrawals and administrative expenses. The average yield of the underlying investment contracts was 1.69% and 1.74% in 2012 and 2011, respectively. The average yield credited to participants in 2012 and 2011 was 1.11% and 1.26%, respectively.

Investment Valuation and Income Recognition: Except as noted above, investments are reported at fair value and are measured by quoted market prices. 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 discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Participant Loans Receivable: Participant loans receivable are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits: Benefits are recorded when paid.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administer has elected the method of annual report compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments, at fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the schedule of assets (held at end of year) as of December 31, 2012, and the investment income (loss) components, interest income from participant notes receivable, and the

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (CONT.)

related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

NOTE 4 – INVESTMENTS

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

	12/31/2012	12/31/2011	
Fidelity Advisor Freedom 2015 Fund	$ 1,292,528	$ 1,125,542	
Fidelity Advisor Freedom 2040 Fund	1,062,334	851,006	
Fidelity Advisor New Insights	779,479	180,590	
Oppenheimer Global Fund	718,190	476,289	
Fidelity Strategic Income Fund	644,443	353,642	
Fidelity Cash Management Prime Fund	641,655	692,898	
Fidelity Advisor Dynamic Capital Appreciation Fund	*	522,577	
Fidelity Stable Value Fund	*	333,193	**
All other investments individually less than 5%	6,244,565	4,810,918	
Total Investments	9,028,332	7,370,107	

* Denotes investment does not represent 5% or more of Plan's net assets.
** Reported at Contract Price

During the year ended December 31, 2012 the Plan's investments (including investments purchased and sold as well as held during the year) appreciated (depreciated) in fair value as follows:

Registered investment companies	$ 671,755

NOTE 5 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 market value hierarchy under FASB ASC 820 are described below:

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 specific (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 assets' or liabilities' fair market 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.

Shares of registered investment companies: Investments in shares of registered investment companies are reported at fair value based on the quoted market prices of the funds, which represent the asset value of shares held by the Plan at year-end.

Shares of common/collective trusts: Investments in shares of common/collective trusts are reported at fair value based on the quoted market prices of the funds, which represent the asset value of shares held by the Plan at year-end.

Participant Loans: Participant loans are reported at their unpaid principal balance.

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

All investments in the statement of net assets available for benefits are reported at fair value. The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of the year ended December 31, 2012 and 2011 respectively.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONT.)

	Assets Measured at Fair Value as of December 31, 2012			
	Total	Level 1	Level 2	Level 3
Registered Investment Companies				
Mid/Large Cap Funds	$ 5,242,233	$ 5,242,233	$ -	$ -
Small Cap Funds	860,554	860,554	-	-
International Equity Funds	1,073,525	1,073,525	-	-
Fixed Income Funds	641,140			
Common/collective trust:				
Stable Value Fund	409,312	-	409,312	-
Money Market Fund	641,655	641,655	-	-
Total	$ 8,868,419	$ 7,817,967	$ 409,312	$ -

	Assets Measured at Fair Value as of December 31, 2011			
	Total	Level 1	Level 2	Level 3
Registered Investment Companies				
Mid/Large Cap Funds	$ 4,337,204	$ 4,337,203	$ -	$ -
Small Cap Funds	736,107	736,107	-	-
International Equity Funds	771,594	771,594	-	-
Fixed Income Funds	389,533	389,533		
Common/collective trust:			-	-
Stable Value Fund	303,047	-	303,047	-
Money Market Fund	692,898	692,898	-	-
Total	$ 7,230,383	$ 6,927,335	$ 303,047	$ -

NOTE 6 - PLAN TERMINATION

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

NOTE 7 – DEPARTMENT OF LABOR (DOL) LIMITED SCOPE AUDIT

The DOL's Rules and Regulations for Reporting and Disclosure under ERISA allow for a limited scope audit with respect to investment information prepared and certified by a certified institution. The limited scope exemption applies only to the investment information and does not extend to participant data, contributions, benefit payments, and other information.

NOTE 8 – TAX STATUS

The plan obtained its latest Determination Letter on March 31, 2008, 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 and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9 - RELATED PARTY TRANSACTIONS

SET Environmental, Inc. provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

NOTE 10 – PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are held and managed by Fidelity Advisors. These investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $3,653 for the year ended December 31, 2012.

NOTE 11 – RISKS AND UNCERTAINTIES

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

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT

An investment contract is considered fully benefit responsive if: 1) it is effected directly between the Portfolio and the issuer and may not be transferred without the consent of the issuer, 2) the issuer of the wrap contract provides assurances that the contract crediting rate will not be adjusted to less than zero, 3) the contract requires all permitted unit holder-initiated transactions with the Portfolio to occur at contract value without limitation, 4) it is improbable that an event will occur that would limit the ability of the Portfolio to transact at contract value with both the issuer and unit holders and 5) the Portfolio allows unit-holders reasonable access to their funds.

Fully benefit responsive provides that participant-initiated withdrawals from the fund (i.e., withdrawals as the result of death, disability, retirement, termination of employment, hardship withdrawal, loan, and transfers to a non-competing fund) will be covered at contract value.

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

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT (CONT.)

Benefits is prepared on the contract basis. The fair value of the Plan's interest in the funds is based on information reported by the issuer of the common/collective trust at year end. The contract value of the funds represents contributions plus earnings, less participant withdrawals and administrative expenses.

Calculating the Interest Crediting Rate in Wrapper Contracts
The key factors that influence include:

- The level of market interest rates
- The amount and timing of participant contributions, transfers, and withdrawals into/out of the contract
- The investment returns generated by the fixed income investments that back the contract
- The duration of the underlying investments backing the contract

Separate Account and wrapper contracts' interest crediting rates are typically reset on a monthly or quarterly basis. While there may be slight variations from one contract to another, most contracts use a formula that is based on the characteristics of the underlying fixed income portfolio:

$CR = [(1+YTM) \times (MV/CV)^{1/Dur} - 1] - F$
Where: CR = Contract interest crediting rate
YTM = Yield to maturity of underlying investments
MV = Market value of underlying investments
CV = Contract value (principal plus accrued interest)
Dur = Duration of the portfolio
F = contract fees

Over time, the crediting rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the underlying investments.

Because changes in market interest rates affect the yield to maturity and the market value of the underlying investments, they can have a material impact on the contract's interest crediting rate. In addition, participant withdrawals and transfers from the Fund are paid at contract value but Funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying investments relative to the contract value are represented on the Fund's Statement of Assets and Liabilities as the "Adjustment from Fair Value to Contract Value". If the Adjustment from Fair Value to Contract Value is positive for a given contract, this indicates that the contract value is greater than the market value of the underlying investments. The embedded market value losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. And if the Adjustment from Fair Value to Contract Value figure is negative, this indicates that the contract value is less than the market value of the underlying investments. The amortization of the embedded market value gains will cause the future interest crediting rate to be higher than it otherwise would have been.

All contracts provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fall to zero and the requirements of the contract are satisfied, the issuers will pay to the plan any withdrawal shortfall needed for participants to maintain principal and to maintain the interest crediting rate at zero. This helps to ensure that participants' principal and accrued interest will be protected.

Events That Limit the Ability of the Fund to Transact at Contract Value
In certain circumstances, the amount withdrawn from the contract would be payable at fair value rather than at contract value. These events include termination of the plan, a material adverse change to the provisions of the plan, if the employer elects to withdraw from a contract in order to switch to a different investment provider, or if the

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT (CONT.)

terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the contract issuer's underwriting criteria for issuance of a clone contract.

The events described above that could result in the payment of benefits at fair value rather than contract value are not probable of occurring in the foreseeable future.

Issuer-Initiated Contract Termination
Examples of events that would permit a contract issuer to terminate a contract upon short notice include the plan's loss of its qualified status, un-cured material breaches of responsibilities, or material and adverse changes to the provisions of the plan. If one of these events was to occur, the contract issuer could terminate the contract at the market value of the underlying investments (or in the case of a traditional GIC, at the hypothetical market value based upon a contractual formula).

Investment Valuation and Income Recognition: Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan. Money market funds are valued at cost which approximates fair value. The common/collective trust stable value fund is valued based on fair value and contract value information reported by Fidelity Management Trust Company.

The Plan provides for investments that, in general, are exposed to various risks such as changes in interest rates and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 13 – SUBSEQUENT EVENTS

The plan has evaluated subsequent events through August 28, 2012, the date the financial statements were available to be issued.

In 2012 SET Environmental, Inc. acquired Valley City Disposal, Inc. On December 31, 2012 the Valley City Disposal, Inc. plan was terminated. All participants became 100 percent vested in that plan and upon termination were provided the option to have their account balances rolled into any qualified plan (including the SET Environment, Inc. plan) or IRA, receive a lump sum distribution or a combination of those two options. Subsequent to the date of this report, the remaining assets of the Valley City Environment Services were absorbed into the SET Environmental 401(k) plan. The Valley City Environmental plan assets at December 31, 2012 were $2,809,529. These assets will be included in the 2013 SET Environmental, Inc. rollovers.

Supplemental Schedule

EIN: 36-3018246
Plan Number: 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

	(a)	(b) Identity of issuer, 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
1	*	Fidelity Advisor	LD ABBETT DEV GRTH A	$ 323,532	$ 309,045
2	*	Fidelity Advisor	FED MID CAP INDEX SS	56,010	57,407
3	*	Fidelity Advisor	INVESCO ENGERY A	149,645	143,258
4	*	Fidelity Advisor	NUVEEN SM CP IDX A	2,621	2,871
5	*	Fidelity Advisor	MNSTY INTL EQ R2	260,904	283,655
6	*	Fidelity Advisor	JP MORGAN EQUITY IDX A	1,050	1,077
7	*	Fidelity Advisor	OPPENHEIMER GLOBAL A	681,126	718,190
8	*	Fidelity Advisor	INVS SM CAP VAL A	310,500	404,633
9	*	Fidelity Advisor	COLUMBIA ACORN A	251,519	256,092
10	*	Fidelity Advisor	HEARTLAND SEL VAL IV	210,430	222,657
11	*	Fidelity Advisor	PRU/J EQUITY INC A	260,088	288,777
12	*	Fidelity Advisor	FID PRIME FUND	641,655	641,655
13	*	Fidelity Advisor	FA LEV CO STOCK A	173,535	201,582
14	*	Fidelity Advisor	FA INDUSTRIALS A	45,733	53,985
15	*	Fidelity Advisor	FA STRAT INCOME A	616,994	644,443
16	*	Fidelity Advisor	FA SMALL CAP A	139,598	144,004
17	*	Fidelity Advisor	FA STABLE VALUE	395,603	395,603
18	*	Fidelity Advisor	FREEDOM 2010 FUND	33,853	34,933
19	*	Fidelity Advisor	FREEDOM 2020 FUND	40,000	41,619
20	*	Fidelity Advisor	FREEDOM 2030 FUND	217,220	226,581
21	*	Fidelity Advisor	FREEDOM 2040 FUND	1,093,630	1,062,334
22	*	Fidelity Advisor	FA FREEDOM INC	8,242	8,384
23	*	Fidelity Advisor	FA NEW INSIGHTS A	715,535	779,479
24	*	Fidelity Advisor	FREEDOM 2005 FUND	1,890	2,021
25	*	Fidelity Advisor	FREEDOM 2015 FUND	1,262,926	1,292,528
26	*	Fidelity Advisor	FREEDOM 2025 FUND	63,412	68,334
27	*	Fidelity Advisor	FREEDOM 2035 FUND	118,462	118,829
28	*	Fidelity Advisor	FA INTL DISCOVERY A	62,562	71,680
29	*	Fidelity Advisor	FREEDOM 2045 FUND	228,650	236,722
30	*	Fidelity Advisor	FREEDOM 2050 FUND	135,121	146,972
31	*	Fidelity Advisor	FREEDOM 2055 FUND	8,830	9,069
		Sub Total		8,510,875	8,868,419
		Participant Loans	4.25 percent	-	159,913
		Total		$ 8,510,875	$ 9,028,332

*** represents a party-in-interest**

SET ENVIRONMENTAL, INC. 401(k) Plan

INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

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MDC

McDONALD DOHERTY & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS ■ PROFESSIONAL CORPORATIONS

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Independent Auditor's Report

Plan Administrator
SET Environmental, Inc. 401(k) Plan
Wheeling, Illinois

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of the PetroLiance, L.L.C. 401(k) Plan as of December 31, 2012, the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the supplemental schedule of Schedule H, line 4i-Schedule of Assets (Held at End of Year) for the year ended December 31, 2012. The Plan financial statements as of December 31, 2011 were audited by other auditors whose report dated, August 30, 2012 and in their opinion expressed they were 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. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

McDonald Doherty & Company CPA's P.C.

McDonald Doherty & Company, CPA's P.C.
Barrington, Illinois

August 28, 2012

SET ENVIRONMENTAL, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets:		
Investments, at fair value (see notes 4 and 5)		
Money market fund	$ 641,655	$ 692,898
Registered investment companies	7,831,160	6,204,293
Common/collective trusts	409,312	344,181
Total Investments	8,882,128	7,241,372
Notes receivable from participants	159,913	139,723
Total Assets	9,042,040	7,381,095
Liabilities:		
	-	-
Net assets reflecting investments at fair value	9,042,040	7,381,095
Adjustments from fair value to contract value for fully benefit-responsive investment contracts (see note 12)	(13,708)	(10,988)
Net assets available for benefits	$ 9,028,332	$ 7,370,107

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Participants direct the investment of all contributions to various investment options offered by the Plan. The Plan currently offers various registered investment companies, common/collective trusts, and a cash management fund as investment options for participants. The default investment for automatic enrollment is the Fidelity Freedom Fund.

Participant Accounts: Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their salary reduction contributions, rollover contributions, and company discretionary contributions plus earnings thereon.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates that are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Effective December 15, 2010, the trustee of the Plan will establish the loan interest rates on the first business day of the next month following any change in the prime rate. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits: Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65 and early retirement on or after attaining age 55 and completing seven years of vesting service. The total vested - portion of a participant's account balance may be distributed in the form of a lump-sum payment(s). Participants experiencing financial hardship may withdraw a portion of the account balance as defined in the Plan. Participants may make withdrawals at age 59 ½ or for hardship, subject to $500 minimum, prior to termination of employment.

NOTE 1 – DESCRIPTION OF PLAN (CONT.)

Administrative Expenses: Fees related to the administration of the notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Fully Benefit-Responsive Investment Contracts: Investment contracts held by a defined contribution Plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value relating to the investment contracts. The Statements of Net Assets Available for Benefits is prepared on the contract basis. The adjustment from fair value to contract value was $13,708 at December 31, 2012 and $10,988 at December 31, 2011. The fair value of the Plan's interest in the funds is based on information reported by the issuer of the common/collective trust at year end. The contract value of the funds represents contributions plus earnings, less participant withdrawals and administrative expenses. The average yield of the underlying investment contracts was 1.69% and 1.74% in 2012 and 2011, respectively. The average yield credited to participants in 2012 and 2011 was 1.11% and 1.26%, respectively.

Investment Valuation and Income Recognition: Except as noted above, investments are reported at fair value and are measured by quoted market prices. 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 discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Participant Loans Receivable: Participant loans receivable are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits: Benefits are recorded when paid.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administer has elected the method of annual report compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments, at fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the schedule of assets (held at end of year) as of December 31, 2012, and the investment income (loss) components, interest income from participant notes receivable, and the

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (CONT.)

related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

NOTE 4 – INVESTMENTS

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

	12/31/2012	12/31/2011	
Fidelity Advisor Freedom 2015 Fund	$ 1,292,528	$ 1,125,542	
Fidelity Advisor Freedom 2040 Fund	1,062,334	851,006	
Fidelity Advisor New Insights	779,479	180,590	
Oppenheimer Global Fund	718,190	476,289	
Fidelity Strategic Income Fund	644,443	353,642	
Fidelity Cash Management Prime Fund	641,655	692,898	
Fidelity Advisor Dynamic Capital Appreciation Fund	*	522,577	
Fidelity Stable Value Fund	*	333,193	**
All other investments individually less than 5%	6,244,565	4,810,918	
Total Investments	9,028,332	7,370,107	

* Denotes investment does not represent 5% or more of Plan's net assets.
** Reported at Contract Price

During the year ended December 31, 2012 the Plan's investments (including investments purchased and sold as well as held during the year) appreciated (depreciated) in fair value as follows:

Registered investment companies	$ 671,755

NOTE 5 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 market value hierarchy under FASB ASC 820 are described below:

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 specific (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 assets' or liabilities' fair market 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.

Shares of registered investment companies: Investments in shares of registered investment companies are reported at fair value based on the quoted market prices of the funds, which represent the asset value of shares held by the Plan at year-end.

Shares of common/collective trusts: Investments in shares of common/collective trusts are reported at fair value based on the quoted market prices of the funds, which represent the asset value of shares held by the Plan at year-end.

Participant Loans: Participant loans are reported at their unpaid principal balance.

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

All investments in the statement of net assets available for benefits are reported at fair value. The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of the year ended December 31, 2012 and 2011 respectively.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONT.)

	Assets Measured at Fair Value as of December 31, 2012			
	Total	Level 1	Level 2	Level 3
Registered Investment Companies				
Mid/Large Cap Funds	$ 5,242,233	$ 5,242,233	$ -	$ -
Small Cap Funds	860,554	860,554	-	-
International Equity Funds	1,073,525	1,073,525	-	-
Fixed Income Funds	641,140			
Common/collective trust:				
Stable Value Fund	409,312	-	409,312	-
Money Market Fund	641,655	641,655	-	-
Total	$ 8,868,419	$ 7,817,967	$ 409,312	$ -

	Assets Measured at Fair Value as of December 31, 2011			
	Total	Level 1	Level 2	Level 3
Registered Investment Companies				
Mid/Large Cap Funds	$ 4,337,204	$ 4,337,203	$ -	$ -
Small Cap Funds	736,107	736,107	-	-
International Equity Funds	771,594	771,594	-	-
Fixed Income Funds	389,533	389,533		
Common/collective trust:			-	-
Stable Value Fund	303,047	-	303,047	-
Money Market Fund	692,898	692,898	-	-
Total	$ 7,230,383	$ 6,927,335	$ 303,047	$ -

NOTE 6 - PLAN TERMINATION

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

NOTE 7 – DEPARTMENT OF LABOR (DOL) LIMITED SCOPE AUDIT

The DOL's Rules and Regulations for Reporting and Disclosure under ERISA allow for a limited scope audit with respect to investment information prepared and certified by a certified institution. The limited scope exemption applies only to the investment information and does not extend to participant data, contributions, benefit payments, and other information.

NOTE 8 – TAX STATUS

The plan obtained its latest Determination Letter on March 31, 2008, 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 and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9 - RELATED PARTY TRANSACTIONS

SET Environmental, Inc. provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

NOTE 10 – PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are held and managed by Fidelity Advisors. These investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $3,653 for the year ended December 31, 2012.

NOTE 11 – RISKS AND UNCERTAINTIES

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

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT

An investment contract is considered fully benefit responsive if: 1) it is effected directly between the Portfolio and the issuer and may not be transferred without the consent of the issuer, 2) the issuer of the wrap contract provides assurances that the contract crediting rate will not be adjusted to less than zero, 3) the contract requires all permitted unit holder-initiated transactions with the Portfolio to occur at contract value without limitation, 4) it is improbable that an event will occur that would limit the ability of the Portfolio to transact at contract value with both the issuer and unit holders and 5) the Portfolio allows unit-holders reasonable access to their funds.

Fully benefit responsive provides that participant-initiated withdrawals from the fund (i.e., withdrawals as the result of death, disability, retirement, termination of employment, hardship withdrawal, loan, and transfers to a non-competing fund) will be covered at contract value.

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

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT (CONT.)

Benefits is prepared on the contract basis. The fair value of the Plan's interest in the funds is based on information reported by the issuer of the common/collective trust at year end. The contract value of the funds represents contributions plus earnings, less participant withdrawals and administrative expenses.

Calculating the Interest Crediting Rate in Wrapper Contracts
The key factors that influence include:

- The level of market interest rates
- The amount and timing of participant contributions, transfers, and withdrawals into/out of the contract
- The investment returns generated by the fixed income investments that back the contract
- The duration of the underlying investments backing the contract

Separate Account and wrapper contracts' interest crediting rates are typically reset on a monthly or quarterly basis. While there may be slight variations from one contract to another, most contracts use a formula that is based on the characteristics of the underlying fixed income portfolio:

$CR = [(1+YTM) \times (MV/CV)^{1/Dur} - 1] - F$
Where: CR = Contract interest crediting rate
YTM = Yield to maturity of underlying investments
MV = Market value of underlying investments
CV = Contract value (principal plus accrued interest)
Dur = Duration of the portfolio
F = contract fees

Over time, the crediting rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the underlying investments.

Because changes in market interest rates affect the yield to maturity and the market value of the underlying investments, they can have a material impact on the contract's interest crediting rate. In addition, participant withdrawals and transfers from the Fund are paid at contract value but Funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying investments relative to the contract value are represented on the Fund's Statement of Assets and Liabilities as the "Adjustment from Fair Value to Contract Value". If the Adjustment from Fair Value to Contract Value is positive for a given contract, this indicates that the contract value is greater than the market value of the underlying investments. The embedded market value losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. And if the Adjustment from Fair Value to Contract Value figure is negative, this indicates that the contract value is less than the market value of the underlying investments. The amortization of the embedded market value gains will cause the future interest crediting rate to be higher than it otherwise would have been.

All contracts provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fall to zero and the requirements of the contract are satisfied, the issuers will pay to the plan any withdrawal shortfall needed for participants to maintain principal and to maintain the interest crediting rate at zero. This helps to ensure that participants' principal and accrued interest will be protected.

Events That Limit the Ability of the Fund to Transact at Contract Value
In certain circumstances, the amount withdrawn from the contract would be payable at fair value rather than at contract value. These events include termination of the plan, a material adverse change to the provisions of the plan, if the employer elects to withdraw from a contract in order to switch to a different investment provider, or if the

NOTE 12 – FULLY BENEFIT RESPONSIVE INVESTMENT (CONT.)

terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the contract issuer's underwriting criteria for issuance of a clone contract.

The events described above that could result in the payment of benefits at fair value rather than contract value are not probable of occurring in the foreseeable future.

Issuer-Initiated Contract Termination
Examples of events that would permit a contract issuer to terminate a contract upon short notice include the plan's loss of its qualified status, un-cured material breaches of responsibilities, or material and adverse changes to the provisions of the plan. If one of these events was to occur, the contract issuer could terminate the contract at the market value of the underlying investments (or in the case of a traditional GIC, at the hypothetical market value based upon a contractual formula).

Investment Valuation and Income Recognition: Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan. Money market funds are valued at cost which approximates fair value. The common/collective trust stable value fund is valued based on fair value and contract value information reported by Fidelity Management Trust Company.

The Plan provides for investments that, in general, are exposed to various risks such as changes in interest rates and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 13 – SUBSEQUENT EVENTS

The plan has evaluated subsequent events through August 28, 2012, the date the financial statements were available to be issued.

In 2012 SET Environmental, Inc. acquired Valley City Disposal, Inc. On December 31, 2012 the Valley City Disposal, Inc. plan was terminated. All participants became 100 percent vested in that plan and upon termination were provided the option to have their account balances rolled into any qualified plan (including the SET Environment, Inc. plan) or IRA, receive a lump sum distribution or a combination of those two options. Subsequent to the date of this report, the remaining assets of the Valley City Environment Services were absorbed into the SET Environmental 401(k) plan. The Valley City Environmental plan assets at December 31, 2012 were $2,809,529. These assets will be included in the 2013 SET Environmental, Inc. rollovers.

Supplemental Schedule

EIN: 36-3018246
Plan Number: 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

	(a)	(b) Identity of issuer, 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
1	*	Fidelity Advisor	LD ABBETT DEV GRTH A	$ 323,532	$ 309,045
2	*	Fidelity Advisor	FED MID CAP INDEX SS	56,010	57,407
3	*	Fidelity Advisor	INVESCO ENGERY A	149,645	143,258
4	*	Fidelity Advisor	NUVEEN SM CP IDX A	2,621	2,871
5	*	Fidelity Advisor	MNSTY INTL EQ R2	260,904	283,655
6	*	Fidelity Advisor	JP MORGAN EQUITY IDX A	1,050	1,077
7	*	Fidelity Advisor	OPPENHEIMER GLOBAL A	681,126	718,190
8	*	Fidelity Advisor	INVS SM CAP VAL A	310,500	404,633
9	*	Fidelity Advisor	COLUMBIA ACORN A	251,519	256,092
10	*	Fidelity Advisor	HEARTLAND SEL VAL IV	210,430	222,657
11	*	Fidelity Advisor	PRU/J EQUITY INC A	260,088	288,777
12	*	Fidelity Advisor	FID PRIME FUND	641,655	641,655
13	*	Fidelity Advisor	FA LEV CO STOCK A	173,535	201,582
14	*	Fidelity Advisor	FA INDUSTRIALS A	45,733	53,985
15	*	Fidelity Advisor	FA STRAT INCOME A	616,994	644,443
16	*	Fidelity Advisor	FA SMALL CAP A	139,598	144,004
17	*	Fidelity Advisor	FA STABLE VALUE	395,603	395,603
18	*	Fidelity Advisor	FREEDOM 2010 FUND	33,853	34,933
19	*	Fidelity Advisor	FREEDOM 2020 FUND	40,000	41,619
20	*	Fidelity Advisor	FREEDOM 2030 FUND	217,220	226,581
21	*	Fidelity Advisor	FREEDOM 2040 FUND	1,093,630	1,062,334
22	*	Fidelity Advisor	FA FREEDOM INC	8,242	8,384
23	*	Fidelity Advisor	FA NEW INSIGHTS A	715,535	779,479
24	*	Fidelity Advisor	FREEDOM 2005 FUND	1,890	2,021
25	*	Fidelity Advisor	FREEDOM 2015 FUND	1,262,926	1,292,528
26	*	Fidelity Advisor	FREEDOM 2025 FUND	63,412	68,334
27	*	Fidelity Advisor	FREEDOM 2035 FUND	118,462	118,829
28	*	Fidelity Advisor	FA INTL DISCOVERY A	62,562	71,680
29	*	Fidelity Advisor	FREEDOM 2045 FUND	228,650	236,722
30	*	Fidelity Advisor	FREEDOM 2050 FUND	135,121	146,972
31	*	Fidelity Advisor	FREEDOM 2055 FUND	8,830	9,069
		Sub Total		8,510,875	8,868,419
		Participant Loans	4.25 percent	-	159,913
		Total		$ 8,510,875	$ 9,028,332

*** represents a party-in-interest**