

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>HARTZELL COMPANIES RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1980</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1980</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>01/01/1980</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HARTZELL INDUSTRIES, INC.</u> <u>P.O. BOX 919</u> <u>PIQUA, OH 45356</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0674874</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-773-6295</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>321210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0674874</u>	2c Sponsor's telephone number <u>937-773-6295</u>	2d Business code (see instructions) <u>321210</u>	
2b Employer Identification Number (EIN) <u>31-0674874</u>					
2c Sponsor's telephone number <u>937-773-6295</u>					
2d Business code (see instructions) <u>321210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	JANE FARLEY Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	JANE FARLEY Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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		5 251
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	129
b Retired or separated participants receiving benefits.....	6b	52
c Other retired or separated participants entitled to future benefits.....	6c	44
d Subtotal. Add lines 6a , 6b , and 6c	6d	225
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	20
f Total. Add lines 6d and 6e	6f	245
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
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: 1B 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HARTZELL COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HARTZELL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>31-0674874</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>5588779</u>
b	Actuarial value 2b <u>5588779</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>71</u> <u>1392038</u>
b	For terminated vested participants 3b <u>56</u> <u>515039</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>3906481</u>
(3)	Total active 3c(3) <u>136</u> <u>3906481</u>
d	Total 3d <u>263</u> <u>5813558</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.73 %</u>
6	Target normal cost 6 <u>263847</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/14/2013</u> Date
<u>DONALD BUNGENSTOCK</u> Signature of actuary	<u>11-05702</u> Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u> Type or print name of actuary	<u>513-784-0005</u> Telephone number (including area code)
<u>720 EAST PETE ROSE WAY, SUITE 300</u> <u>CINCINNATI, OH 45202</u> Firm name	
<u>Address of the firm</u>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>0.50</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		719343
b Interest on (a) using prior year's effective interest rate of <u>6.05</u> % except as otherwise provided (see instructions)		43520
c Total available at beginning of current plan year to add to prefunding balance		762863
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	96.13 %
15 Adjusted funding target attainment percentage	15	96.13 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.16 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	150000	0			
07/12/2012	150000	0			
10/12/2012	150000	0			
11/19/2012	150000	0			
			Totals ►	18(b)	600000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	576415
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	263847	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	224779	118145	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	381992	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	381992	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	576415	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	194423	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

A Name of plan <u>HARTZELL COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HARTZELL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>31-0674874</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MERRILL LYNCH

13-5674085

(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?
28	NONE	60720	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BUCK CONSULTATNS LLC

13-3954297

(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?
11	NONE	23950	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

REED MOTE STALEY

31-0744860

(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?
23	NONE	7251	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan HARTZELL COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 HARTZELL INDUSTRIES, INC.	D Employer Identification Number (EIN) 31-0674874	

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	700	7573
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	940000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	9389	14392
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	169147	159337
(2) U.S. Government securities.....	1c(2)	468429	1649680
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	187842	822716
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	9211	6075
(B) Common	1c(4)(B)	3825353	2735516
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	0	448733
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5610071	5844022

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	0	9866
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	9866

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5610071	5834156
---	-----------	---------	---------

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)	600000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		600000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	125007	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		125007
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	485868	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		485868

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1210875

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	873456	
(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)		873456
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)	113334	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		113334
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		986790

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		224085
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: **BATTELLE & BATTELLE**

(2) EIN: **31-0210560**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>HARTZELL COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HARTZELL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>31-0674874</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-0854433</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>3</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HARTZELL COMPANIES
RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012

HARTZELL COMPANIES
RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012

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INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Trustees
Hartzell Companies Retirement Plan
Piqua, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hartzell Companies Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, the statement of accumulated plan benefits as of December 31, 2011 and 2010, the related statement of changes in accumulated plan benefits for the years ended December 31, 2011 and 2010, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 3, which was certified by Bank of America, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's assets and executes transactions. The Plan administrator has obtained certifications 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Battelle & Battelle LLP

October 11, 2013

HARTZELL COMPANIES

RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<i>2012</i>	<i>2011</i>
ASSETS		
Investments, at fair value:		
Money market fund	\$ 159,337	\$ 169,147
Mutual fund	448,733	-
United States Government securities	1,649,680	468,429
Corporate bonds	822,716	187,842
Common stocks	2,735,516	3,825,353
Preferred stock	6,075	9,211
	<u>5,822,057</u>	<u>4,659,982</u>
Receivables:		
Employer contribution	-	940,000
Accrued interest receivable	14,392	9,389
	<u>14,392</u>	<u>949,389</u>
Cash	<u>7,573</u>	<u>700</u>
Total assets	5,844,022	5,610,071
LIABILITIES	<u>9,866</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 5,834,156</u></u>	<u><u>\$ 5,610,071</u></u>

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

HARTZELL COMPANIES

RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31</i>	
	<i>2012</i>	<i>2011</i>
Investment income (loss):		
Interest and dividends	\$ 125,007	\$ 115,961
Net appreciation (depreciation) in fair value of investments	485,868	(91,267)
Total investment income	610,875	24,694
Employer contributions	600,000	1,360,000
Total	1,210,875	1,384,694
Deductions from net assets attributable to:		
Benefits paid to participants	873,456	953,675
Administrative expenses	113,334	107,030
Total deductions	986,790	1,060,705
Net increase	224,085	323,989
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	5,610,071	5,286,082
End of year	\$ 5,834,156	\$ 5,610,071

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

HARTZELL COMPANIES
RETIREMENT PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS

	<i>December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits:		
Vested benefits		
Participants currently receiving benefits	\$ 1,268,737	\$ 1,339,115
Other participants	3,685,391	3,615,982
	<u>4,954,128</u>	<u>4,955,097</u>
Non-vested benefits	<u>70,401</u>	<u>99,234</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 5,024,529</u>	<u>\$ 5,054,331</u>

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

	<i>Year Ended December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 5,054,331</u>	<u>\$ 4,764,900</u>
Increase (decrease) during the year attributable to:		
Benefits accumulated and interest	923,873	699,069
Benefits paid	<u>(953,675)</u>	<u>(409,638)</u>
Net increase	<u>(29,802)</u>	<u>289,431</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,024,529</u>	<u>\$ 5,054,331</u>

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

HARTZELL COMPANIES

RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The Plan is a defined benefit pension plan designed to provide retirement, death and disability benefits to eligible employees of Hartzell Industries, Inc., Hartzell Hardwoods, Inc., Hartzell Fan, Inc. and Arkansas Face Veneer, Inc. (sponsors). It is subject to the provisions of the Employee Retirement Income Security Act of 1974. For more complete information on the Plan, participants should refer to the summary plan description, which is available from the Plan sponsors.

A summary of major Plan provisions follows:

Effective Date - January 1, 1980

Plan Eligibility - All employees are eligible on the January 1 or July 1 next following the completion of one year of service and attainment of age 21. No employees hired on or after January 1, 2005 shall become a participant in the Plan.

Vesting - A participant is nonvested if they have completed less than 5 years of service. A participant is fully vested after completing 5 years of service.

NORMAL RETIREMENT BENEFIT:

Eligibility - Age 65

Amount - A monthly pension, payable for life equal to \$5.00 times the number of years of credited service for hourly employees. Salary employees are entitled to annual pension benefits equal to .6% of final average earnings plus .3% of final average earnings in excess of Social Security covered compensation, times each year of service with a maximum of 35 years used for the excess portion of the formula.

EARLY RETIREMENT BENEFIT:

Eligibility - Age 55 and at least 10 Years of Service

Amount - A monthly pension, payable for life equal to the accrued normal retirement benefit reduced by 1/180 for each of the first 60 months before normal retirement and 1/360 for each additional month.

TERMINATION BENEFIT:

Eligibility - At least 5 years of credited service at date of termination

Amount - A deferred monthly pension, payable for life with payments commencing at age 65 equal in amount to the accrued normal retirement benefit at date of termination.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

DEATH BENEFIT:

Eligibility - A participant who has completed 5 years of service at date of death.

Amount - A monthly benefit payable to the surviving spouse or beneficiary for life, in an amount determined under the assumption that the deceased had retired the day prior to his death, having selected the joint and 100% survivor method of benefit payment. If the participant had completed 10 years of service prior to his death, the benefit will commence on the later of age 55 or his date of death. If he had completed less than 10 years of service, the benefit will commence at age 65.

DISABILITY BENEFIT:

Eligibility - Totally and permanently disabled and at least 5 years of service.

Amount - Same as early retirement, with further actuarial reductions for benefits commencing prior to age 55.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Presentation

The accompanying financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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. Capital gain distributions are included in interest and dividend income.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events

Subsequent events have been evaluated through October 11, 2013, the date the financial statements were available to be issued.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions, that are attributable to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. The accumulated Plan benefits for active employees are based on credited years of service. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 was determined by Buck Consultants and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money through discounts for interest, and the probability of payment by means of decrements such as for death, disability, withdrawal, or retirement between the valuation date and the expected date of payment.

The Plan has elected to present actuarial benefit information as of the beginning of the Plan year. These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits. The actuarial cost method used in the valuation is the unit credit cost method.

The significant actuarial assumptions used to determine the Plan's contributions are as follows:

Investment Return:	8.5% per annum (8.5% was used for the prior year)														
Mortality:	IRS 2012 Static Mortality Table (IRS 2011 Static Mortality Table was used for the prior year).														
Assumed Retirement Age:	Retirement rates are as follows:														
	<table><tr><th><i>Age</i></th><th><i>Retirement Rate</i></th></tr><tr><td>60</td><td>5%</td></tr><tr><td>61</td><td>5%</td></tr><tr><td>62</td><td>20%</td></tr><tr><td>63</td><td>10%</td></tr><tr><td>64</td><td>10%</td></tr><tr><td>65 or older</td><td>100%</td></tr></table>	<i>Age</i>	<i>Retirement Rate</i>	60	5%	61	5%	62	20%	63	10%	64	10%	65 or older	100%
<i>Age</i>	<i>Retirement Rate</i>														
60	5%														
61	5%														
62	20%														
63	10%														
64	10%														
65 or older	100%														
Salary Increase:	4.5% per annum.														
Social Security Wage Base Increase:	4.0% per annum														

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Rate of Termination: T-3 Turnover Table for salaried employees, and T-8 Turnover Table for hourly employees.

Rate of Disability: UAW disability rates for males and females.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN’S TRUSTEE

The investment information included throughout the Plan’s financial statements and supplemental schedules as of December 31, 2012 and 2011 and for the years then ended was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to these investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan’s independent auditors not to perform any auditing procedures with respect to information in Notes 4 and 5 and supplemental schedules related to the Plan’s assets.

The trustee also certified to the completeness and accuracy of \$485,868 of net appreciation in fair value of investments and \$125,007 of interest and dividends for the year ended December 31, 2012 and \$91,267 of net depreciation in fair value of investments and \$115,961 of interest and dividends for the year ended December 31, 2011.

NOTE 4 - INVESTMENTS

The Plan’s investments, including investments bought, sold, or held during the year appreciated in value by \$485,868 in 2012 and depreciated in value by \$91,267 in 2011.

The following schedule summarizes this appreciation (depreciation) in fair value by investment class for the year ended December 31:

	<u>2012</u>	<u>2011</u>
United States Government securities	\$ (7,995)	\$ 40,157
Corporate bonds	6,403	(1,551)
Common stocks	479,801	(130,157)
Mutual fund	8,563	-
Preferred stock	(904)	284
	<u> </u>	<u> </u>
Net appreciation (depreciation) in fair value	<u>\$ 485,868</u>	<u>\$ (91,267)</u>

The fair value of individual investments that represent 5.0 percent or more of the Plan’s net assets are as follows:

	<u>December 31</u>	
	<u>2012</u>	<u>2011</u>
Blackrock Strategic Income Opportunities Fund	\$ 448,733	*

*At December 31, 2011, there were no individual investments that represented 5.0 percent of the Plan’s net assets.

NOTE 5 - FAIR VALUE MEASUREMENTS

The Plan has determined the fair value of certain assets through application of accounting guidance that establishes a framework for measuring fair values. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard 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 specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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.

Common stocks, mutual fund and United States Government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Preferred stock and corporate bonds: Valued using quoted prices for identical or similar assets in both active and inactive markets.

Money market fund: Valued at the net asset value ("NAV") of shares held by the Plan at year end, as reported to the Plan by the trustee. A fund's NAV reflects an exit price, is the same for all holders of the fund, and provides the basis for current transactions.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

The following table summarizes assets measured at fair value on a recurring basis as of December 31, 2012 and 2011, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value.

<i>At December 31, 2012</i>	<i>Total</i>	<i>Quoted Prices In Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>
Common Stocks:				
Telecommunication services	\$ 55,871	\$ 55,871	\$ -	\$ -
Health care	348,502	348,502		
Consumer staples	132,935	132,935		
Information technology	294,474	294,474		
Energy	293,683	293,683		
Financial services	539,734	539,734		
Utilities	26,918	26,918		
Consumer discretionary	557,915	557,915		
Industrials	318,487	318,487		
Materials	166,997	166,997		
Total common stocks	<u>2,735,516</u>	<u>2,735,516</u>	<u>-</u>	<u>-</u>
United States Government securities:				
Short-term	691,629	691,629		
Intermediate-term	340,199	340,199		
Long-term	617,852	617,852		
Total government securities	<u>1,649,680</u>	<u>1,649,680</u>	<u>-</u>	<u>-</u>
Corporate bonds:				
Short-term	538,440		538,440	
Intermediate-term	284,276		284,276	
Total corporate bonds	<u>822,716</u>	<u>-</u>	<u>822,716</u>	<u>-</u>
Money market fund	159,337		159,337	
Mutual fund	448,733	448,733		
Preferred stock	6,075		6,075	
Total investments at fair value	<u>\$ 5,822,057</u>	<u>\$ 4,833,929</u>	<u>\$ 988,128</u>	<u>\$ -</u>

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

<i>At December 31, 2011</i>	<i>Total</i>	<i>Quoted Prices In Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>
Common Stocks:				
Telecommunication services	\$ 45,826	\$ 45,826	\$ -	\$ -
Health care	518,822	518,822		
Consumer staples	239,271	239,271		
Information technology	486,924	486,924		
Energy	451,304	451,304		
Financial services	432,519	432,519		
Utilities	117,533	117,533		
Consumer discretionary	709,398	709,398		
Industrials	537,977	537,977		
Materials	285,779	285,779		
Total common stocks	<u>3,825,353</u>	<u>3,825,353</u>	<u>-</u>	<u>-</u>
United States Government securities:				
Short-term	75,511	75,511		
Intermediate-term	130,697	130,697		
Long-term	262,221	262,221		
Total government securities	<u>468,429</u>	<u>468,429</u>	<u>-</u>	<u>-</u>
Corporate bonds:				
Short-term	145,564		145,564	
Intermediate-term	42,278		42,278	
Total corporate bonds	<u>187,842</u>	<u>-</u>	<u>187,842</u>	<u>-</u>
Money market fund	169,147		169,147	
Preferred stock	9,211		9,211	
Total investments at fair value	<u>\$ 4,659,982</u>	<u>\$ 4,293,782</u>	<u>\$ 366,200</u>	<u>\$ -</u>

There were no transfers in or out of Levels 1 and 2 during the years ended December 31, 2012 or 2011.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations and the Plan Document.

NOTE 6 - PLAN TERMINATION (CONTINUED)

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefits.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE 7 - FUNDING POLICY

The sponsors' funding policy is to make annual contributions to the Plan in amounts that are equal to the actuarially determined normal service cost plus a portion of the past service cost liability, so that all employees' benefits should be fully provided for by the time of retirement. The sponsors' contributions for the years ended December 31, 2012 and 2011 complies with the minimum funding requirements of ERISA. Although it has not expressed any intention to do so, the Company can discontinue contributions at any time and terminate the Plan subject to the provisions set forth in ERISA.

NOTE 8 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 17, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes the Plan is designed and being operated in compliance with the applicable requirements of the IRC.

The Plan administrator evaluated the Plan's tax positions and concluded that there are no uncertain tax positions that require recognition or disclosure in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by tax authorities for years before 2009.

NOTE 9 - 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 the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 10 - RELATED-PARTY TRANSACTIONS

Fees paid for actuarial, trustee, audit and other administrative services rendered by parties-in-interest totaled \$92,363 and \$86,930 for the years ended December 31, 2012 and 2011, respectively.

Certain Plan investments held during 2012 and 2011 are shares of mutual funds managed by Bank of America. Bank of America is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 11 - RECENT ACCOUNTING PRONOUNCEMENT

Fair Value

During 2012, the Plan adopted new accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance limits the highest-and-best use measure to non-financial assets, permits certain financial assets and liabilities with offsetting positions in market or counter-party credit risks to be measured on a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, the guidance expands the disclosure requirements for level three inputs by requiring quantitative disclosure of unobservable inputs and assumptions, as well as a description of the valuation processes. The adoption of this guidance did not have a material impact on the Plan's financial statements.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	MONEY MARKET FUND			
*	BIF Money Fund	159,337 units	\$ 159,337	\$ 159,337
	MUTUAL FUND			
	Blackrock Strategic Income Opportunities Fund	44,429 par	\$ 440,196	\$ 448,733
	UNITED STATES GOVERNMENT SECURITIES			
	Federal Home Loan Mortgage Corp., 5.50%, due 2038	39,473 par	\$ 42,680	\$ 42,617
	Federal Home Loan Mortgage Corp., 3.00%, due 2027	41,906 par	44,001	44,225
	Federal Home Loan Mortgage Corp., 4.0%, due 2041	48,473 par	48,768	51,793
	Federal Home Loan Mortgage Corp., 5.00%, due 7/15/2014	22,000 par	23,991	23,600
	Federal National Mortgage Assoc., 0.625%, due 10/30/2014	37,000 par	37,206	37,231
	Federal National Mortgage Assoc., 5.50%, due 2036	13,449 par	14,718	14,629
	Federal Home Loan Mortgage Corp., 1.375%, due 1/9/2013	106,000 par	106,528	106,025
	Federal Home Loan Mortgage Corp., 1.00%, due 6/29/2017	62,000 par	62,397	62,770
	Federal National Mortgage Assoc., 4.50%, due 2041	103,598 par	113,380	114,145
	Federal National Mortgage Assoc., 4.50%, due 2041	10,888 par	11,484	11,820
	Federal National Mortgage Assoc., 3.50%, due 2025	6,767 par	6,806	7,183
	Federal National Mortgage Assoc., 3.50%, due 2026	29,503 par	31,316	31,315
	Federal National Mortgage Assoc., 4.50% due 2041	15,030 par	15,441	16,316
	Federal National Mortgage Assoc., 4.50% due 2041	61,724 par	65,926	66,890
	Federal National Mortgage Assoc., 4.50% due 2027	33,305 par	35,756	35,839
	Federal National Mortgage Assoc., 3.50% due 2042	27,595 par	29,466	29,504
	Federal National Mortgage Assoc., 4.00% due 201	60,202 par	64,540	64,619
	Federal National Mortgage Assoc., 4.06%, due 2013	1,000 par	907	1,000
	Federal National Mortgage Assoc., 5.0%, due 2033	16,605 par	17,098	18,091
	Federal National Mortgage Assoc., 5.0%, due 2036	15,044 par	9,754	16,361
	Federal National Mortgage Assoc., 5.0%, due 2036	36,473 par	39,658	39,697
	Federal National Mortgage Assoc., 5.50%, due 2036	17,478 par	263	19,099
	Federal National Mortgage Assoc., 4.5%, due 2039	11,325 par	6,569	12,237
	Federal National Mortgage Assoc., 4.0%, due 2040	9,853 par	9,886	10,572
	Federal National Mortgage Assoc., 3.50%, due 2041	25,016 par	26,001	26,692
	US Treasury Note, 2.750%, due 2/15/2019	19,000 par	20,817	21,038
	US Treasury Note, 3.125%, due 5/15/2019	109,000 par	119,794	123,443
	US Treasury Note, 2.375%, due 10/31/2014	50,000 par	52,237	51,926
	US Treasury Note, 3.375%, due 11/15/2019	36,000 par	41,023	41,392
	US Treasury Note, 1.250%, due 9/30/2015	77,000 par	78,801	78,925
	US Treasury Note, 1.250%, due 4/15/2014	87,000 par	88,255	88,148
	US Treasury Note, 0.250%, due 3/31/2014	49,000 par	48,959	49,023
	US Treasury Note, 1.00%, due 3/31/2017	94,000 par	95,818	95,682

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	US Treasury Note, 0.250%, due 4/30/2014	160,000 par	159,983	160,069
	US Treasury Note, TBA%, due 8/15/2022	36,000 par	35,716	35,764
	Total		<u>\$ 1,605,943</u>	<u>\$ 1,649,680</u>
CORPORATE BONDS				
	Aetna Inc., 1.50%, due 11/15/2017	25,000 par	\$ 25,182	\$ 25,050
	Bristol-Myers Squibb Co., 0.875%, due 8/1/2017	25,000 par	24,877	24,754
	Citigroup Inc., 3.953%, due 6/15/2016	23,000 par	24,153	24,756
	ComCast Corp, 5.30%, due 1/15/2014	20,000 par	21,312	20,984
	Costco Wholesale Corp., 1.70%, due 12/15/2019	33,000 par	33,118	33,225
	DirectTV Holding, 3.5%, due 3/1/2016	23,000 par	24,357	24,366
	Enterprise Products, 1.250%, due 8/13/2015	30,000 par	30,215	30,184
	General Electric Co., 5.00%, due 2/1/2013	38,000 par	38,858	38,145
	Goldman Sachs Group Inc., 5.25%, due 7/27/2021	35,000 par	37,305	39,899
	HCP Inc., 2.625%, due 2/1/2020	39,000 par	38,849	38,848
	JPMorgan Chase, 5.150%, due 10/1/2015	33,000 par	36,140	36,272
	JPMorgan Chase, 6.00%, due 1/15/2018	20,000 par	23,516	23,944
	Kinder Morgan Ener Part, 3.950%, due 9/1/2022	26,000 par	27,045	27,801
	Kraft Foods Inc, 4.125%, due 2/9/2016	23,000 par	25,166	25,059
	Metlife Inc., 5.00%, due 6/15/2015	21,000 par	23,284	23,119
	News America Inc., 4.50%, due 2/15/2021	22,000 par	24,370	25,134
	Omnicom Group Inc., 3.625%, due 5/1/2022	35,000 par	36,243	36,460
	Oracle Corp., 4.950%, due 4/15/2013	20,000 par	20,663	20,257
	Prudential Financial Inc., 5.10%, due 9/20/2014	21,000 par	22,665	22,477
	Royal Bank of Canada, 1.150%, due 3/13/2015	37,000 par	37,239	37,401
	Time Warner Cable Inc., 4.125%, due 2/15/2021	24,000 par	25,634	26,283
	United Parcel Service, 4.50%, due 1/15/2013	47,000 par	47,881	47,067
	Verizon Communications, 4.6%, due 4/1/2021	28,000 par	32,431	32,682
	Watson Pharmaceuticals, 1.875%, due 10/1/2017	38,000 par	38,550	38,500
	Wells Fargo & Company, 2.625%, due 12/15/2016	36,000 par	37,587	37,993
	Wells Fargo & Company, 1.250%, due 2/13/2014	37,000 par	37,184	37,347
	USD Rabobank Utrecht, 3.375%, due 1/19/2017	23,000 par	24,148	24,709
	Total		<u>\$ 817,972</u>	<u>\$ 822,716</u>
COMMON STOCKS				
	Accenture PLC SHS	116 shares	6,497	7,714
	Everest Research Group Ltd	33 shares	3,168	3,628
	Ingersoll-Rand PLC	341 shares	16,513	16,354
	Tyco Flow Control Intl	328 shares	14,062	16,121

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Tyco International Ltd	434 shares	9,835	12,695
	Check Point Software Tech	74 shares	3,294	3,525
	Lyondellbasell Industries	483 shares	24,754	27,574
	ABB Ltd	274 shares	5,007	5,696
	ACCO Brands Corp	459 shares	3,190	3,369
	ADT Corp	216 shares	6,402	10,042
	AGCO CP	75 shares	2,982	3,684
	AT&T Inc	415 shares	13,061	13,990
	Abercrombie & Fitch Co	109 shares	3,459	5,229
	Acxion Corp	226 shares	3,211	3,946
	Africa Oil Corp	487 shares	4,476	3,419
	Agilent Technologies Inc	273 shares	10,567	11,177
	Albemarle Corp	73 shares	3,901	4,535
	Alere Inc.	181 shares	3,841	3,349
	Alliant Techsystems Inc.	60 shares	3,764	3,718
	Allinz Akngslst Spd Adr	493 shares	6,705	6,813
	Amazon Com Inc	20 shares	4,178	5,017
	America Movil Ser	142 shares	3,348	3,286
	American Eagle Outfitters	193 shares	3,373	3,958
	American Financial Group Holdings	78 shares	2,482	3,083
	American International Group Inc	844 shares	29,581	29,793
	American Tower Reit Inc	255 shares	18,593	19,704
	Amerisourcebergen Corp.	290 shares	7,820	12,522
	Anheuser-Busch InBev	94 shares	6,248	8,217
	Apple Computer Inc.	48 shares	20,725	25,544
	Arrow Electronics	111 shares	3,501	4,227
	Ascena Retail Group Inc	158 shares	2,939	2,918
	Associated Banc Corp	219 shares	3,093	2,873
	Atlas Copco	166 shares	2,851	4,625
	Autozone Inc.	51 shares	18,645	18,076
	Axa SA	236 shares	4,664	4,300
	BASF AG	74 shares	5,577	7,030
	BG Group Plc	568 shares	10,606	9,491
	BNP Paribas	168 shares	4,882	4,907
	Banco B Viz Argentina	399 shares	4,760	3,759
	Barclays Plc	299 shares	6,072	5,179
	Bayer AG	71 shares	5,084	6,810
	W R Berkley Corp	140 shares	4,208	5,284
	Berkshire Hathaway Inc.	107 shares	8,620	9,598
	BHP Limited	171 shares	11,695	13,410

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Biogen Idec Inc.	209 shares	25,440	30,591
	Biomed Realty Tr Inc.	159 shares	2,838	3,073
	Bristol Myers Squibb Co.	798 shares	24,932	26,007
	British American Tobacco	71 shares	5,228	7,189
	Burberry Group Plc	125 shares	5,074	5,098
	CBS Corp	754 shares	23,398	28,690
	CBRE Group Inc.	160 shares	2,432	3,184
	CNOOC Ltd.	20 shares	3,630	4,400
	CVS Corp	600 shares	28,586	29,010
	Cabot Oil & Gas Corp	65 shares	2,366	3,233
	Canon Inc.	119 shares	5,011	4,666
	Carefusion Corp.	234 shares	5,644	6,688
	Carpenter Technology	55 shares	3,082	2,840
	Centrica Plc	250 shares	5,240	5,500
	Cheung Kong Holdings Ltd	277 shares	3,695	4,299
	Chevron Corp	307 shares	29,405	33,199
	China Construction	300 shares	4,319	4,869
	Chipotle Mexican Grill	33 shares	8,120	9,816
	Chubb Corp	229 shares	15,338	17,248
	Cisco Systems Inc	593 shares	11,710	11,652
	Citigroup Inc.	1,679 shares	52,328	66,421
	Comcast Corp	1,208 shares	42,968	45,131
	Commonwealth Reit	161 shares	4,176	2,550
	CIE Financiere Richemont	904 shares	4,852	7,042
	Compuware Corp	507 shares	4,207	5,511
	Con-Way Inc	129 shares	4,380	3,589
	Corp Office Pptys Trust	172 shares	5,632	4,297
	Credit Suisse Gp	127 shares	4,799	3,119
	Cummins Engine Co Inc.	121 shares	12,140	13,110
	Cytect Ind Inc.	75 shares	3,711	5,162
	DBS Group Holdings	118 shares	5,256	5,789
	Danaher Corp	189 shares	9,618	10,565
	Delta Air Lines Inc.	341 shares	3,442	4,048
	Diageo Plc	53 shares	4,399	6,179
	Dicks Sporting Goods Inc	89 shares	4,568	4,049
	Diebold Inc	123 shares	4,095	3,765
	Walt Disney Company	199 shares	9,545	9,908
	Discover Financial Services	451 shares	9,769	17,386
	Dollar General Corp	200 shares	10,450	8,818
	Dollar Tree Inc.	64 shares	3,024	2,596

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Dover Corp	70 shares	3,284	4,600
	Dresser Rand Group Inc.	57 shares	2,031	3,200
	DuPont Fabros Technology	247 shares	5,717	5,968
	E M C Corporation	733 shares	19,176	18,545
	Eaton Vance Corp	98 shares	3,083	3,121
	Ebay Inc	378 shares	18,871	19,277
	Electronic Arts	244 shares	3,836	3,543
	Endo Pharmaceuticals Holdings	150 shares	4,549	3,935
	Energizer Holdings Inc.	57 shares	3,780	4,559
	Equinix Inc	70 shares	13,337	14,434
	Express Scripts Holding Co.	376 shares	21,660	20,304
	Exxon Mobil Corp	484 shares	37,824	41,890
	Fairchild Semiconductor	284 shares	4,067	4,090
	Fanuc Ltd.	197 shares	5,030	6,121
	Fid National Title Group	256 shares	4,293	6,029
	First Niagara Financial Group Inc.	376 shares	4,286	2,982
	Firstmerit Corp	206 shares	3,059	2,923
	Forest City Enterprises	466 shares	7,138	7,526
	Fresenius M C Ag	118 shares	4,028	4,047
	GNC Holdings Inc	216 shares	8,233	7,189
	GAP Inc.	200 shares	4,224	6,208
	General Electric	664 shares	13,136	13,937
	Gilead Sciences Inc	397 shares	26,129	29,160
	Glaxosmithkline Inc.	96 shares	4,053	4,173
	Goldman Sachs Group Inc	247 shares	27,787	31,507
	Google Inc.	14 shares	9,684	9,903
	W W Grainger Inc	111 shares	22,143	22,463
	Guess Inc.	151 shares	4,512	3,706
	HCC Ins Holdings	118 shares	4,204	4,391
	HSBC Holdings	240 shares	12,233	12,737
	Hancock Holding Co	118 shares	3,973	3,744
	Hanesbrands Inc.	172 shares	4,086	6,161
	Hang Lung Properties	253 shares	4,931	5,098
	Henkel KGAA	52 shares	3,270	4,284
	Hollyfrontier Corp	119 shares	2,892	5,539
	Home Depot Inc.	328 shares	15,286	20,287
	Honda Motor	159 shares	5,130	5,873
	Hospira Inc.	171 shares	5,914	5,342
	Idex Corp	101 shares	3,426	4,700
	Imperial Tob Group	64 shares	4,124	4,959

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HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Industrial and Commercial Bank of China	355 shares	4,845	5,140
	ING Group	546 shares	5,819	5,182
	Ingram Micro Inc	218 shares	3,895	3,689
	International Paper	582 shares	17,763	23,187
	Intuitive Surgical Inc	30 shares	15,323	14,711
	J P Morgan Chase and Co	1,113 shares	43,094	48,938
	Jacobs Engineering Group	62 shares	2,751	2,639
	Jarden Corp	75 shares	2,302	3,878
	Jefferies Group Inc	165 shares	2,961	3,064
	KBR Inc	126 shares	4,080	3,770
	Kemper Corp	126 shares	3,934	3,717
	Kinder Morgan Inc	292 shares	11,027	10,316
	Komatsu	247 shares	5,956	6,350
	Kubota Ltd	132 shares	5,828	7,606
	LVMH Moet Hennessy	215 shares	6,064	8,103
	Lafarge	435 shares	7,016	7,047
	Lauder Estee Cos	133 shares	5,897	7,961
	Lear Corp	77 shares	3,114	3,607
	Lennar Corp	145 shares	2,672	5,607
	Liberty Global Inc	206 shares	12,442	12,970
	Lilly Eli Co	486 shares	18,180	23,970
	Limited Inc.	520 shares	19,551	24,471
	Linkedin Corp	44 shares	4,255	5,052
	Lowes Companies Inc	548 shares	19,596	19,465
	Lululemon Athletica Inc.	225 shares	14,875	17,152
	MDU Resources Group	157 shares	3,457	3,335
	Manpower Inc.	93 shares	3,439	3,947
	Marathon Oil Corp	454 shares	11,218	13,920
	Marathon Petroleum Corp	461 shares	20,344	29,043
	Marks and Spencer Gp	507 shares	5,536	6,317
	Mattel Inc.	146 shares	2,909	5,347
	McDermott Intl Inc	302 shares	2,979	3,328
	McDonalds Corp	113 shares	8,302	9,968
	Meadwestvaco Corp	105 shares	2,852	3,346
	Merck and Co Inc	612 shares	26,019	25,055
	Metlife Inc	456 shares	14,702	15,021
	Microsoft Corp	1,136 shares	34,306	30,341
	Microchip Technology Inc	103 shares	3,062	3,357
	Mitsubishi Corp	227 shares	9,916	8,751
	Mitsubishi Estate Ltd	246 shares	4,428	5,889

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HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Monsanto Co.	281 shares	16,789	26,597
	NCR Corporation	244 shares	4,964	6,217
	National-Oilwell Inc.	301 shares	21,761	20,573
	Nestle S A	173 shares	8,450	11,274
	New York Community Bancorp	384 shares	4,935	5,030
	Newell Rubbermaid Inc.	201 shares	3,046	4,476
	News Corp	1,080 shares	25,580	27,551
	Nidec Corporation	157 shares	3,073	2,287
	Nike Inc.	358 shares	12,826	18,473
	Novartis	138 shares	7,629	8,735
	NV Energy Inc	314 shares	5,159	5,696
	OGE Energy Corp	88 shares	4,170	4,955
	Oasis Petroleum Inc	161 shares	2,955	5,120
	Omnicare Inc.	213 shares	5,829	7,689
	On Semiconductor Corp	510 shares	3,921	3,596
	Owens & Minor Inc.	195 shares	5,821	5,559
	Owens Ill Inc	209 shares	5,486	4,445
	PNM Resources Inc	163 shares	3,573	3,343
	PVH Corp	48 shares	3,251	5,328
	Packaging Corp America	142 shares	3,925	5,463
	Parametric Tech Corp	181 shares	4,211	4,074
	Parker Hannifin Corp	288 shares	22,426	24,497
	Patterson UTI Energy Inc.	177 shares	3,090	3,298
	Perrigo Co	46 shares	5,005	4,785
	Pfizer Inc.	1,654 shares	38,955	41,481
	Ping An Ins Group Co	263 shares	4,238	4,521
	Polycom Inc.	233 shares	4,053	3,483
	Precision Castparts	135 shares	20,377	25,572
	Priceline Com Inc.	31 shares	15,890	19,232
	Protective Life Corp	109 shares	3,174	3,115
	Prudential PLC	297 shares	6,004	8,479
	Qualcom Inc.	444 shares	26,365	27,465
	Raytheon Company	203 shares	9,803	11,685
	Rio Tinto Plc	202 shares	11,415	11,734
	Roche Holding Ltd	164 shares	6,399	8,282
	Rock-Tenn Co	48 shares	3,213	3,356
	Rockwood Holdings Inc	85 shares	4,143	4,204
	Royal Dutch Shell Plc	179 shares	12,206	12,342
	SM Energy Co	113 shares	5,928	5,900
	SPX Corp	61 shares	3,702	4,279

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Sanofi Synthelabo	176 shares	6,594	8,339
	SAP Aktiengesellschaft	108 shares	5,471	8,681
	Schlumberger Ltd	406 shares	28,297	28,135
	Schneider Elec SA	370 shares	5,744	5,472
	Shin-Etsu Chem	465 shares	6,406	7,059
	Siemens AG	71 shares	6,688	7,772
	Smithfield Foods Inc	193 shares	3,886	4,163
	J M Smucker Co	50 shares	3,641	4,312
	Spirit Aerosystems Holdings	167 shares	4,158	2,834
	Starbucks Corp	290 shares	11,080	15,553
	Starwood Hotels and Resorts Worldwide	542 shares	27,374	31,089
	Suncor Energy Inc	583 shares	19,117	19,227
	TJX Cos Inc	649 shares	17,910	27,550
	Taiwan S Manufacturing	379 shares	4,398	6,504
	Take Two Interactive Softward	397 shares	4,327	4,371
	Technip-Coflexip	181 shares	4,693	5,334
	Tenet Healthcare Corp	304 shares	6,752	9,871
	Tesco Plc	337 shares	6,074	5,587
	Teva Pharmaceutical Inds	113 shares	5,267	4,219
	Thor Industries Inc.	84 shares	2,355	3,144
	3M Company	234 shares	20,708	21,727
	Time Warner Cable Inc.	234 shares	15,609	22,742
	Timken Company	107 shares	3,656	5,118
	Total S A	159 shares	8,016	8,270
	Toyota Motor Corp	86 shares	7,151	8,020
	Travelers Cos Inc	255 shares	16,428	18,314
	Tullow Oil Plc	377 shares	4,050	3,928
	UGI Corp	125 shares	3,393	4,089
	US Bancorp	1,203 shares	36,687	38,424
	Ultra Petroleum Corp	135 shares	3,669	2,448
	Unilever NV	184 shares	5,600	7,047
	Union Pacific Corp	97 shares	7,656	12,195
	United Rentals Inc	56 shares	2,504	2,549
	United Therapeutics Corp	87 shares	4,301	4,648
	UnitedHealth Group Inc.	301 shares	10,824	16,326
	Universal Health Services	130 shares	5,064	6,286
	Valero Energy Corp	403 shares	11,007	13,750
	Verizon Communications	623 shares	24,797	26,957
	VISA Inc.	204 shares	19,602	30,922
	VMware, Inc	174 shares	16,619	16,380

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Vodafone Group	462 shares	11,907	11,638
	Volkswagen A G	228 shares	6,479	10,622
	WPP Plc	103 shares	5,634	7,509
	Wal Mart Stores Inc	225 shares	16,012	15,352
	Walgreen Co	347 shares	11,964	12,842
	Washington Federal Inc	170 shares	2,917	2,868
	Webster Financial Corp	168 shares	3,393	3,452
	Wells Fargo & Co.	1,343 shares	40,739	45,904
	Whiting Petroleum Corp	101 shares	3,892	4,380
	Wyndham Worldwide Corp	78 shares	2,733	4,150
	Wynn Resorts Ltd	186 shares	21,558	20,923
	Xstrata Plc	1,301 shares	4,290	4,449
	Yum Brands Inc	134 shares	7,525	8,898
	Zurich Insurance Group	205 shares	4,583	5,494
	Total		<u>\$ 2,431,148</u>	<u>\$ 2,735,516</u>
	PREFERRED STOCK			
	Wells Fargo & Co. Ser. J	207 shares	<u>\$ 4,941</u>	<u>\$ 6,075</u>
	TOTAL INVESTMENTS - at fair value		<u><u>\$ 5,459,537</u></u>	<u><u>\$ 5,822,057</u></u>

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874
SCHEDULE H, PART IV, 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE PLAN YEAR ENDED DECEMBER 31, 2012

<i>(a) Identity of Party Involved</i>	<i>(b) Description of Asset</i>	<i>(c) Purchase Price</i>	<i>(d) Selling Price</i>	<i>(g) Cost of Asset Sold</i>	<i>(h) Fair Value of Asset on Transaction Date</i>	<i>(i) Net Gain (Loss)</i>
Category (i) - Single Transactions in Excess of 5 Percent of Plan Assets						
Bank of America	BIF Money Fund	\$ 768,214			\$ 768,214	
Bank of America	BIF Money Fund	1,392,725			1,392,725	
Bank of America	BIF Money Fund	548,522			548,522	
Bank of America	BIF Money Fund		\$ 594,797	\$ 594,797	594,797	\$ -
Bank of America	BIF Money Fund		513,995	513,995	513,995	-
Bank of America	BIF Money Fund		1,373,655	1,373,655	1,373,655	-
Bank of America	BIF Money Fund		548,522	548,522	548,522	-
Category (iii) - Series of Transactions in Excess of 5 Percent of Plan Assets						
Bank of America	BIF Money Fund	\$ 5,293,906	\$ 5,303,716	\$ 5,303,716	\$ 10,597,622	\$ -
Bank of America	Blackrock Strategic Income Opportunities Fund	459,951	19,781	19,756	479,732	25

There were no category (ii) or (iv) transactions for the year ended December 31, 2012.

There were no lease rental activities or expenses incurred with the Plan.
Therefore, columns (e) and (f) were eliminated for presentation purposes.

ATTACHMENT TO 2012 SCHEDULE SB, LINE 26 -- SCHEDULE OF ACTIVE PARTICIPANT DATA

[illegible]

THE HARTZELL COMPANIES RETIREMENT PLAN

EIN/PN: 31-0263158 / 001

ATTACHMENT TO 2012 SCHEDULE SB, PART LINE 23 – STATEMENT OF ACTUARIAL ASSUMPTIONS**Funding discount rates**

Current Year:	Segment Rates with four month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%**, **6.85%** and **7.52%**, respectively, for minimum funding and benefit restrictions but not maximum tax-deductible purposes.

Effective Interest Rate	6.73%
(Based on MAP-21 rates)	

Prior Year:	Basis: Segment Rates with 4 month look back								
	Effective Rate: 6.05%								
	<table><tr><th><u>Segment</u></th><th><u>Rate</u></th></tr><tr><td>1</td><td>3.78%</td></tr><tr><td>2</td><td>6.31%</td></tr><tr><td>3</td><td>6.57%</td></tr></table>	<u>Segment</u>	<u>Rate</u>	1	3.78%	2	6.31%	3	6.57%
<u>Segment</u>	<u>Rate</u>								
1	3.78%								
2	6.31%								
3	6.57%								

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative and investment expenses to be paid from plan assets during the year.

THE HARTZELL COMPANIES RETIREMENT PLAN

EIN/PN: 31-0263158 / 001

ATTACHMENT TO 2012 SCHEDULE SB, LINE 23 – STATEMENT OF ACTUARIAL ASSUMPTIONS**Salary increase assumption**

4.5% per annum.

Social Security Wage Base Increases

4.0% per annum.

Retirement rates

Age	Assumption
60	5%
61	5%
62	20%
63	10%
64	10%
65	100%

Disability rates

UAW disability rates for males and females.

Withdrawal rates⁽¹⁾

T-3 turnover table for salaried employees and T-8 turnover table for hourly employees. Sample rates as follows:

Age	Salaried	Hourly
25	5.35%	11.70%
40	4.04%	9.60%
55	1.38%	2.77%

⁽¹⁾ For active participants not eligible for retirement.**Asset valuation method**

The Valuation Assets are based on the market value. The discounted value of accrued contributions, if any, is included in the Valuation Assets.

Summary of Changes from the January 1, 2011 Valuation

The segment rates and mortality table were updated to those applicable to 2012 valuations.

HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE PLAN YEAR ENDED DECEMBER 31, 2012

<i>(a)</i> Identity of Party Involved	<i>(b)</i> Description of Asset	<i>(c)</i> Purchase Price	<i>(d)</i> Selling Price	<i>(g)</i> Cost of Asset Sold	<i>(h)</i> Fair Value of Asset on Transaction Date	<i>(i)</i> Net Gain (Loss)
Category (i) - Single Transactions in Excess of 5 Percent of Plan Assets						
Bank of America	BIF Money Fund	\$ 768,214			\$ 768,214	
Bank of America	BIF Money Fund	1,392,725			1,392,725	
Bank of America	BIF Money Fund	548,522			548,522	
Bank of America	BIF Money Fund		\$ 594,797	\$ 594,797	594,797	\$ -
Bank of America	BIF Money Fund		513,995	513,995	513,995	-
Bank of America	BIF Money Fund		1,373,655	1,373,655	1,373,655	-
Bank of America	BIF Money Fund		548,522	548,522	548,522	-
Category (iii) - Series of Transactions in Excess of 5 Percent of Plan Assets						
Bank of America	BIF Money Fund	\$ 5,293,906	\$ 5,303,716	\$ 5,303,716	\$ 10,597,622	\$ -
Bank of America	Blackrock Strategic Income Opportunities Fund	459,951	19,781	19,756	479,732	25

There were no category (ii) or (iv) transactions for the year ended December 31, 2012.

There were no lease rental activities or expenses incurred with the Plan.
Therefore, columns (e) and (f) were eliminated for presentation purposes.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan HARTZELL COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HARTZELL INDUSTRIES, INC.	D Employer Identification Number (EIN) 31-0674874	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	5588779	
b Actuarial value	2b	5588779	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	71	1392038
b For terminated vested participants.....	3b	56	515039
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		3906481
(3) Total active.....	3c(3)	136	3906481
d Total.....	3d	263	5813558
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.73%	
6 Target normal cost.....	6	263847	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>October 14, 2013</u> Date
DONALD BUNGENSTOCK Type or print name of actuary BUCK CONSULTANTS, LLC Firm name 720 EAST PETE ROSE WAY, SUITE 300 CINCINNATI OH 45202 Address of the firm		1105702 Most recent enrollment number 513-784-0005 Telephone number (including area code)

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52%
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		64
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	263847	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	224779	118145	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	381992	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	381992	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	576415	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	194423	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

**SCHEDULE SB, LINE 22 - DESCRIPTION OF WEIGHTED AVERAGE RETIREMENT AGE
THE HARTZELL COMPANIES RETIREMENT PLAN**

EIN: 31-00373340

PLAN NUMBER: 001

The retirement age shown is based on an employee who fulfilled the retirement for early eligibility who is assumed to have entered the Plan at the average entry age of the population and is calculated in accordance with the following formula which generally assumes employees terminate at the middle of the year.

FRA-ERA

note (1)

$$\sum_{t=0}^{FRA-ERA} ({}_t p_{ERA}) * (q_{ERA+t}^r) * (ERA + t + \frac{1}{2})$$

FRA-ERA

$$\sum_{t=0}^{FRA-ERA} ({}_t p_{ERA}) * (q_{ERA+t}^r)$$

note (1) the $\frac{1}{2}$ in the formula shown above is not used for $t = FRA-ERA$.

In the formula shown above, ${}_t p_{ERA}$ is calculated using all of the decrements, and the q_{ERA+t}^r represents the sum of the applicable retirement decrements.

Also, ERA represents the earliest retirement age and FRA represents the age at which everyone is assumed to retire.

THE HARTZELL COMPANIES RETIREMENT PLAN

EIN/PN: 31-0263158 / 001

ATTACHMENT TO 2012 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Appendix B: Summary of Plan Provisions **HOURLY EMPLOYEES**

Eligibility for Participation:

All hourly employees will be eligible upon the attainment of age twenty-one (21), and the completion of one year of service. No employee hired on or after January 1, 2005 shall become a participant in the Plan.

Entry Dates:

January 1 and July 1.

Normal Retirement Age:

Later of age 65, and the completion of five (5) years of service.

Normal Retirement Monthly Benefit:

A monthly benefit equal to \$5.00 times years of service.

Normal Form of Benefit:

Monthly income commencing on participant's retirement date and payable for life.

Early Retirement Monthly Benefit:

Upon completion of ten (10) years of service and attainment of age 55, a participant may elect to retire early and receive his accrued normal retirement benefit reduced by 1/180th for each of the first 60 months and 1/360th for each of the next 60 months by which his commencement date precedes his normal retirement date.

Deferred Retirement:

A participant may continue in active service after his normal retirement date. In this event, his benefit will be equal to the greater of the actuarial equivalent of his normal retirement benefit or his accrued benefit at late retirement date.

Disability Benefit:

A disabled participant who has completed five (5) years of service is eligible to receive an immediate benefit equal to his unreduced accrued benefit.

Death Benefits:

Beneficiaries of vested employees receive the survivor portion of a 100% joint and survivor pension.

Vesting:

Upon termination of employment after five (5) years of service, a participant will be entitled to receive his accrued monthly benefit, beginning at his normal retirement date.

Plan Merger:

Hourly employees who were previously covered under the Arkansas Face Veneer Company Retirement Income Plan joined this plan on September 30, 1998 as a result of the plan merger. These employees are guaranteed that their pensions on any date following the merger will not be less than if the prior plan provisions had continued for them and their highest five-year average compensation excluded compensation increases granted after September 30, 1998.

Appendix B: Summary of Plan Provisions

SALARIED EMPLOYEES

Eligibility for Participation:

All salaried employees will be eligible upon the attainment of age twenty-one (21), and the completion of one year of service. No employee hired on or after January 1, 2005 shall become a participant in the Plan.

Entry Dates:

January 1 and July 1.

Normal Retirement Age:

Later of age 65, and the completion of five (5) years of service.

Normal Retirement Monthly Benefit:

A monthly benefit equal to 0.6% of average monthly compensation plus 0.3% of average monthly compensation which is in excess of Social Security Covered Compensation, times years of service, with a maximum of 35 years used for the excess portion of the formula.

Normal Form of Benefit:

Monthly income commencing on a participant's retirement date and payable for life.

Early Retirement Monthly Benefit:

Upon completion of ten (10) years of service and attainment of age 55, a participant may elect to retire early and receive his accrued normal retirement benefit reduced by 1/180th for each of the first 60 months and 1/360th for each of the next 60 months by which his benefit commencement date precedes his normal retirement date.

Deferred Retirement:

A participant may continue in active service after his normal retirement date. In this event, his benefit will be equal to the greater of the actuarial equivalent of his normal retirement benefit or his accrued benefit at late retirement date.

Disability Benefit:

A disabled participant who has completed five (5) years of service continues to accrue benefit service under the Plan while disabled.

Death Benefits:

Beneficiaries of vested employees receive the survivor portion of a 100% joint and survivor pension.

Vesting:

Upon termination of employment after five (5) years of service, a participant will be entitled to receive his accrued monthly benefit, beginning at his normal retirement date.

Plan Merger:

Salaried employees who were previously covered by the Arkansas Face Veneer Company Retirement Income Plan joined this plan on September 30, 1998 as a result of the plan merger.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
MONEY MARKET FUND				
*	BIF Money Fund	159,337 units	\$ 159,337	\$ 159,337
MUTUAL FUND				
	Blackrock Strategic Income Opportunities Fund	44,429 par	\$ 440,196	\$ 448,733
UNITED STATES GOVERNMENT SECURITIES				
	Federal Home Loan Mortgage Corp., 5.50%, due 2038	39,473 par	\$ 42,680	\$ 42,617
	Federal Home Loan Mortgage Corp., 3.00%, due 2027	41,906 par	44,001	44,225
	Federal Home Loan Mortgage Corp., 4.0%, due 2041	48,473 par	48,768	51,793
	Federal Home Loan Mortgage Corp., 5.00%, due 7/15/2014	22,000 par	23,991	23,600
	Federal National Mortgage Assoc., 0.625%, due 10/30/2014	37,000 par	37,206	37,231
	Federal National Mortgage Assoc., 5.50%, due 2036	13,449 par	14,718	14,629
	Federal Home Loan Mortgage Corp., 1.375%, due 1/9/2013	106,000 par	106,528	106,025
	Federal Home Loan Mortgage Corp., 1.00%, due 6/29/2017	62,000 par	62,397	62,770
	Federal National Mortgage Assoc., 4.50%, due 2041	103,598 par	113,380	114,145
	Federal National Mortgage Assoc., 4.50%, due 2041	10,888 par	11,484	11,820
	Federal National Mortgage Assoc., 3.50%, due 2025	6,767 par	6,806	7,183
	Federal National Mortgage Assoc., 3.50%, due 2026	29,503 par	31,316	31,315
	Federal National Mortgage Assoc., 4.50% due 2041	15,030 par	15,441	16,316
	Federal National Mortgage Assoc., 4.50% due 2041	61,724 par	65,926	66,890
	Federal National Mortgage Assoc., 4.50% due 2027	33,305 par	35,756	35,839
	Federal National Mortgage Assoc., 3.50% due 2042	27,595 par	29,466	29,504
	Federal National Mortgage Assoc., 4.00% due 201	60,202 par	64,540	64,619
	Federal National Mortgage Assoc., 4.06%, due 2013	1,000 par	907	1,000
	Federal National Mortgage Assoc., 5.0%, due 2033	16,605 par	17,098	18,091
	Federal National Mortgage Assoc., 5.0%, due 2036	15,044 par	9,754	16,361
	Federal National Mortgage Assoc., 5.0%, due 2036	36,473 par	39,658	39,697
	Federal National Mortgage Assoc., 5.50%, due 2036	17,478 par	263	19,099
	Federal National Mortgage Assoc., 4.5%, due 2039	11,325 par	6,569	12,237
	Federal National Mortgage Assoc., 4.0%, due 2040	9,853 par	9,886	10,572
	Federal National Mortgage Assoc., 3.50%, due 2041	25,016 par	26,001	26,692
	US Treasury Note, 2.750%, due 2/15/2019	19,000 par	20,817	21,038
	US Treasury Note, 3.125%, due 5/15/2019	109,000 par	119,794	123,443
	US Treasury Note, 2.375%, due 10/31/2014	50,000 par	52,237	51,926
	US Treasury Note, 3.375%, due 11/15/2019	36,000 par	41,023	41,392
	US Treasury Note, 1.250%, due 9/30/2015	77,000 par	78,801	78,925
	US Treasury Note, 1.250%, due 4/15/2014	87,000 par	88,255	88,148
	US Treasury Note, 0.250%, due 3/31/2014	49,000 par	48,959	49,023
	US Treasury Note, 1.00%, due 3/31/2017	94,000 par	95,818	95,682

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
	US Treasury Note, 0.250%, due 4/30/2014	160,000 par	159,983	160,069
	US Treasury Note, TBA%, due 8/15/2022	36,000 par	35,716	35,764
	Total		<u>\$ 1,605,943</u>	<u>\$ 1,649,680</u>
CORPORATE BONDS				
	Aetna Inc., 1.50%, due 11/15/2017	25,000 par	\$ 25,182	\$ 25,050
	Bristol-Myers Squibb Co., 0.875%, due 8/1/2017	25,000 par	24,877	24,754
	Citigroup Inc., 3.953%, due 6/15/2016	23,000 par	24,153	24,756
	ComCast Corp, 5.30%, due 1/15/2014	20,000 par	21,312	20,984
	Costco Wholesale Corp., 1.70%, due 12/15/2019	33,000 par	33,118	33,225
	DirectTV Holding, 3.5%, due 3/1/2016	23,000 par	24,357	24,366
	Enterprise Products, 1.250%, due 8/13/2015	30,000 par	30,215	30,184
	General Electric Co., 5.00%, due 2/1/2013	38,000 par	38,858	38,145
	Goldman Sachs Group Inc., 5.25%, due 7/27/2021	35,000 par	37,305	39,899
	HCP Inc., 2.625%, due 2/1/2020	39,000 par	38,849	38,848
	JPMorgan Chase, 5.150%, due 10/1/2015	33,000 par	36,140	36,272
	JPMorgan Chase, 6.00%, due 1/15/2018	20,000 par	23,516	23,944
	Kinder Morgan Ener Part, 3.950%, due 9/1/2022	26,000 par	27,045	27,801
	Kraft Foods Inc, 4.125%, due 2/9/2016	23,000 par	25,166	25,059
	Metlife Inc., 5.00%, due 6/15/2015	21,000 par	23,284	23,119
	News America Inc., 4.50%, due 2/15/2021	22,000 par	24,370	25,134
	Omnicom Group Inc., 3.625%, due 5/1/2022	35,000 par	36,243	36,460
	Oracle Corp., 4.950%, due 4/15/2013	20,000 par	20,663	20,257
	Prudential Financial Inc., 5.10%, due 9/20/2014	21,000 par	22,665	22,477
	Royal Bank of Canada, 1.150%, due 3/13/2015	37,000 par	37,239	37,401
	Time Warner Cable Inc., 4.125%, due 2/15/2021	24,000 par	25,634	26,283
	United Parcel Service, 4.50%, due 1/15/2013	47,000 par	47,881	47,067
	Verizon Communications, 4.6%, due 4/1/2021	28,000 par	32,431	32,682
	Watson Pharmaceuticals, 1.875%, due 10/1/2017	38,000 par	38,550	38,500
	Wells Fargo & Company, 2.625%, due 12/15/2016	36,000 par	37,587	37,993
	Wells Fargo & Company, 1.250%, due 2/13/2014	37,000 par	37,184	37,347
	USD Rabobank Utrecht, 3.375%, due 1/19/2017	23,000 par	24,148	24,709
	Total		<u>\$ 817,972</u>	<u>\$ 822,716</u>
COMMON STOCKS				
	Accenture PLC SHS	116 shares	6,497	7,714
	Everest Research Group Ltd	33 shares	3,168	3,628
	Ingersoll-Rand PLC	341 shares	16,513	16,354
	Tyco Flow Control Intl	328 shares	14,062	16,121

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
	Tyco International Ltd	434 shares	9,835	12,695
	Check Point Software Tech	74 shares	3,294	3,525
	Lyondellbasell Industries	483 shares	24,754	27,574
	ABB Ltd	274 shares	5,007	5,696
	ACCO Brands Corp	459 shares	3,190	3,369
	ADT Corp	216 shares	6,402	10,042
	AGCO CP	75 shares	2,982	3,684
	AT&T Inc	415 shares	13,061	13,990
	Abercrombie & Fitch Co	109 shares	3,459	5,229
	Acxion Corp	226 shares	3,211	3,946
	Africa Oil Corp	487 shares	4,476	3,419
	Agilent Technologies Inc	273 shares	10,567	11,177
	Albemarle Corp	73 shares	3,901	4,535
	Alere Inc.	181 shares	3,841	3,349
	Alliant Techsystems Inc.	60 shares	3,764	3,718
	Allinz Akngslst Spd Adr	493 shares	6,705	6,813
	Amazon Com Inc	20 shares	4,178	5,017
	America Movil Ser	142 shares	3,348	3,286
	American Eagle Outfitters	193 shares	3,373	3,958
	American Financial Group Holdings	78 shares	2,482	3,083
	American International Group Inc	844 shares	29,581	29,793
	American Tower Reit Inc	255 shares	18,593	19,704
	Amerisourcebergen Corp.	290 shares	7,820	12,522
	Anheuser-Busch InBev	94 shares	6,248	8,217
	Apple Computer Inc.	48 shares	20,725	25,544
	Arrow Electronics	111 shares	3,501	4,227
	Ascena Retail Group Inc	158 shares	2,939	2,918
	Associated Banc Corp	219 shares	3,093	2,873
	Atlas Copco	166 shares	2,851	4,625
	Autozone Inc.	51 shares	18,645	18,076
	Axa SA	236 shares	4,664	4,300
	BASF AG	74 shares	5,577	7,030
	BG Group Plc	568 shares	10,606	9,491
	BNP Paribas	168 shares	4,882	4,907
	Banco B Viz Argentina	399 shares	4,760	3,759
	Barclays Plc	299 shares	6,072	5,179
	Bayer AG	71 shares	5,084	6,810
	W R Berkley Corp	140 shares	4,208	5,284
	Berkshire Hathaway Inc.	107 shares	8,620	9,598
	BHP Limited	171 shares	11,695	13,410

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
	Biogen Idec Inc.	209 shares	25,440	30,591
	Biomed Realty Tr Inc.	159 shares	2,838	3,073
	Bristol Myers Squibb Co.	798 shares	24,932	26,007
	British American Tobacco	71 shares	5,228	7,189
	Burberry Group Plc	125 shares	5,074	5,098
	CBS Corp	754 shares	23,398	28,690
	CBRE Group Inc.	160 shares	2,432	3,184
	CNOOC Ltd.	20 shares	3,630	4,400
	CVS Corp	600 shares	28,586	29,010
	Cabot Oil & Gas Corp	65 shares	2,366	3,233
	Canon Inc.	119 shares	5,011	4,666
	Carefusion Corp.	234 shares	5,644	6,688
	Carpenter Technology	55 shares	3,082	2,840
	Centrica Plc	250 shares	5,240	5,500
	Cheung Kong Holdings Ltd	277 shares	3,695	4,299
	Chevron Corp	307 shares	29,405	33,199
	China Construction	300 shares	4,319	4,869
	Chipotle Mexican Grill	33 shares	8,120	9,816
	Chubb Corp	229 shares	15,338	17,248
	Cisco Systems Inc	593 shares	11,710	11,652
	Citigroup Inc.	1,679 shares	52,328	66,421
	Comcast Corp	1,208 shares	42,968	45,131
	Commonwealth Reit	161 shares	4,176	2,550
	CIE Financiere Richemont	904 shares	4,852	7,042
	Compuware Corp	507 shares	4,207	5,511
	Con-Way Inc	129 shares	4,380	3,589
	Corp Office Pptys Trust	172 shares	5,632	4,297
	Credit Suisse Gp	127 shares	4,799	3,119
	Cummins Engine Co Inc.	121 shares	12,140	13,110
	Cytec Ind Inc.	75 shares	3,711	5,162
	DBS Group Holdings	118 shares	5,256	5,789
	Danaher Corp	189 shares	9,618	10,565
	Delta Air Lines Inc.	341 shares	3,442	4,048
	Diageo Plc	53 shares	4,399	6,179
	Dicks Sporting Goods Inc	89 shares	4,568	4,049
	Diebold Inc	123 shares	4,095	3,765
	Walt Disney Company	199 shares	9,545	9,908
	Discover Financial Services	451 shares	9,769	17,386
	Dollar General Corp	200 shares	10,450	8,818
	Dollar Tree Inc.	64 shares	3,024	2,596

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Dover Corp	70 shares	3,284	4,600
	Dresser Rand Group Inc.	57 shares	2,031	3,200
	DuPont Fabros Technology	247 shares	5,717	5,968
	E M C Corporation	733 shares	19,176	18,545
	Eaton Vance Corp	98 shares	3,083	3,121
	Ebay Inc	378 shares	18,871	19,277
	Electronic Arts	244 shares	3,836	3,543
	Endo Pharmaceuticals Holdings	150 shares	4,549	3,935
	Energizer Holdings Inc.	57 shares	3,780	4,559
	Equinix Inc	70 shares	13,337	14,434
	Express Scripts Holding Co.	376 shares	21,660	20,304
	Exxon Mobil Corp	484 shares	37,824	41,890
	Fairchild Semiconductor	284 shares	4,067	4,090
	Fanuc Ltd.	197 shares	5,030	6,121
	Fid National Title Group	256 shares	4,293	6,029
	First Niagara Financial Group Inc.	376 shares	4,286	2,982
	Firstmerit Corp	206 shares	3,059	2,923
	Forest City Enterprises	466 shares	7,138	7,526
	Fresenius M C Ag	118 shares	4,028	4,047
	GNC Holdings Inc	216 shares	8,233	7,189
	GAP Inc.	200 shares	4,224	6,208
	General Electric	664 shares	13,136	13,937
	Gilead Sciences Inc	397 shares	26,129	29,160
	Glaxosmithkline Inc.	96 shares	4,053	4,173
	Goldman Sachs Group Inc	247 shares	27,787	31,507
	Google Inc.	14 shares	9,684	9,903
	W W Grainger Inc	111 shares	22,143	22,463
	Guess Inc.	151 shares	4,512	3,706
	HCC Ins Holdings	118 shares	4,204	4,391
	HSBC Holdings	240 shares	12,233	12,737
	Hancock Holding Co	118 shares	3,973	3,744
	Hanesbrands Inc.	172 shares	4,086	6,161
	Hang Lung Properties	253 shares	4,931	5,098
	Henkel KGAA	52 shares	3,270	4,284
	Hollyfrontier Corp	119 shares	2,892	5,539
	Home Depot Inc.	328 shares	15,286	20,287
	Honda Motor	159 shares	5,130	5,873
	Hospira Inc.	171 shares	5,914	5,342
	Ilex Corp	101 shares	3,426	4,700
	Imperial Tob Group	64 shares	4,124	4,959

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Industrial and Commercial Bank of China	355 shares	4,845	5,140
	ING Group	546 shares	5,819	5,182
	Ingram Micro Inc	218 shares	3,895	3,689
	International Paper	582 shares	17,763	23,187
	Intuitive Surgical Inc	30 shares	15,323	14,711
	J P Morgan Chase and Co	1,113 shares	43,094	48,938
	Jacobs Engineering Group	62 shares	2,751	2,639
	Jarden Corp	75 shares	2,302	3,878
	Jefferies Group Inc	165 shares	2,961	3,064
	KBR Inc	126 shares	4,080	3,770
	Kemper Corp	126 shares	3,934	3,717
	Kinder Morgan Inc	292 shares	11,027	10,316
	Komatsu	247 shares	5,956	6,350
	Kubota Ltd	132 shares	5,828	7,606
	LVMH Moet Hennessy	215 shares	6,064	8,103
	Lafarge	435 shares	7,016	7,047
	Lauder Estee Cos	133 shares	5,897	7,961
	Lear Corp	77 shares	3,114	3,607
	Lennar Corp	145 shares	2,672	5,607
	Liberty Global Inc	206 shares	12,442	12,970
	Lilly Eli Co	486 shares	18,180	23,970
	Limited Inc.	520 shares	19,551	24,471
	Linkedin Corp	44 shares	4,255	5,052
	Lowes Companies Inc	548 shares	19,596	19,465
	Lululemon Athletica Inc.	225 shares	14,875	17,152
	MDU Resources Group	157 shares	3,457	3,335
	Manpower Inc.	93 shares	3,439	3,947
	Marathon Oil Corp	454 shares	11,218	13,920
	Marathon Petroleum Corp	461 shares	20,344	29,043
	Marks and Spencer Gp	507 shares	5,536	6,317
	Mattel Inc.	146 shares	2,909	5,347
	McDermott Intl Inc	302 shares	2,979	3,328
	McDonalds Corp	113 shares	8,302	9,968
	Meadwestvaco Corp	105 shares	2,852	3,346
	Merck and Co Inc	612 shares	26,019	25,055
	Metlife Inc	456 shares	14,702	15,021
	Microsoft Corp	1,136 shares	34,306	30,341
	Microchip Technology Inc	103 shares	3,062	3,357
	Mitsubishi Corp	227 shares	9,916	8,751
	Mitsubishi Estate Ltd	246 shares	4,428	5,889

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Value</i>
	Monsanto Co.	281 shares	16,789	26,597
	NCR Corporation	244 shares	4,964	6,217
	National-Oilwell Inc.	301 shares	21,761	20,573
	Nestle S A	173 shares	8,450	11,274
	New York Community Bancorp	384 shares	4,935	5,030
	Newell Rubbermaid Inc.	201 shares	3,046	4,476
	News Corp	1,080 shares	25,580	27,551
	Nidec Corporation	157 shares	3,073	2,287
	Nike Inc.	358 shares	12,826	18,473
	Novartis	138 shares	7,629	8,735
	NV Energy Inc	314 shares	5,159	5,696
	OGE Energy Corp	88 shares	4,170	4,955
	Oasis Petroleum Inc	161 shares	2,955	5,120
	Omnicare Inc.	213 shares	5,829	7,689
	On Semiconductor Corp	510 shares	3,921	3,596
	Owens & Minor Inc.	195 shares	5,821	5,559
	Owens Ill Inc	209 shares	5,486	4,445
	PNM Resources Inc	163 shares	3,573	3,343
	PVH Corp	48 shares	3,251	5,328
	Packaging Corp America	142 shares	3,925	5,463
	Parametric Tech Corp	181 shares	4,211	4,074
	Parker Hannifin Corp	288 shares	22,426	24,497
	Patterson UTI Energy Inc.	177 shares	3,090	3,298
	Perrigo Co	46 shares	5,005	4,785
	Pfizer Inc.	1,654 shares	38,955	41,481
	Ping An Ins Group Co	263 shares	4,238	4,521
	Polycom Inc.	233 shares	4,053	3,483
	Precision Castparts	135 shares	20,377	25,572
	Priceline Com Inc.	31 shares	15,890	19,232
	Protective Life Corp	109 shares	3,174	3,115
	Prudential PLC	297 shares	6,004	8,479
	Qualcom Inc.	444 shares	26,365	27,465
	Raytheon Company	203 shares	9,803	11,685
	Rio Tinto Plc	202 shares	11,415	11,734
	Roche Holding Ltd	164 shares	6,399	8,282
	Rock-Tenn Co	48 shares	3,213	3,356
	Rockwood Holdings Inc	85 shares	4,143	4,204
	Royal Dutch Shell Plc	179 shares	12,206	12,342
	SM Energy Co	113 shares	5,928	5,900
	SPX Corp	61 shares	3,702	4,279

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

HARTZELL COMPANIES

RETIREMENT PLAN NUMBER 003

EMPLOYER IDENTIFICATION NUMBER 31-0674874

SCHEDULE H, PART IV, 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
	Sanofi Synthelabo	176 shares	6,594	8,339
	SAP Aktiengesellschaft	108 shares	5,471	8,681
	Schlumberger Ltd	406 shares	28,297	28,135
	Schneider Elec SA	370 shares	5,744	5,472
	Shin-Etsu Chem	465 shares	6,406	7,059
	Siemens AG	71 shares	6,688	7,772
	Smithfield Foods Inc	193 shares	3,886	4,163
	J M Smucker Co	50 shares	3,641	4,312
	Spirit Aerosystems Holdings	167 shares	4,158	2,834
	Starbucks Corp	290 shares	11,080	15,553
	Starwood Hotels and Resorts Worldwide	542 shares	27,374	31,089
	Suncor Energy Inc	583 shares	19,117	19,227
	TJX Cos Inc	649 shares	17,910	27,550
	Taiwan S Manufacturing	379 shares	4,398	6,504
	Take Two Interactive Softward	397 shares	4,327	4,371
	Technip-Coflexip	181 shares	4,693	5,334
	Tenet Healthcare Corp	304 shares	6,752	9,871
	Tesco Plc	337 shares	6,074	5,587
	Teva Pharmaceutical Inds	113 shares	5,267	4,219
	Thor Industries Inc.	84 shares	2,355	3,144
	3M Company	234 shares	20,708	21,727
	Time Warner Cable Inc.	234 shares	15,609	22,742
	Timken Company	107 shares	3,656	5,118
	Total S A	159 shares	8,016	8,270
	Toyota Motor Corp	86 shares	7,151	8,020
	Travelers Cos Inc	255 shares	16,428	18,314
	Tullow Oil Plc	377 shares	4,050	3,928
	UGI Corp	125 shares	3,393	4,089
	US Bancorp	1,203 shares	36,687	38,424
	Ultra Petroleum Corp	135 shares	3,669	2,448
	Unilever NV	184 shares	5,600	7,047
	Union Pacific Corp	97 shares	7,656	12,195
	United Rentals Inc	56 shares	2,504	2,549
	United Therapeutics Corp	87 shares	4,301	4,648
	UnitedHealth Group Inc.	301 shares	10,824	16,326
	Universal Health Services	130 shares	5,064	6,286
	Valero Energy Corp	403 shares	11,007	13,750
	Verizon Communications	623 shares	24,797	26,957
	VISA Inc.	204 shares	19,602	30,922
	VMware, Inc	174 shares	16,619	16,380

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HARTZELL COMPANIES
RETIREMENT PLAN NUMBER 003
EMPLOYER IDENTIFICATION NUMBER 31-0674874
SCHEDULE H, PART IV, 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Value</i>
	Vodafone Group	462 shares	11,907	11,638
	Volkswagen A G	228 shares	6,479	10,622
	WPP Plc	103 shares	5,634	7,509
	Wal Mart Stores Inc	225 shares	16,012	15,352
	Walgreen Co	347 shares	11,964	12,842
	Washington Federal Inc	170 shares	2,917	2,868
	Webster Financial Corp	168 shares	3,393	3,452
	Wells Fargo & Co.	1,343 shares	40,739	45,904
	Whiting Petroleum Corp	101 shares	3,892	4,380
	Wyndham Worldwide Corp	78 shares	2,733	4,150
	Wynn Resorts Ltd	186 shares	21,558	20,923
	Xstrata Plc	1,301 shares	4,290	4,449
	Yum Brands Inc	134 shares	7,525	8,898
	Zurich Insurance Group	205 shares	4,583	5,494
	Total		<u>\$ 2,431,148</u>	<u>\$ 2,735,516</u>
	PREFERRED STOCK			
	Wells Fargo & Co. Ser. J	207 shares	<u>\$ 4,941</u>	<u>\$ 6,075</u>
	TOTAL INVESTMENTS - at fair value		<u>\$ 5,459,537</u>	<u>\$ 5,822,057</u>

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

THE HARTZELL COMPANIES RETIREMENT PLAN**EIN/PN: 31-0263158 / 001****ATTACHMENT TO 2012 SCHEDULE SB, PART 32 – SCHEDULE OF SHORTFALL AMORTIZATION BASES****2.4 Shortfall Amortization Summary**

Date Established	Initial Amount	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2012
January 1, 2008	\$ 880,733	3	\$ 147,309	\$ 419,135
January 1, 2009	\$ (622,139)	4	\$ (110,398)	\$ (408,023)
January 1, 2010	\$ 1,115,273	5	\$ 180,122	\$ 810,895
January 1, 2011	\$ 179,764	6	\$ 21,708	\$ 113,314
January 1, 2012	\$ (710,542)	7	<u>\$ (120,596)</u>	<u>\$ (710,542)</u>
Total charge			\$ 118,145	\$ 224,779