Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
JES TECH 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/2002

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

JES TECH

16870 ROYAL CREST DR
HOUSTON, TX 77058

16870 ROYAL CREST DR
HOUSTON, TX 77058

2b Employer Identification Number (EIN)
36-4465724

2c Sponsor's telephone number
713-640-9424

2d Business code (see instructions)
561300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JENNIFER THOMAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	BOBBIE JESSIE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

JES TECH

16870 ROYAL CREST DR
HOUSTON, TX 77058

3b Administrator's EIN
36-4465724

3c Administrator's telephone number
713-640-9424

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**	119
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	120
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	145
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	145
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	137
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:
2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
JES TECH 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JES TECH

D Employer Identification Number (EIN)
36-4465724

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	1156	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

EDWARD D JONES & CO

43-0354811

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN US GOVT A - FRANKLIN TEMPL 94-3167260	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HTFD FLTNG RATE R4 - HARTFORD ADMIN 41-0679409	0.25%

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS BALANCED S - JANUS SERVICES L 43-1804048	0.25%

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS INTL NEW DISC R3 - MFS SERVICE 04-2865649	0.25%

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU GLOBAL RE A - PRUDENTIAL MUTUAL 22-3703799	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTN CNVRTBL SEC A - PUTNAM INVESTO 04-2539562	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTN GLOBAL INC TR A - PUTNAM INVES 04-2539562	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM VOYAGER A - PUTNAM INVESTOR 04-2539562	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS GLOBAL NAT RES A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R4 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR DEV MKTS A - OPPENHEIMERFUND 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR EQUITY INC A - OPPENHEIMERFU 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR GOLD SPLMIN A - OPPENHEIMERF 13-2953455	$5M+=0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTN CNVRTBL SEC A - PUTNAM RETAIL 04-1223767	$0-<$1M=1.00% $1M-<$2M=0.75% $2M+=0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTN GLOBAL INC TR A - PUTNAM RETAI 04-1223767	$0-<$1M=1.00% $1M-<$2M=0.75% $2M+=0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
EDWARD D JONES & CO	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM VOYAGER A - PUTNAM RETAIL MG 04-1223767	$0-<$1M=1.00% $1M-<$2M=0.75% $2M+=0.50%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
JES TECH 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JES TECH

D Employer Identification Number (EIN)
36-4465724

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	0	1450
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	38703	70369
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	72813	93973
(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)	1293218	2372533
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1404734	2538325
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1404734	2538325

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)	220341	
	(B) Participants	2a(1)(B)	368150	
	(C) Others (including rollovers)	2a(1)(C)	486318	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1074809
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3374	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3379
	(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)	45795	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		45795
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		177421
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1301404
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	166657	
(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)		166657
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1156	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1156
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		167813
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1133591
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ROBERTSON & ROBERTSON, PLLC **(2)** EIN: 26-1631123

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		105000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
JES TECH 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JES TECH

D Employer Identification Number (EIN)
36-4465724

Part I Distributions

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

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

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

EIN(s): 04-6568107 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

JES Tech 401k Plan

Financial Statements and Supplemental Information
(Modified Cash Basis)
December 31, 2012 and 2011

ROBERTSON & ROBERTSON PLLC
CERTIFIED PUBLIC ACCOUNTANTS. AUDIT & ASSURANCE SPECIALISTS.

Table of Contents
JES Tech 401k Plan
December 31, 2012 and 2011

Page(s)

Report of Independent Auditors.....3

Financial Statements

Statements of Net Assets Available for Benefits (Modified Cash Basis) 4

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis).....5

Notes to Financial Statements.....6

Supplemental Schedules

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis).....15

Note: *All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.*

ROBERTSON & ROBERTSON PLLC
CERTIFIED PUBLIC ACCOUNTANTS. AUDIT & ASSURANCE SPECIALISTS.

Independent Auditor's Report

To the Trustees and Plan Administrator of the JES Tech 401k Plan Plan and Participants:

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

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

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

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

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, Schedule H, Line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

Robertson & Robertson, PLLC.

Robertson & Robertson, PLLC
Houston, Texas
October 11, 2013

800 WILCREST DRIVE SUITE 205 HOUSTON, TEXAS 77042 713.953.1040 WWW.CPAROBERTSON.COM

Statements of Net Assets Available for Benefits
(Modified Cash Basis)
JES Tech 401k Plan
December 31, 2012 and 2011

	12/31/2012	12/31/2011
Assets:		
Investments, at fair value	$ 2,442,902	$ 1,331,922
Total investments	2,442,902	1,331,922
Contributions receivable:		
Participant contributions	1,450	-
Notes receivable from participants	93,973	72,813
Total contributions receivable	95,423	72,813
Total assets	2,538,325	1,404,735
Net assets available for benefits	**$ 2,538,325**	**$ 1,404,735**

The accompanying notes are an integral part of these financial statements

Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
JES Tech 401k Plan
December 31, 2012

		12/31/2012
Additions:		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$	177,420
Interest and dividends		45,800
Total investment income		223,220
Interest from notes receivable from participants		3,374
Contributions:		
Participants' contributions		368,150
Employer's contributions		220,341
Rollovers		486,318
Total contributions		1,074,809
Total additions		1,301,403
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants		166,657
Administrative expenses		1,156
Total deductions		167,813
Net increase		1,133,590
Net assets available for benefits, beginning of year		1,404,735
Net assets available for benefits, end of year	**$**	**2,538,325**

The accompanying notes are an integral part of these financial statements

Note A – Description of the plan

The following brief description of the JES Tech 401(k) Plan ("the Plan") is provided for general information purposes only. The Plan is sponsored by JES Tech (the "Plan Sponsor" or "Company"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is defined contribution plan that provides retirement savings benefits to eligible employees of the Company through tax deferred voluntary contributions by employees and discretionary contributions by the Company. Employees are eligible to participate in the Plan after the attainment of the age of twenty-one (21). An employee's entry date is the first day of the month coinciding with or next following the date they satisfy the eligibility requirements. The Plan, which commenced effective September 1, 2002, was amended and restated effective May 1, 2011, is subject to the provisions of the Employment Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"). The Company is the designated administrator of the Plan and Fidelity Management Trust Company ("FMTC") is the custodian of the Plan responsible for the management and control of the Plan's assets which are held in individual participant investment accounts.

Plan Amendment

Effective May 1, 2011, the plan was amended to allow employees of BEI-JES Oak Ridge, LLC ("BJOR"), a joint venture formed between the Plan Sponsor and Brandan Enterprises, Inc., to participate in the plan.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) employer Safe Harbor and (b) Plan earnings (losses) and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employee contributions

Participants may elect to contribute, on a pre-tax basis, up to 60% (not including Catch-up Contributions) of their eligible annual compensation, as defined by the Plan, not to exceed the maximum amount allowed under the IRC. The amount deferred is not subject to federal taxation to the participants until distributions are made from the Plan. Participants who have attained age fifty (50) or older before the end of the tax year are eligible to make catch-up contributions up to the maximum amount allowed for deferral under the IRC. Participants may discontinue their election to contribute at any time. Transfers from qualified plans are allowed under the provisions of the Plan. Additional after-tax voluntary contributions are not allowed.

Employer contributions

The Plan is a safe harbor plan providing matching contributions under a basic matching contribution formula. During 2012 and 2011, the Company matched 100% of the participant's contributions up to the first 3% of each participant's eligible compensation, plus 50% of the participant's contributions up to the next 2% of eligible compensation. The Company matching contributions are 100% vested immediately and invested in the same manner as the participant has directed for their contributions.

The contribution period for calculating employer matching contributions is the Plan Year. A participant who is an active participant during the contribution period shall be entitled to receive matching contributions.

Rollovers

Rollovers represent funds transferred to the Plan from other qualified plans. Participants may roll over certain qualifying funds into the Plan in accordance with the Plan document. The Plan will not accept rollovers of designated Roth contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct employer and employee contributions into various investment options offered by the Plan. Investment options consist of publicly traded mutual funds sponsored by Fidelity Investments Institutional Operations Company, Inc. ("Fidelity"). Participants may redirect the investment of future contributions or exchange existing balances among available investment options at any time.

Vesting

Participants are immediately vested in their employee and employer contributions plus actual earnings (losses) thereon. There is no vesting schedule in place.

Forfeited accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. The Plan provides for 100% immediate vesting on Employer contributions, therefore, there are no forfeitures retained in the Plan.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their account balance, whichever is less. No more than one loan can be outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at a rate of 4.25% to 5.75% which were consistent with local prevailing rates at the time the loans were initiated as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. All loans must be repaid within five years, unless the loan is used to purchase a primary residence, for which loan terms may range up to ten years.

Payment of Benefits

On termination of employment, disability, death, or normal retirement, a participant or designated beneficiary may elect to receive a lump-sum cash distribution equal to the value of the participant's vested account balance, a direct rollover distribution, or a combination of a lump-sum cash distribution and direct rollover distribution. If the vested account balance is $1,000 or less, the account will be distributed to the participant without consent as a lump sum distribution in cash.

If an active participant has attained age fifty-nine and one-half (59½), they may elect to withdraw all or a portion of their account while still employed by the Company. Hardship distributions are available to participants who demonstrate an immediate and heavy financial need. In accordance with Internal Revenue Service ("IRS") regulations, participants must exhaust all other assets reasonably available to them prior to obtaining a hardship withdrawal. Participant's deferral contributions to the Plan will be suspended for six (6) months after the receipt of the hardship distribution.

Administrative Expenses

Except for fees related to specific transactions requested and paid by the participant, substantially all administrative expenses are paid by the Company, which is a party-in-interest. Accordingly, these expenses are not reflected in the accompanying financial statements and constitute exempt party-in-interest transactions under ERISA.

Reclassifications

Certain amounts in the prior period presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net assets available for benefits.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements and supplemental schedules of the Plan are prepared on the modified cash basis, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles and an acceptable alternative method of reporting under regulations issued by the Department of Labor. Under this basis, investments are reported at fair value; investment income, including net realized and unrealized appreciation (depreciation) in the fair value of investments, is recognized in the period incurred; contributions are recognized when received rather than as earned; and benefits and expenses are recognized when paid rather than as incurred.

Use of Estimates

The preparation of the financial statements in conformity with the modified cash basis of accounting requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011.

On July 8, 2013, the FASB issued ASU No. 2013-09, which indefinitely defers the requirements for nonpublic employee benefit plans within the ASU's scope to disclose quantitative information about significant unobservable inputs used in Level 3 fair value measurements of certain equity investments as prescribed by ASU No. 2011-04. The deferral is effective as of July 8, 2013, for financial statements not yet issued. Accordingly, the adoption of ASU 2011-04 and ASU 2013-09 will not have an impact on the plan's financial statements as of December 31, 2012.

Investment valuation and income recognition

Investments are reported at fair value and are measured in accordance with ASC 820. Fair value is the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a settlement-date basis. Interest and dividends are accrued in accordance with the modified cash basis of accounting. Net appreciation (depreciation) in value of investments includes realized gains and losses on investments bought and sold during the year and unrealized appreciation (depreciation) of investments held at year-end. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefits paid to participants are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan Document.

Risks and uncertainties

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

Note C - Information Certified by the Custodian (Unaudited) or Investments

At December 31, 2012 and 2011, the Plan's investments were held by Fidelity Management Trust Company ("FMTC") ("the Custodian"). The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The fair value of investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets, as reported by the Custodian is summarized as follows:

	12/31/2012	12/31/2011
Fidelity Freedom 2015*	$ 303,109	$ 218,051
Fidelity Freedom 2020*	370,650	306,603
Fidelity Freedom 2025*	280,993	191,991
Fidelity Freedom 2030*	192,292	112,209
Fidelity Freedom 2035*	**	81,399
Fidelity Freedom 2045*	**	70,483
Fidelity Freedom 2010*	**	91,526
Oppenheimer Developing Markets Fund Class A	183,895	**
Oppenheimer Equity Income Fund Class A	146,856	**
All other investments less than 5%	965,107	259,660
	$ 2,442,902	**$ 1,331,922**

* Indicates party-in-interest.

** Represents less than five percent (5%) of the Plan's net assets as of December 31.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	12/31/2012
Fixed income funds	$ 5,148
Balanced/asset allocation funds	1,053
Target date retirement funds	124,449
Large-cap funds	10,140
Mid-cap funds	6,998
Small-cap funds	950
International funds	28,142
Specialty funds	540
	$ 177,420

Note D – Fair Value Measurements

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

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

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

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

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.

Registered investment companies (mutual funds): Valued at the net asset value ("NAV") of shares held by the plan at year end.

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

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

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Fixed income funds	$ 143,546	$ -	$ -	$ 143,546
Balanced funds	84,965	-	-	84,965
Target date retirement funds	-	1,605,309	-	1,605,309
Large-cap funds	168,012	-	-	168,012
Mid-cap funds	62,907	-	-	62,907
Small-cap funds	67,340	-	-	67,340
International funds	214,291	-	-	214,291
Specialty funds	26,163	-	-	26,163
Money market funds	70,369	-	-	70,369
	$ 837,593	**$ 1,605,309**	**$ -**	**$ 2,442,902**

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Fixed income funds	$ 10,373	$ -	$ -	$ 10,373
Balanced funds	2,210	-	-	2,210
Target date retirement funds	-	1,192,100	-	1,192,100
Large-cap funds	19,439	-	-	19,439
Mid-cap funds	15,238	-	-	15,238
Small-cap funds	19,658	-	-	19,658
International funds	19,205	-	-	19,205
Specialty funds	14,996	-	-	14,996
Money market funds	38,703	-	-	38,703
	$ 139,822	**$ 1,192,100**	**$ -**	**$ 1,331,922**

Note E – Related party transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments Institutional Operations Company, Inc. Fidelity Management Trust Company ("FMTC"), an affiliate of Fidelity Investments Institutional Operations Company, Inc., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Any purchases and sales of these investments are open market transactions at fair market value. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

The Plan has notes receivables from certain of its participants. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Note F - Plan termination

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

Note G - Tax status

The underlying volume submitted defined contribution plan adopted by the Plan has received an opinion letter from the Internal Revenue Service (“IRS”) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related Plan is tax-exempt. In accordance with Revenue Procedures 2012-6 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded

that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note H – Subsequent Events

For the year-ended December 31, 2012, the Company has evaluated subsequent events and transactions for potential recognition and disclosure through October 11, 2013, the date the financial statements were available to be issued.

The Plan Sponsor amended and restated the Plan effective October 14, 2013. The amendment revises the employer matching contribution from 100% of the participant's contributions up to the first 3% of each participant's eligible compensation, plus 50% of the participant's contributions up to the next 2% of eligible compensation to 50% of the participant's contributions up to 6% of each participant's eligible compensation. The Company matching contributions are 100% vested immediately and invested in the same manner as the participant has directed for their contributions.

Supplemental Information

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
JES Tech 401k Plan
Employer Identification Number: 36-4465724, PN: 001
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
	Prudential Investments	Prudential Global Real Estate Fund Class A	**	$ 2,222
	Putnam	Putnam Voyager Fund Class A	**	21,156
	RS Funds	RS Global Natural Resources Fund Class A	**	12,244
	Invesco Advisers, Inc.	Invesco Small Companies Fund Class A	**	67,342
	Thornburg Investment Mgmt, Inc.	Thornburg International Value Fund Class R4	**	13,588
	Putnam	Putnam Convertible Securities Fund Class A	**	3,783
	Putnam	Putnam Global Income Trust Class A	**	69,629
	Hartford Mutual Funds	Hartford Floating Rate Fund Class R4	**	7,112
	Franklin Templeton Investment Funds	Franklin U.S. Government Securities Series Class A	**	23,674
	OppenheimerFunds, Inc.	Oppenheimer Developing Markets Fund Class A	**	183,895
	OppenheimerFunds, Inc.	Oppenheimer Equity Income Fund Class A	**	146,856
	OppenheimerFunds, Inc.	Oppenheimer Gold and Special Minerals Fund Class A	**	7,914
	Lord, Abbett & Co. LLC	Lord Abbett Value Opportunities Fund Class A	**	62,907
	MFS Investment Management	MFS International New Discovery Fund Class R3	**	16,808
	Janus	Janus Balanced Fund Class S	**	79,429
	Fidelity Management Trust Co	Prime Fund - Daily Money Class	**	70,369
*	Fidelity Management Trust Co	Fidelity Advisor® Emerging Markets Income Fund - Class T	**	43,130
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2010 Fund® - Class T	**	34,595
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2020 Fund® - Class T	**	370,650
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2030 Fund® - Class T	**	192,292
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2040 Fund® - Class T	**	61,108
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom Income Fund® - Class T	**	5,535
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2005 Fund® - Class T	**	41,914
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2015 Fund® - Class T	**	303,109
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2025 Fund® - Class T	**	280,993
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2035 Fund® - Class T	**	180,620
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2045 Fund® - Class T	**	91,144
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2050 Fund® - Class T	**	46,628
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2055 Fund® - Class T	**	2,256
*	Participant Loans	Interest rates ranging from 4.25% to 5.75% with various due dates	-0-	93,973
				$ 2,536,875

* Denotes party-in-interest as defined by ERISA

** Cost information is not required for participant-directed investments and, therefore, is not included.

Information certified as complete and accurate by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, but not audited by the Plan's independent accountant

JES Tech 401k Plan

Financial Statements and Supplemental Information
(Modified Cash Basis)
December 31, 2012 and 2011

ROBERTSON & ROBERTSON PLLC
CERTIFIED PUBLIC ACCOUNTANTS. AUDIT & ASSURANCE SPECIALISTS.

Table of Contents
JES Tech 401k Plan
December 31, 2012 and 2011

Page(s)

Report of Independent Auditors.....3

Financial Statements

Statements of Net Assets Available for Benefits (Modified Cash Basis) 4

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis).....5

Notes to Financial Statements.....6

Supplemental Schedules

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis).....15

Note: *All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.*

ROBERTSON & ROBERTSON PLLC
CERTIFIED PUBLIC ACCOUNTANTS. AUDIT & ASSURANCE SPECIALISTS.

Independent Auditor's Report

To the Trustees and Plan Administrator of the JES Tech 401k Plan Plan and Participants:

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

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

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

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

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, Schedule H, Line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

Robertson & Robertson, PLLC.

Robertson & Robertson, PLLC
Houston, Texas
October 11, 2013

800 WILCREST DRIVE SUITE 205 HOUSTON, TEXAS 77042 713.953.1040 WWW.CPAROBERTSON.COM

Statements of Net Assets Available for Benefits
(Modified Cash Basis)
JES Tech 401k Plan
December 31, 2012 and 2011

	12/31/2012	12/31/2011
Assets:		
Investments, at fair value	$ 2,442,902	$ 1,331,922
Total investments	2,442,902	1,331,922
Contributions receivable:		
Participant contributions	1,450	-
Notes receivable from participants	93,973	72,813
Total contributions receivable	95,423	72,813
Total assets	2,538,325	1,404,735
Net assets available for benefits	**$ 2,538,325**	**$ 1,404,735**

The accompanying notes are an integral part of these financial statements

Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
JES Tech 401k Plan
December 31, 2012

		12/31/2012
Additions:		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$	177,420
Interest and dividends		45,800
Total investment income		223,220
Interest from notes receivable from participants		3,374
Contributions:		
Participants' contributions		368,150
Employer's contributions		220,341
Rollovers		486,318
Total contributions		1,074,809
Total additions		1,301,403
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants		166,657
Administrative expenses		1,156
Total deductions		167,813
Net increase		1,133,590
Net assets available for benefits, beginning of year		1,404,735
Net assets available for benefits, end of year	**$**	**2,538,325**

The accompanying notes are an integral part of these financial statements

Note A – Description of the plan

The following brief description of the JES Tech 401(k) Plan ("the Plan") is provided for general information purposes only. The Plan is sponsored by JES Tech (the "Plan Sponsor" or "Company"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is defined contribution plan that provides retirement savings benefits to eligible employees of the Company through tax deferred voluntary contributions by employees and discretionary contributions by the Company. Employees are eligible to participate in the Plan after the attainment of the age of twenty-one (21). An employee's entry date is the first day of the month coinciding with or next following the date they satisfy the eligibility requirements. The Plan, which commenced effective September 1, 2002, was amended and restated effective May 1, 2011, is subject to the provisions of the Employment Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"). The Company is the designated administrator of the Plan and Fidelity Management Trust Company ("FMTC") is the custodian of the Plan responsible for the management and control of the Plan's assets which are held in individual participant investment accounts.

Plan Amendment

Effective May 1, 2011, the plan was amended to allow employees of BEI-JES Oak Ridge, LLC ("BJOR"), a joint venture formed between the Plan Sponsor and Brandan Enterprises, Inc., to participate in the plan.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) employer Safe Harbor and (b) Plan earnings (losses) and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employee contributions

Participants may elect to contribute, on a pre-tax basis, up to 60% (not including Catch-up Contributions) of their eligible annual compensation, as defined by the Plan, not to exceed the maximum amount allowed under the IRC. The amount deferred is not subject to federal taxation to the participants until distributions are made from the Plan. Participants who have attained age fifty (50) or older before the end of the tax year are eligible to make catch-up contributions up to the maximum amount allowed for deferral under the IRC. Participants may discontinue their election to contribute at any time. Transfers from qualified plans are allowed under the provisions of the Plan. Additional after-tax voluntary contributions are not allowed.

Employer contributions

The Plan is a safe harbor plan providing matching contributions under a basic matching contribution formula. During 2012 and 2011, the Company matched 100% of the participant's contributions up to the first 3% of each participant's eligible compensation, plus 50% of the participant's contributions up to the next 2% of eligible compensation. The Company matching contributions are 100% vested immediately and invested in the same manner as the participant has directed for their contributions.

The contribution period for calculating employer matching contributions is the Plan Year. A participant who is an active participant during the contribution period shall be entitled to receive matching contributions.

Rollovers

Rollovers represent funds transferred to the Plan from other qualified plans. Participants may roll over certain qualifying funds into the Plan in accordance with the Plan document. The Plan will not accept rollovers of designated Roth contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct employer and employee contributions into various investment options offered by the Plan. Investment options consist of publicly traded mutual funds sponsored by Fidelity Investments Institutional Operations Company, Inc. ("Fidelity"). Participants may redirect the investment of future contributions or exchange existing balances among available investment options at any time.

Vesting

Participants are immediately vested in their employee and employer contributions plus actual earnings (losses) thereon. There is no vesting schedule in place.

Forfeited accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. The Plan provides for 100% immediate vesting on Employer contributions, therefore, there are no forfeitures retained in the Plan.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their account balance, whichever is less. No more than one loan can be outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at a rate of 4.25% to 5.75% which were consistent with local prevailing rates at the time the loans were initiated as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. All loans must be repaid within five years, unless the loan is used to purchase a primary residence, for which loan terms may range up to ten years.

Payment of Benefits

On termination of employment, disability, death, or normal retirement, a participant or designated beneficiary may elect to receive a lump-sum cash distribution equal to the value of the participant's vested account balance, a direct rollover distribution, or a combination of a lump-sum cash distribution and direct rollover distribution. If the vested account balance is $1,000 or less, the account will be distributed to the participant without consent as a lump sum distribution in cash.

If an active participant has attained age fifty-nine and one-half (59½), they may elect to withdraw all or a portion of their account while still employed by the Company. Hardship distributions are available to participants who demonstrate an immediate and heavy financial need. In accordance with Internal Revenue Service ("IRS") regulations, participants must exhaust all other assets reasonably available to them prior to obtaining a hardship withdrawal. Participant's deferral contributions to the Plan will be suspended for six (6) months after the receipt of the hardship distribution.

Administrative Expenses

Except for fees related to specific transactions requested and paid by the participant, substantially all administrative expenses are paid by the Company, which is a party-in-interest. Accordingly, these expenses are not reflected in the accompanying financial statements and constitute exempt party-in-interest transactions under ERISA.

Reclassifications

Certain amounts in the prior period presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net assets available for benefits.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements and supplemental schedules of the Plan are prepared on the modified cash basis, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles and an acceptable alternative method of reporting under regulations issued by the Department of Labor. Under this basis, investments are reported at fair value; investment income, including net realized and unrealized appreciation (depreciation) in the fair value of investments, is recognized in the period incurred; contributions are recognized when received rather than as earned; and benefits and expenses are recognized when paid rather than as incurred.

Use of Estimates

The preparation of the financial statements in conformity with the modified cash basis of accounting requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011.

On July 8, 2013, the FASB issued ASU No. 2013-09, which indefinitely defers the requirements for nonpublic employee benefit plans within the ASU's scope to disclose quantitative information about significant unobservable inputs used in Level 3 fair value measurements of certain equity investments as prescribed by ASU No. 2011-04. The deferral is effective as of July 8, 2013, for financial statements not yet issued. Accordingly, the adoption of ASU 2011-04 and ASU 2013-09 will not have an impact on the plan's financial statements as of December 31, 2012.

Investment valuation and income recognition

Investments are reported at fair value and are measured in accordance with ASC 820. Fair value is the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a settlement-date basis. Interest and dividends are accrued in accordance with the modified cash basis of accounting. Net appreciation (depreciation) in value of investments includes realized gains and losses on investments bought and sold during the year and unrealized appreciation (depreciation) of investments held at year-end. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefits paid to participants are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan Document.

Risks and uncertainties

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

Note C - Information Certified by the Custodian (Unaudited) or Investments

At December 31, 2012 and 2011, the Plan's investments were held by Fidelity Management Trust Company ("FMTC") ("the Custodian"). The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The fair value of investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets, as reported by the Custodian is summarized as follows:

	12/31/2012	12/31/2011
Fidelity Freedom 2015*	$ 303,109	$ 218,051
Fidelity Freedom 2020*	370,650	306,603
Fidelity Freedom 2025*	280,993	191,991
Fidelity Freedom 2030*	192,292	112,209
Fidelity Freedom 2035*	**	81,399
Fidelity Freedom 2045*	**	70,483
Fidelity Freedom 2010*	**	91,526
Oppenheimer Developing Markets Fund Class A	183,895	**
Oppenheimer Equity Income Fund Class A	146,856	**
All other investments less than 5%	965,107	259,660
	$ 2,442,902	**$ 1,331,922**

* Indicates party-in-interest.

** Represents less than five percent (5%) of the Plan's net assets as of December 31.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	12/31/2012
Fixed income funds	$ 5,148
Balanced/asset allocation funds	1,053
Target date retirement funds	124,449
Large-cap funds	10,140
Mid-cap funds	6,998
Small-cap funds	950
International funds	28,142
Specialty funds	540
	$ 177,420

Note D – Fair Value Measurements

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

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

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

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

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.

Registered investment companies (mutual funds): Valued at the net asset value ("NAV") of shares held by the plan at year end.

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

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

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Fixed income funds	$ 143,546	$ -	$ -	$ 143,546
Balanced funds	84,965	-	-	84,965
Target date retirement funds	-	1,605,309	-	1,605,309
Large-cap funds	168,012	-	-	168,012
Mid-cap funds	62,907	-	-	62,907
Small-cap funds	67,340	-	-	67,340
International funds	214,291	-	-	214,291
Specialty funds	26,163	-	-	26,163
Money market funds	70,369	-	-	70,369
	$ 837,593	**$ 1,605,309**	**$ -**	**$ 2,442,902**

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Fixed income funds	$ 10,373	$ -	$ -	$ 10,373
Balanced funds	2,210	-	-	2,210
Target date retirement funds	-	1,192,100	-	1,192,100
Large-cap funds	19,439	-	-	19,439
Mid-cap funds	15,238	-	-	15,238
Small-cap funds	19,658	-	-	19,658
International funds	19,205	-	-	19,205
Specialty funds	14,996	-	-	14,996
Money market funds	38,703	-	-	38,703
	$ 139,822	**$ 1,192,100**	**$ -**	**$ 1,331,922**

Note E – Related party transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments Institutional Operations Company, Inc. Fidelity Management Trust Company ("FMTC"), an affiliate of Fidelity Investments Institutional Operations Company, Inc., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Any purchases and sales of these investments are open market transactions at fair market value. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

The Plan has notes receivables from certain of its participants. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Note F - Plan termination

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

Note G - Tax status

The underlying volume submitted defined contribution plan adopted by the Plan has received an opinion letter from the Internal Revenue Service (“IRS”) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related Plan is tax-exempt. In accordance with Revenue Procedures 2012-6 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded

that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note H – Subsequent Events

For the year-ended December 31, 2012, the Company has evaluated subsequent events and transactions for potential recognition and disclosure through October 11, 2013, the date the financial statements were available to be issued.

The Plan Sponsor amended and restated the Plan effective October 14, 2013. The amendment revises the employer matching contribution from 100% of the participant's contributions up to the first 3% of each participant's eligible compensation, plus 50% of the participant's contributions up to the next 2% of eligible compensation to 50% of the participant's contributions up to 6% of each participant's eligible compensation. The Company matching contributions are 100% vested immediately and invested in the same manner as the participant has directed for their contributions.

Supplemental Information

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
JES Tech 401k Plan
Employer Identification Number: 36-4465724, PN: 001
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
	Prudential Investments	Prudential Global Real Estate Fund Class A	**	$ 2,222
	Putnam	Putnam Voyager Fund Class A	**	21,156
	RS Funds	RS Global Natural Resources Fund Class A	**	12,244
	Invesco Advisers, Inc.	Invesco Small Companies Fund Class A	**	67,342
	Thornburg Investment Mgmt, Inc.	Thornburg International Value Fund Class R4	**	13,588
	Putnam	Putnam Convertible Securities Fund Class A	**	3,783
	Putnam	Putnam Global Income Trust Class A	**	69,629
	Hartford Mutual Funds	Hartford Floating Rate Fund Class R4	**	7,112
	Franklin Templeton Investment Funds	Franklin U.S. Government Securities Series Class A	**	23,674
	OppenheimerFunds, Inc.	Oppenheimer Developing Markets Fund Class A	**	183,895
	OppenheimerFunds, Inc.	Oppenheimer Equity Income Fund Class A	**	146,856
	OppenheimerFunds, Inc.	Oppenheimer Gold and Special Minerals Fund Class A	**	7,914
	Lord, Abbett & Co. LLC	Lord Abbett Value Opportunities Fund Class A	**	62,907
	MFS Investment Management	MFS International New Discovery Fund Class R3	**	16,808
	Janus	Janus Balanced Fund Class S	**	79,429
	Fidelity Management Trust Co	Prime Fund - Daily Money Class	**	70,369
*	Fidelity Management Trust Co	Fidelity Advisor® Emerging Markets Income Fund - Class T	**	43,130
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2010 Fund® - Class T	**	34,595
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2020 Fund® - Class T	**	370,650
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2030 Fund® - Class T	**	192,292
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2040 Fund® - Class T	**	61,108
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom Income Fund® - Class T	**	5,535
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2005 Fund® - Class T	**	41,914
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2015 Fund® - Class T	**	303,109
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2025 Fund® - Class T	**	280,993
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2035 Fund® - Class T	**	180,620
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2045 Fund® - Class T	**	91,144
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2050 Fund® - Class T	**	46,628
*	Fidelity Management Trust Co	Fidelity Advisor® Freedom 2055 Fund® - Class T	**	2,256
*	Participant Loans	Interest rates ranging from 4.25% to 5.75% with various due dates	-0-	93,973
				$ 2,536,875

* Denotes party-in-interest as defined by ERISA

** Cost information is not required for participant-directed investments and, therefore, is not included.

Information certified as complete and accurate by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, but not audited by the Plan's independent accountant