

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information						
<b>1a</b> Name of plan <u>TVI, INC. 401(K)/ PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>01/01/1977</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>	<b>1c</b> Effective date of plan <u>01/01/1977</u>			
<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>						
<b>1c</b> Effective date of plan <u>01/01/1977</u>							
<b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)  <u>TVI, INC.</u>  <u>11400 SE 6TH ST.</u> <u>SUITE 220</u> <u>BELLEVUE, WA 98004</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>2b</b> Employer Identification Number (EIN) <u>91-1255756</u></td> <td style="width: 20%;"></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number <u>425-462-1515</u></td> <td></td> </tr> <tr> <td><b>2d</b> Business code (see instructions) <u>453310</u></td> <td></td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN) <u>91-1255756</u>		<b>2c</b> Sponsor's telephone number <u>425-462-1515</u>		<b>2d</b> Business code (see instructions) <u>453310</u>	
<b>2b</b> Employer Identification Number (EIN) <u>91-1255756</u>							
<b>2c</b> Sponsor's telephone number <u>425-462-1515</u>							
<b>2d</b> Business code (see instructions) <u>453310</u>							

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

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

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.  <b>Signature of plan administrator</b>	<u>10/15/2013</u>  Date	<u>RANDY ROTHSCILLER</u>  Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	<b>Signature of employer/plan sponsor</b>	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	<b>Signature of DFE</b>	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)

<b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address  TVI, INC.  11400 SE 6TH ST. SUITE 220 BELLEVUE, WA 98004		<b>3b</b> Administrator's EIN 91-1255756  <b>3c</b> Administrator's telephone number 425-462-1515
<b>4</b> 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: <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 4409
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	5272
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	16
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	1261
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	6549
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	12
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	6561
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	4698
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	748
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

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

<b>A</b> Name of plan <u>TVI, INC. 401(K)/ PROFIT SHARING PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>TVI, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>91-1255756</u>

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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	161664	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

**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
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
BARON ASSET FUND - DST SYSTEMS, INC  43-1581814	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
COL SM CAP VAL II Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
HARBOR INTL INV - PRINCIPAL SHAREHO P.O. BOX 804660 CHICAGO, IL 60680-4108	0.40%	

**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	0.50%	
(a) Enter service provider name as it appears on line 2		(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.
TCW SM CAP GRTH N - U.S. BANCORP FU P.O. BOX 701 MILWAUKEE, WI 53201	0.50%	
(a) Enter service provider name as it appears on line 2		(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.
TRP EQUITY INC ADV - T. ROWE PRICE	0.40%	
52-2269240		



**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>TVI, INC. 401(K)/ PROFIT SHARING PLAN</u>	<b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>	<u>001</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TVI, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>91-1255756</u>	

Part I	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>FID MGD INC PORT</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>04-3022712-024</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4473127</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
<b>A</b> Name of plan <u>TVI, INC. 401(K)/ PROFIT SHARING PLAN</u>		<b>B</b> Three-digit plan number (PN) <span style="float: right;"><u>001</u></span>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>TVI, INC.</u>		<b>D</b> Employer Identification Number (EIN) <u>91-1255756</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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.				
	<b>Assets</b>			
<b>a</b>	Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b>	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions .....	<b>1b(1)</b>	815283	0
	(2) Participant contributions .....	<b>1b(2)</b>		
	(3) Other.....	<b>1b(3)</b>		
<b>c</b>	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	2575	2576
	(2) U.S. Government securities.....	<b>1c(2)</b>		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred .....	<b>1c(3)(A)</b>		
	(B) All other.....	<b>1c(3)(B)</b>		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred .....	<b>1c(4)(A)</b>		
	(B) Common .....	<b>1c(4)(B)</b>		
	(5) Partnership/joint venture interests .....	<b>1c(5)</b>		
	(6) Real estate (other than employer real property) .....	<b>1c(6)</b>		
	(7) Loans (other than to participants) .....	<b>1c(7)</b>		
	(8) Participant loans .....	<b>1c(8)</b>	1034366	1039259
	(9) Value of interest in common/collective trusts.....	<b>1c(9)</b>	4406746	4473127
	(10) Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
	(11) Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
	(12) Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	24554361	30516417
	(14) Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
	(15) Other .....	<b>1c(15)</b>		

<b>1d</b> Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	30813331	36031379

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	30813331	36031379
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**Part II Income and Expense Statement**

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

**Income**

		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	1413223	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	3756919	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	42728	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		5212870
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	45980	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		45980
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	788332	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		788332
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>		
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		76594
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		2724088
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		8847864

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	3423058	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		3423058
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		38459
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		6082
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>		
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>	162217	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		162217
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		3629816

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		5218048
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: CLARK NUBER, P.S.

(2) EIN: 91-1194016

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

	Yes	No	Amount
<b>4a</b>		X	
<b>4b</b>		X	



	Yes	No	Amount
<b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....		X	
<b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		500000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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. ....		X	

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

**5b(1)** Name of plan(s)

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

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>TVI, INC. 401(K)/ PROFIT SHARING PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>TVI, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>91-1255756</u>

<b>Part I</b>	<b>Distributions</b>
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All references to distributions relate only to payments of benefits during the plan year.

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>	<u>0</u>
<b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b>	

<b>Part II</b>	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
<b>5</b> 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.			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>		
<b>c</b> 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).....	<b>6c</b>		
If you completed line 6c, skip lines 8 and 9.			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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.
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<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_

***TVI, INC.***  
***401(k) / PROFIT SHARING PLAN***

Financial Statements

For the Year Ended December 31, 2012

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Certified Public

Accountants  
and Consultants***Independent Auditors' Report******To The Plan Administrator  
TVI, Inc. 401(k) / Profit Sharing Plan  
Bellevue, Washington***

We were engaged to audit the accompanying financial statements of TVI, Inc. 401(k) / Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, 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***

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

***Auditors' Responsibility***

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

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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.

# CLARK NUBER

Certified Public  
Accountants  
and Consultants

## *Other Matter*

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's 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. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

## ***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 supplementary information, 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.

*Clark Nuber P.S.*

Certified Public Accountants  
September 3, 2013



***TVI, INC. 401(k) / PROFIT SHARING PLAN***

***Statements of Net Assets Available for Plan Benefits  
December 31, 2012 and 2011***

---

	<u>2012</u>	<u>2011</u>
<b>Assets:</b>		
Investments, at fair value-		
Money market fund	\$ 2,576	\$ 2,575
Mutual funds	30,516,417	24,554,361
Collective trust fund	<u>4,473,127</u>	<u>4,406,746</u>
Total investments, at fair value	34,992,120	28,963,682
Receivables-		
Notes receivable from participants	1,039,259	1,034,366
Employer contributions	<u>815,283</u>	<u>815,283</u>
Total receivables	<u>1,039,259</u>	<u>1,849,649</u>
<b>Total Assets</b>	<b>36,031,379</b>	<b>30,813,331</b>
<b>Liabilities:</b>		
Excess contributions payable	<u>16,284</u>	<u>40,252</u>
<b>Net Assets Available for Plan Benefits, at Fair Value</b>	<b>36,015,095</b>	<b>30,773,079</b>
Adjustment from fair value to contract value for the fully benefit-responsive collective trust fund	<u>(128,009)</u>	<u>(108,688)</u>
<b>Net Assets Available for Plan Benefits</b>	<b><u>\$ 35,887,086</u></b>	<b><u>\$ 30,664,391</u></b>

*See accompanying notes.*

***TVI, INC. 401(k) / PROFIT SHARING PLAN***

***Statement of Changes in Net Assets Available for Plan Benefits  
For the Year Ended December 31, 2012***

---

**Additions to Net Assets:**

Contributions-

Employee	\$ 3,742,061
Employer	1,411,798
Rollover	42,728

Total contributions 5,196,587

Investment income-

Interest and dividends	845,604
Interest on notes receivable from participants	45,980
Net appreciation in fair value of mutual funds	2,724,088

Net investment income 3,615,672

**Total Additions to Net Assets 8,812,259**

**Deductions from Net Assets:**

Benefits paid to participants	3,427,347
Administrative expenses	162,217

**Total Deductions from Net Assets 3,589,564**

**Net Increase in Net Assets Available for Plan Benefits 5,222,695**

**Net Assets Available for Plan Benefits:**

Beginning of year 30,664,391

**End of Year \$ 35,887,086**

*See accompanying notes.*

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

---

#### ***Note 1 - Plan Description***

The following description of TVI, Inc. 401(k) / Profit Sharing Plan (the Plan) is provided for general information purposes only. More complete information regarding the Plan's provisions may be found in the plan document.

**General** - The Plan is a defined contribution plan established by TVI, Inc. (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company and, effective July 1, 2011, certain employees of Apogee Retail, LLC and Apogee Trucking, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Eligibility** - Employees excluded from participation include leased employees, nonresident aliens and employees covered by a collective bargaining agreement. All other employees who are at least 21 years of age and who have completed one year of service and satisfied 1,000 hours of service, as defined by the Plan's provisions, are eligible to participate in the Plan. Employees are admitted to the Plan on January 1, April 1, July 1, and October 1 following attainment of eligibility requirements for all employee and employer matching contributions and immediately after attainment of eligibility requirements for any discretionary profit sharing contributions. Employees of Apogee Retail and Apogee Trucking are not eligible for discretionary matching contributions or discretionary profit sharing contributions.

**Trustee and Administrator of the Plan** - The Plan is administered by the Vice President of Human Resources and the Chief Financial Officer of the Company. Fidelity Management Trust Company (Fidelity) is the trustee of the Plan.

**Contributions** - Participants are automatically enrolled in the Plan at 2% increasing annually up to a maximum of 10% and may elect to contribute up to 60% of pretax eligible compensation, as defined by the Plan, subject to certain limitations under the IRC. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. The Company may make discretionary matching and discretionary profit sharing contributions. During the year ended December 31, 2012, the Company made matching contributions equal to 50% of each participant's contribution up to 10% of compensation. No discretionary profit sharing contributions were made to Plan during the year ended December 31, 2012.

**Vesting** - Participants are fully vested in their contributions and the earnings thereon. Vesting in Company contributions, and earnings thereon, is based on years of continuous service according to the following schedule:

<i>Years of Service</i>	<i>Percentage Vested</i>
Less than 2	0%
2	25%
3	50%
4	75%
5	100%

**Forfeitures** - Forfeitures are used to reduce future Company contributions or pay administrative expenses. During the year ended December 31, 2012, forfeitures totaling approximately \$139,000 were used to pay administrative expenses. During the year ended December 31, 2012, approximately \$249,000 were used to reduce employer matching contributions made throughout the year. At December 31, 2012 and 2011, there were approximately \$104,000 and \$259,000, respectively, of unallocated forfeitures.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 1 - Continued***

**Participant Accounts** - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions, Company contributions, and the participant's share of the Plan's income or loss and any related administrative expenses. Allocations of income, loss and expenses are based on the proportion that each participant's account balance has to the total of all participants' account balances.

**Payment of Benefits** - On termination of service due to death, disability, or retirement, a participant or beneficiary will receive a lump sum distribution equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

For termination of service with vested benefits of \$1,000 or less, a participant or beneficiary will automatically receive the value of the vested interest in his or her account as a lump sum distribution. For termination of service with vested benefits of greater than \$1,000 but less than \$5,000, a participant or beneficiary will automatically have the value of the vested interest in his or her account rolled into a separate individual retirement account.

**Hardship Withdrawals** - Under certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single sum, the employee contribution portion of their account balance. These conditions include unreimbursed medical expenses, the purchase of the participant's principal residence, the payment of postsecondary education tuition or to prevent eviction or foreclosure from the participant's principal residence. A participant's right to make deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal. The minimum hardship withdrawal is \$500.

**Excess Contributions Payable** - Excess contributions represent amounts withheld from participants in excess of IRC limitations that were refunded to participants subsequent to year-end.

**Notes Receivable from Participants** - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Loans are repayable through after tax payroll deductions on at least a quarterly basis over a five year period, unless the loan is used to acquire a principal residence, in which case the loan term may not exceed ten years from the date of the loan. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator based on local prevailing rates and is fixed throughout the duration of the loan. The interest rates on outstanding loans ranged from 4.25% to 9.25% at December 31, 2012, and mature through November 2022.

**Investment Management and Administrative Expenses** - Investments are subject to management fees which are charged directly against the investment assets and included in the fund's net investment results for the year. The Company pays some of the administrative expenses of the Plan. Certain administrative expenses paid to Fidelity are paid by the Plan.

**Investment Options** - Participants may direct their account balance into investment options offered under the Plan in 1% increments. Investment options are shares of mutual funds, a money market fund and a collective trust fund held and managed by Fidelity. Participants may change their investment elections and make transfers between investment options daily.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 2 - Summary of Significant Accounting Policies***

**Basis of Accounting** - The financial statements of the Plan have been prepared on the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value (NAV) of the fund as reported by the fund's trustee. The statements of net assets available for plan benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

**Investment Valuation** - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

The Fidelity Managed Income Portfolio is a collective trust fund investing primarily in guaranteed investment contracts (GICs), synthetic GICs and insurance investment contracts. The Plan's interest in the collective trust fund is based on the fair value of the collective trust's underlying investments reported by the trustee at year-end.

**Income Recognition** - Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis.

**Net Appreciation in Fair Value of Investments** - Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses.

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits** - Benefits are recorded when paid.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's trustee and management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Subsequent Events** - The Plan's management has evaluated subsequent events through September 3, 2013, the date on which the Plan's financial statements were available to be issued.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 3 - Fair Value Measurements***

U.S. GAAP provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under this guidance are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

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

Collective Trust Fund - Valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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.

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

**Notes to Financial Statements**

**For the Year Ended December 31, 2012**

**Note 3 - Continued**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,576	\$ -	\$ -	\$ 2,576
Mutual funds-				
Blended	16,723,647			16,723,647
Mid-cap equity	5,188,725			5,188,725
Large-cap equity	4,468,440			4,468,440
International equity	2,396,293			2,396,293
Fixed income	1,464,345			1,464,345
Small-cap equity	274,967			274,967
Total mutual funds	30,516,417			30,516,417
Collective trust fund		4,473,127		4,473,127
	<b>\$ 30,518,993</b>	<b>\$ 4,473,127</b>	<b>\$ -</b>	<b>\$ 34,992,120</b>

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,575	\$ -	\$ -	\$ 2,575
Mutual funds-				
Blended	12,419,454			12,419,454
Mid-cap equity	4,713,298			4,713,298
Large-cap equity	4,121,512			4,121,512
International equity	1,927,160			1,927,160
Fixed income	1,178,685			1,178,685
Small-cap equity	194,252			194,252
Total mutual funds	24,554,361			24,554,361
Collective trust fund		4,406,746		4,406,746
	<b>\$ 24,556,936</b>	<b>\$ 4,406,746</b>	<b>\$ -</b>	<b>\$ 28,963,682</b>

## **TVI, INC. 401(k) / PROFIT SHARING PLAN**

### **Notes to Financial Statements**

**For the Year Ended December 31, 2012**

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#### **Note 3 - Continued**

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent) as of December 31:

	<u>2012</u> <u>Fair Value</u>	<u>2011</u> <u>Fair Value</u>	<u>Redemption</u> <u>Frequency</u>	<u>Redemption</u> <u>Notice Period</u>
Fidelity Managed Income Portfolio (a)	\$4,473,127	\$4,406,746	Daily	None

- (a) The objective of the fund is to preserve capital as well as to provide a competitive level of income over time consistent with the preservation of capital. To achieve its investment objective, the fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into "wrap" contracts issued by third-parties and invests in cash equivalents represented by shares of money market funds. The trustee of the fund seeks to minimize the exposure of the fund to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. There were no unfunded commitments as of December 31, 2012 or 2011.

#### **Note 4 - Investments**

The following presents the fair value of investments at year-end that represent 5% or more of the Plan's net assets as of December 31:

	<u>2012</u>	<u>2011</u>
Mutual funds-		
Fidelity Freedom 2010 Fund	\$ 3,053,499	\$ 3,066,235
Fidelity Balanced Fund	2,825,808	2,447,783
Fidelity Freedom 2020 Fund	2,812,088	2,230,235
Fidelity Fund	2,580,154	2,408,181
Fidelity Mid-Cap Stock Fund	2,402,515	2,080,037
Fidelity Freedom 2030 Fund	2,271,139	1,579,054
Harbor International Fund	2,267,186	1,885,545
Collective trust fund-		
Fidelity Managed Income Portfolio	4,473,127	4,406,746



## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 5 - Information Certified by the Plan Trustee***

The Plan's management elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosing under ERISA. Under this provision of ERISA, certain information certified by Fidelity, the trustee, need not be subjected to independent audit.

The Plan's management has obtained certifications from the trustee that the following information provided by the trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2012 and 2011;
- Investment income earned and losses incurred for the year ended December 31, 2012; and
- Investment transactions for the year ended December 31, 2012.

#### ***Note 6 - Tax Status***

The Company adopted a Fidelity volume submitter plan document effective October 27, 2009. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

#### ***Note 7 - Plan Termination***

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

#### ***Note 8 - Party-In-Interest Transactions***

Certain plan investments are shares of mutual funds, a money market fund and a collective trust fund managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for recordkeeping services and distribution and loan processing totaled \$162,217 for the year ended December 31, 2012.

#### ***Note 9 - Risks and Uncertainties***

The Plan provides for various investment fund options which in turn invest in a combination of stocks, bonds, and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

***Notes to Financial Statements***

***For the Year Ended December 31, 2012***

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***Note 10 - Reconciliation to Form 5500***

The Form 5500, which is filed with the Department of Labor, has certain items that differ from the amounts shown on the accompanying statements of changes in net assets available for plan benefits. These differences relate to classification only and have no effect upon net assets available for benefits.

In addition to the differences discussed above, the following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for plan benefits per the financial statements	\$ 35,887,086	\$ 30,664,391
Add adjustment from contract value to fair value for the fully benefit-responsive investment contracts held by the collective trust fund	128,009	108,688
Add excess contributions	<u>16,284</u>	<u>40,252</u>
<b>Net Assets Per the Form 5500</b>	<b><u>\$ 36,031,379</u></b>	<b><u>\$ 30,813,331</u></b>

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for plan benefits per the financial statements	\$ 5,222,695
Add change in the adjustment from fair value to contract value from December 31, 2011 to December 31, 2012 for the collective trust fund investing in fully benefit-responsive investment contracts	19,321
Changes in excess contribution liability from December 31, 2011 to December 31, 2012	<u>(23,968)</u>
<b>Net Income Per the Form 5500</b>	<b><u>\$ 5,218,048</u></b>

***SUPPLEMENTARY INFORMATION***

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

**Attachment to Form 5500, Schedule H, Line 4(i)  
Schedule of Assets Held as of December 31, 2012**

**Employer:** TVI, Inc.

**EIN:** 91-1255756

**Plan No.:** 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<b>Money Market Fund:</b>			
*	Fidelity Retirement Money Market Fund		**	\$ 2,576
	<b>Collective Trust Fund:</b>			
*	Fidelity Managed Income Portfolio		**	4,473,127
	<b>Mutual Funds:</b>			
*	Fidelity Freedom 2010 Fund		**	3,053,499
*	Fidelity Balanced Fund		**	2,825,808
*	Fidelity Freedom 2020 Fund		**	2,812,088
*	Fidelity Fund		**	2,580,154
*	Fidelity Mid-Cap Stock Fund		**	2,402,515
*	Fidelity Freedom 2030 Fund		**	2,271,139
	Harbor International Fund		**	2,267,186
	Baron Asset Fund		**	1,544,502
*	Fidelity Spartan U.S. Bond Index Fund		**	1,464,345
*	Fidelity Spartan 500 Index Fund		**	1,381,298
*	Fidelity Spartan Extended Market Index Fund		**	1,241,708
*	Fidelity Freedom 2025 Fund		**	1,097,984
*	Fidelity Freedom 2045 Fund		**	1,091,781
*	Fidelity Freedom 2040 Fund		**	1,008,783
*	Fidelity Freedom 2035 Fund		**	803,355
*	Fidelity Freedom 2050 Fund		**	644,537
*	Fidelity Freedom 2000 Fund		**	386,245
*	Fidelity Capital Appreciation		**	367,067
*	Fidelity Freedom 2015 Fund		**	352,786
*	Fidelity Freedom Income Fund		**	225,676
	Columbia Small Cap Value II Fund Class Z		**	170,256
	T. Rowe Price Equity Income Advantage Fund		**	139,922
*	Fidelity Freedom 2055 Fund		**	136,671
	Oppenheimer Developing Markets Fund		**	129,107
	TCW Small Cap Growth CL N		**	104,711
*	Fidelity Freedom 2005 Fund		**	13,294
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	-0-	1,039,259
	<b>Total</b>			<b>\$ 36,031,379</b>

\* Party-in-interest as defined by section 3(14) of ERISA.

\*\* Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

***TVI, INC.***  
***401(k) / PROFIT SHARING PLAN***

Financial Statements

For the Year Ended December 31, 2012

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Certified Public

Accountants  
and Consultants***Independent Auditors' Report******To The Plan Administrator  
TVI, Inc. 401(k) / Profit Sharing Plan  
Bellevue, Washington***

We were engaged to audit the accompanying financial statements of TVI, Inc. 401(k) / Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, 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***

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

***Auditors' Responsibility***

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

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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.

# CLARK NUBER

Certified Public  
Accountants  
and Consultants

## *Other Matter*

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's 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. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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



Certified Public Accountants  
September 3, 2013



***TVI, INC. 401(k) / PROFIT SHARING PLAN***

***Statements of Net Assets Available for Plan Benefits  
December 31, 2012 and 2011***

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	<u>2012</u>	<u>2011</u>
<b>Assets:</b>		
Investments, at fair value-		
Money market fund	\$ 2,576	\$ 2,575
Mutual funds	30,516,417	24,554,361
Collective trust fund	<u>4,473,127</u>	<u>4,406,746</u>
Total investments, at fair value	34,992,120	28,963,682
Receivables-		
Notes receivable from participants	1,039,259	1,034,366
Employer contributions	<u>815,283</u>	<u>815,283</u>
Total receivables	<u>1,039,259</u>	<u>1,849,649</u>
<b>Total Assets</b>	<b>36,031,379</b>	<b>30,813,331</b>
<b>Liabilities:</b>		
Excess contributions payable	<u>16,284</u>	<u>40,252</u>
<b>Net Assets Available for Plan Benefits, at Fair Value</b>	<b>36,015,095</b>	<b>30,773,079</b>
Adjustment from fair value to contract value for the fully benefit-responsive collective trust fund	<u>(128,009)</u>	<u>(108,688)</u>
<b>Net Assets Available for Plan Benefits</b>	<b><u>\$ 35,887,086</u></b>	<b><u>\$ 30,664,391</u></b>

*See accompanying notes.*

***TVI, INC. 401(k) / PROFIT SHARING PLAN***

***Statement of Changes in Net Assets Available for Plan Benefits  
For the Year Ended December 31, 2012***

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**Additions to Net Assets:**

Contributions-

Employee	\$ 3,742,061
Employer	1,411,798
Rollover	42,728

Total contributions 5,196,587

Investment income-

Interest and dividends	845,604
Interest on notes receivable from participants	45,980
Net appreciation in fair value of mutual funds	2,724,088

Net investment income 3,615,672

**Total Additions to Net Assets 8,812,259**

**Deductions from Net Assets:**

Benefits paid to participants	3,427,347
Administrative expenses	162,217

**Total Deductions from Net Assets 3,589,564**

**Net Increase in Net Assets Available for Plan Benefits 5,222,695**

**Net Assets Available for Plan Benefits:**

Beginning of year 30,664,391

**End of Year \$ 35,887,086**

*See accompanying notes.*

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 1 - Plan Description***

The following description of TVI, Inc. 401(k) / Profit Sharing Plan (the Plan) is provided for general information purposes only. More complete information regarding the Plan's provisions may be found in the plan document.

**General** - The Plan is a defined contribution plan established by TVI, Inc. (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company and, effective July 1, 2011, certain employees of Apogee Retail, LLC and Apogee Trucking, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Eligibility** - Employees excluded from participation include leased employees, nonresident aliens and employees covered by a collective bargaining agreement. All other employees who are at least 21 years of age and who have completed one year of service and satisfied 1,000 hours of service, as defined by the Plan's provisions, are eligible to participate in the Plan. Employees are admitted to the Plan on January 1, April 1, July 1, and October 1 following attainment of eligibility requirements for all employee and employer matching contributions and immediately after attainment of eligibility requirements for any discretionary profit sharing contributions. Employees of Apogee Retail and Apogee Trucking are not eligible for discretionary matching contributions or discretionary profit sharing contributions.

**Trustee and Administrator of the Plan** - The Plan is administered by the Vice President of Human Resources and the Chief Financial Officer of the Company. Fidelity Management Trust Company (Fidelity) is the trustee of the Plan.

**Contributions** - Participants are automatically enrolled in the Plan at 2% increasing annually up to a maximum of 10% and may elect to contribute up to 60% of pretax eligible compensation, as defined by the Plan, subject to certain limitations under the IRC. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. The Company may make discretionary matching and discretionary profit sharing contributions. During the year ended December 31, 2012, the Company made matching contributions equal to 50% of each participant's contribution up to 10% of compensation. No discretionary profit sharing contributions were made to Plan during the year ended December 31, 2012.

**Vesting** - Participants are fully vested in their contributions and the earnings thereon. Vesting in Company contributions, and earnings thereon, is based on years of continuous service according to the following schedule:

<i>Years of Service</i>	<i>Percentage Vested</i>
Less than 2	0%
2	25%
3	50%
4	75%
5	100%

**Forfeitures** - Forfeitures are used to reduce future Company contributions or pay administrative expenses. During the year ended December 31, 2012, forfeitures totaling approximately \$139,000 were used to pay administrative expenses. During the year ended December 31, 2012, approximately \$249,000 were used to reduce employer matching contributions made throughout the year. At December 31, 2012 and 2011, there were approximately \$104,000 and \$259,000, respectively, of unallocated forfeitures.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 1 - Continued***

**Participant Accounts** - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions, Company contributions, and the participant's share of the Plan's income or loss and any related administrative expenses. Allocations of income, loss and expenses are based on the proportion that each participant's account balance has to the total of all participants' account balances.

**Payment of Benefits** - On termination of service due to death, disability, or retirement, a participant or beneficiary will receive a lump sum distribution equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

For termination of service with vested benefits of \$1,000 or less, a participant or beneficiary will automatically receive the value of the vested interest in his or her account as a lump sum distribution. For termination of service with vested benefits of greater than \$1,000 but less than \$5,000, a participant or beneficiary will automatically have the value of the vested interest in his or her account rolled into a separate individual retirement account.

**Hardship Withdrawals** - Under certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single sum, the employee contribution portion of their account balance. These conditions include unreimbursed medical expenses, the purchase of the participant's principal residence, the payment of postsecondary education tuition or to prevent eviction or foreclosure from the participant's principal residence. A participant's right to make deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal. The minimum hardship withdrawal is \$500.

**Excess Contributions Payable** - Excess contributions represent amounts withheld from participants in excess of IRC limitations that were refunded to participants subsequent to year-end.

**Notes Receivable from Participants** - A participant may borrow 50% of his or her vested account balance up to a maximum of \$50,000. The minimum loan amount is \$1,000. Loans are repayable through after tax payroll deductions on at least a quarterly basis over a five year period, unless the loan is used to acquire a principal residence, in which case the loan term may not exceed ten years from the date of the loan. Loans are secured by the balance of the participant's account. The interest rate is determined by the plan administrator based on local prevailing rates and is fixed throughout the duration of the loan. The interest rates on outstanding loans ranged from 4.25% to 9.25% at December 31, 2012, and mature through November 2022.

**Investment Management and Administrative Expenses** - Investments are subject to management fees which are charged directly against the investment assets and included in the fund's net investment results for the year. The Company pays some of the administrative expenses of the Plan. Certain administrative expenses paid to Fidelity are paid by the Plan.

**Investment Options** - Participants may direct their account balance into investment options offered under the Plan in 1% increments. Investment options are shares of mutual funds, a money market fund and a collective trust fund held and managed by Fidelity. Participants may change their investment elections and make transfers between investment options daily.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 2 - Summary of Significant Accounting Policies***

**Basis of Accounting** - The financial statements of the Plan have been prepared on the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value (NAV) of the fund as reported by the fund's trustee. The statements of net assets available for plan benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

**Investment Valuation** - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

The Fidelity Managed Income Portfolio is a collective trust fund investing primarily in guaranteed investment contracts (GICs), synthetic GICs and insurance investment contracts. The Plan's interest in the collective trust fund is based on the fair value of the collective trust's underlying investments reported by the trustee at year-end.

**Income Recognition** - Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis.

**Net Appreciation in Fair Value of Investments** - Net appreciation in fair value of investments represents the change in fair value of assets from one period to the next and realized gains and losses.

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits** - Benefits are recorded when paid.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's trustee and management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Subsequent Events** - The Plan's management has evaluated subsequent events through September 3, 2013, the date on which the Plan's financial statements were available to be issued.

## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 3 - Fair Value Measurements***

U.S. GAAP provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under this guidance are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

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

Collective Trust Fund - Valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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.

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

**Notes to Financial Statements**

**For the Year Ended December 31, 2012**

**Note 3 - Continued**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,576	\$ -	\$ -	\$ 2,576
Mutual funds-				
Blended	16,723,647			16,723,647
Mid-cap equity	5,188,725			5,188,725
Large-cap equity	4,468,440			4,468,440
International equity	2,396,293			2,396,293
Fixed income	1,464,345			1,464,345
Small-cap equity	274,967			274,967
Total mutual funds	30,516,417			30,516,417
Collective trust fund		4,473,127		4,473,127
	<b>\$ 30,518,993</b>	<b>\$ 4,473,127</b>	<b>\$ -</b>	<b>\$ 34,992,120</b>

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,575	\$ -	\$ -	\$ 2,575
Mutual funds-				
Blended	12,419,454			12,419,454
Mid-cap equity	4,713,298			4,713,298
Large-cap equity	4,121,512			4,121,512
International equity	1,927,160			1,927,160
Fixed income	1,178,685			1,178,685
Small-cap equity	194,252			194,252
Total mutual funds	24,554,361			24,554,361
Collective trust fund		4,406,746		4,406,746
	<b>\$ 24,556,936</b>	<b>\$ 4,406,746</b>	<b>\$ -</b>	<b>\$ 28,963,682</b>

## **TVI, INC. 401(k) / PROFIT SHARING PLAN**

### **Notes to Financial Statements**

**For the Year Ended December 31, 2012**

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#### **Note 3 - Continued**

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent) as of December 31:

	<u>2012</u> <u>Fair Value</u>	<u>2011</u> <u>Fair Value</u>	<u>Redemption</u> <u>Frequency</u>	<u>Redemption</u> <u>Notice Period</u>
Fidelity Managed Income Portfolio (a)	\$4,473,127	\$4,406,746	Daily	None

- (a) The objective of the fund is to preserve capital as well as to provide a competitive level of income over time consistent with the preservation of capital. To achieve its investment objective, the fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into "wrap" contracts issued by third-parties and invests in cash equivalents represented by shares of money market funds. The trustee of the fund seeks to minimize the exposure of the fund to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. There were no unfunded commitments as of December 31, 2012 or 2011.

#### **Note 4 - Investments**

The following presents the fair value of investments at year-end that represent 5% or more of the Plan's net assets as of December 31:

	<u>2012</u>	<u>2011</u>
Mutual funds-		
Fidelity Freedom 2010 Fund	\$ 3,053,499	\$ 3,066,235
Fidelity Balanced Fund	2,825,808	2,447,783
Fidelity Freedom 2020 Fund	2,812,088	2,230,235
Fidelity Fund	2,580,154	2,408,181
Fidelity Mid-Cap Stock Fund	2,402,515	2,080,037
Fidelity Freedom 2030 Fund	2,271,139	1,579,054
Harbor International Fund	2,267,186	1,885,545
Collective trust fund-		
Fidelity Managed Income Portfolio	4,473,127	4,406,746



## ***TVI, INC. 401(k) / PROFIT SHARING PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2012***

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#### ***Note 5 - Information Certified by the Plan Trustee***

The Plan's management elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosing under ERISA. Under this provision of ERISA, certain information certified by Fidelity, the trustee, need not be subjected to independent audit.

The Plan's management has obtained certifications from the trustee that the following information provided by the trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2012 and 2011;
- Investment income earned and losses incurred for the year ended December 31, 2012; and
- Investment transactions for the year ended December 31, 2012.

#### ***Note 6 - Tax Status***

The Company adopted a Fidelity volume submitter plan document effective October 27, 2009. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

#### ***Note 7 - Plan Termination***

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

#### ***Note 8 - Party-In-Interest Transactions***

Certain plan investments are shares of mutual funds, a money market fund and a collective trust fund managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for recordkeeping services and distribution and loan processing totaled \$162,217 for the year ended December 31, 2012.

#### ***Note 9 - Risks and Uncertainties***

The Plan provides for various investment fund options which in turn invest in a combination of stocks, bonds, and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

***Notes to Financial Statements***

***For the Year Ended December 31, 2012***

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***Note 10 - Reconciliation to Form 5500***

The Form 5500, which is filed with the Department of Labor, has certain items that differ from the amounts shown on the accompanying statements of changes in net assets available for plan benefits. These differences relate to classification only and have no effect upon net assets available for benefits.

In addition to the differences discussed above, the following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for plan benefits per the financial statements	\$ 35,887,086	\$ 30,664,391
Add adjustment from contract value to fair value for the fully benefit-responsive investment contracts held by the collective trust fund	128,009	108,688
Add excess contributions	<u>16,284</u>	<u>40,252</u>
<b>Net Assets Per the Form 5500</b>	<b><u>\$ 36,031,379</u></b>	<b><u>\$ 30,813,331</u></b>

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for plan benefits per the financial statements	\$ 5,222,695
Add change in the adjustment from fair value to contract value from December 31, 2011 to December 31, 2012 for the collective trust fund investing in fully benefit-responsive investment contracts	19,321
Changes in excess contribution liability from December 31, 2011 to December 31, 2012	<u>(23,968)</u>
<b>Net Income Per the Form 5500</b>	<b><u>\$ 5,218,048</u></b>

***SUPPLEMENTARY INFORMATION***

**TVI, INC. 401(k) / PROFIT SHARING PLAN**

**Attachment to Form 5500, Schedule H, Line 4(i)  
Schedule of Assets Held as of December 31, 2012**

**Employer:** TVI, Inc.

**EIN:** 91-1255756

**Plan No.:** 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	<b>Money Market Fund:</b>			
*	Fidelity Retirement Money Market Fund		**	\$ 2,576
	<b>Collective Trust Fund:</b>			
*	Fidelity Managed Income Portfolio		**	4,473,127
	<b>Mutual Funds:</b>			
*	Fidelity Freedom 2010 Fund		**	3,053,499
*	Fidelity Balanced Fund		**	2,825,808
*	Fidelity Freedom 2020 Fund		**	2,812,088
*	Fidelity Fund		**	2,580,154
*	Fidelity Mid-Cap Stock Fund		**	2,402,515
*	Fidelity Freedom 2030 Fund		**	2,271,139
	Harbor International Fund		**	2,267,186
	Baron Asset Fund		**	1,544,502
*	Fidelity Spartan U.S. Bond Index Fund		**	1,464,345
*	Fidelity Spartan 500 Index Fund		**	1,381,298
*	Fidelity Spartan Extended Market Index Fund		**	1,241,708
*	Fidelity Freedom 2025 Fund		**	1,097,984
*	Fidelity Freedom 2045 Fund		**	1,091,781
*	Fidelity Freedom 2040 Fund		**	1,008,783
*	Fidelity Freedom 2035 Fund		**	803,355
*	Fidelity Freedom 2050 Fund		**	644,537
*	Fidelity Freedom 2000 Fund		**	386,245
*	Fidelity Capital Appreciation		**	367,067
*	Fidelity Freedom 2015 Fund		**	352,786
*	Fidelity Freedom Income Fund		**	225,676
	Columbia Small Cap Value II Fund Class Z		**	170,256
	T. Rowe Price Equity Income Advantage Fund		**	139,922
*	Fidelity Freedom 2055 Fund		**	136,671
	Oppenheimer Developing Markets Fund		**	129,107
	TCW Small Cap Growth CL N		**	104,711
*	Fidelity Freedom 2005 Fund		**	13,294
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	-0-	1,039,259
	<b>Total</b>			<b>\$ 36,031,379</b>

\* Party-in-interest as defined by section 3(14) of ERISA.

\*\* Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.