Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
F.S. LOPKE CONTRACTING, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

F.S. LOPKE CONTRACTING, INC.

3430 STATE ROUTE 434
APALACHIN, NY 13732

2b Employer Identification Number (EIN) 16-1012179

2c Sponsor's telephone number 607-687-1114

2d Business code (see instructions) 212320

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

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

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

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	153
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	136
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	154
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	154
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	80
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
F.S. LOPKE CONTRACTING, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
F.S. LOPKE CONTRACTING, INC.

D Employer Identification Number (EIN)
16-1012179

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

FIRST GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
93-1225432	60214	386130-01	38	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
1110	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

CHAD WILKINSON

CADARET GRANT AND CO., INC.
825 VESTAL PARKWAY WEST
VESTAL, NY 13850

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1110			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	404265
5	Current value of plan's interest under this contract in separate accounts at year end	5	1731947

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	613728
c	Additions: (1) Contributions deposited during the year	7c(1)	47046		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	9145		
	(4) Transferred from separate account	7c(4)	24353		
	(5) Other (specify below)	7c(5)	2613		
	▶ LOAN REPAYMENTS, FORFEITURES				
	(6)Total additions			7c(6)	83157
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	696885
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	291498		
	(2) Administration charge made by carrier	7e(2)	35		
	(3) Transferred to separate account	7e(3)	1087		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	292620
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	404265

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
F.S. LOPKE CONTRACTING, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
F.S. LOPKE CONTRACTING, INC.

D Employer Identification Number (EIN)
16-1012179

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

FIRST GREAT-WEST LIFE & ANNUITY

93-1225432

(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	RECORDKEEPER	7553	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
F.S. LOPKE CONTRACTING, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
F.S. LOPKE CONTRACTING, INC.

D Employer Identification Number (EIN)
16-1012179

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		647
(2) Participant contributions	1b(2)		1991
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	594	3032
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	16115	61731
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	613728	404265
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1571048	1731947
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2201485	2203613
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2201485	2203613

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	62877	
(B) Participants	2a(1)(B)	186363	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		249240
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	939	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		939
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		254129
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		504308
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	486669	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	19	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		486688
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		7732
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7760	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7760
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		502180
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2128
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PIAKER & LYONS P.C. **(2)** EIN: 16-1152552

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		220149
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
F.S. LOPKE CONTRACTING, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
F.S. LOPKE CONTRACTING, INC.

D Employer Identification Number (EIN)
16-1012179

Part I Distributions

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

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

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

EIN(s): 93-1225432

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

F.S. LOPKE CONTRACTING, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

F.S. LOPKE CONTRACTING, INC.
401(k) PLAN
DECEMBER 31, 2012
TABLE OF CONTENTS

Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 12
Supplementary Schedules	
Schedule of Assets (Held at End of Year)	13
Schedule of Assets (Acquired and Disposed of Within Year)	14
Schedule of Reportable Transactions	15
Attachment A	

Officers:
James J. Lewis, CPA*, ABV, CVA+
Alan D. Piaker, CPA
Ronald L. Simons, CPA
Roy E. Fuller, CPA
John R. May, CPA*
Angelo J. Gallo, CPA
Richard A. Lynch, CPA
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Piaker & Lyons
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Of Counsel:
Allan R. Lyons, CPA
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*Also Licensed in Pennsylvania
**Also Licensed in Maryland

Also Member of:
+National Association of Certified Valuation Analysts
*Pennsylvania Institute of Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Trustees of
F.S. Lopke Contracting, Inc.
401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of **F.S. LOPKE CONTRACTING, INC. 401(k) PLAN,** which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits, for the years then ended, supplemental schedules as listed in the accompanying index, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Great-West Life & Annuity Insurance Company (GWLA), the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the Custodian is complete and accurate.

Piaker & Lyons

To the Trustees of
F.S. Lopke Contracting, Inc.
401(k) Plan

Disclaimer of Opinion

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

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets (Held at End of Year), Schedule of Assets (Acquired and Disposed of Within Year) and Schedule of Reportable Transactions , which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

The statements of changes in net assets available for benefits does not include a separate accounting of interest, dividends, realized and unrealized gains and losses with respect to the investments held under trust. Instead, the Custodian reflects the earnings for the underlying investments held under trust by factoring the earnings based on the value of the separate account funds. Such earnings are reflected as net appreciation/depreciation in fair value of investments on the statements of changes in net assets available for benefits.

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

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

Piaker & Lyons, P.C.

PIAKER & LYONS, P.C.

Binghamton, New York
October 11, 2013

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at Fair Value		
Mutual Funds	$ 1,731,947	$ 1,571,048
Unallocated Insurance Contracts	404,265	613,728
Total Investments	2,136,212	2,184,776
Receivables		
Contribution Receivables - Participants	1,991	-
Contribution Receivables - Sponsor	647	-
Participant Loans	61,731	16,115
Total Receivables	64,369	16,115
Cash	3,032	594
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,203,613	$ 2,201,485

See the accompanying notes to financial statements.

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Investment Income:		
Interest Income - Participant Loans	$ 939	$ 951
Net Appreciation (Depreciation) in Fair Value of Investments	254,129	(63,848)
Total Investment Income	255,068	(62,897)
Contributions:		
Participant Contributions	186,363	197,132
Sponsor Contributions	62,877	64,280
Total Contributions	249,240	261,412
Total Additions	504,308	198,515
DEDUCTIONS:		
Benefit Payments	494,401	46,643
Investment Fees	7,760	7,029
Miscellaneous Expense	19	-
Total Deductions	502,180	53,672
Increase in Net Assets Available for Benefits	2,128	144,843
Net Assets Available for Benefits, Beginning of Year	2,201,485	2,056,642
Net Assets Available for Benefits, End of Year	$ 2,203,613	$ 2,201,485

See the accompanying notes to financial statements.

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN

The following description of the F.S. Lopke Contracting, Inc. 401(k) Plan (the Plan) provides only general information.

Plan Sponsor: F.S. Lopke Contracting, Inc. (the Sponsor)
Plan Name: F.S. Lopke Contracting, Inc. 401(k) Plan
Three Digit Plan Number: 001
Employer Identification Number: 16-1012179
Plan Trustees: Frank S. Lopke, Barbara A. Lopke and Steve Gregg (the Trustees)
Plan Custodian: Great-West Life & Annuity Insurance Company (the Custodian).

Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan, which began service on January 1, 1995, is a defined contribution plan covering the employees of F.S. Lopke Contracting, Inc. and Lopke Quarries, Inc., a related company to the Sponsor. The Plan covers essentially all employees, except non-resident aliens, who are at least 21 years old and have one year of service. Employees are able to enter the Plan on the earlier of January 1st or July 1st upon meeting the aforementioned eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Participants may elect to defer compensation and make voluntary cash contributions to the Plan with certain limitations. Participants who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions in accordance with, and subject to, certain limitations of the Internal Revenue Code. The maximum deferral a participant may make may not exceed the lesser of their eligible compensation or $17,000 and $16,500 plus catch-up contributions for 2012 and 2011, respectively.

Annually, the Sponsor determines the match contribution percentage on the first 4% of eligible compensation and a non-elective discretionary contribution. The Sponsor authorized a matching contribution percentage of 50% on the first 4% of employee's eligible compensation for 2012. In addition, the Sponsor may make a non-elective discretionary contribution. There was no non-elective discretionary contributions for 2012 or 2011.

Under no circumstances are employees allowed to make annual additions to their accounts in excess of the lesser of 100% of compensation or $50,000 and $49,000 plus catch-up contributions for the years ended December 31, 2012 and 2011, respectively, combining both 401(k) elective deferrals and Sponsor match and non-elective discretionary contributions.

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan is a participant-directed plan.

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN (Continued)

Participants are immediately vested in their voluntary contributions. For participants credited with an hour of service beginning after December 31, 2001, the Plan provides for the following graduated vesting, with regard to the Sponsor's contributions, 20% per year after two years, with 100% vesting at six years of service.

Benefits are available for distribution at the normal retirement age of 65, or a deferred retirement date if a participant works past age 65, termination of employment, permanent disability, or upon death. Distributions are paid in the form of a lump-sum of the total vested participant account balance. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions related to the distribution of benefits.

The Sponsor pays administrative costs of the Plan.

Loans to participants are reported at their unpaid principal plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The $50,000 maximum amount will be reduced by the participant's highest outstanding loan balance in the previous twelve months, even if amounts have been repaid. The loans are secured by the balance in the participant's account and bear interest at a rate of 3.25%, which is commensurate with local prevailing rates as determined monthly by the Plan administrator. The maximum repayment period is 5 years. Principal and interest is paid ratably through payroll deductions.

If a participant's employment is terminated, the non-vested portion of a participant's account balance becomes subject to forfeiture. Forfeitures of Sponsor matching contributions and non-elective discretionary contributions will supplement current matching contributions and non-elective discretionary contributions, respectively.

The Plan has adopted the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 740, ***"Income Taxes"***, as amended by FASB Accounting Standards Update (ASU) No. 2009-06, ***"Implementation Guidance on Accounting for Uncertainty in Income Taxes and Disclosure Amendments for Nonpublic Entities."*** Management has estimated that there were no material unrecognized tax benefits for either the U.S. federal jurisdiction or any state jurisdiction for the years ended December 31, 2012 and 2011.

The Plan has not recognized any interest or penalties on unrecognized tax benefits in the statements of changes in net assets available for benefits nor has it accrued any in the statements of net assets available for benefits as of and for the years ended December 31, 2012 and 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The Plan has elected to present these statements on the accrual basis of accounting.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments and Earnings from Investments - The Plan follows the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 825, "*Financial Instruments*." The statement establishes standards for disclosing the fair value of financial instruments for which it is practicable to estimate that value. In addition, the methods and significant assumptions used to estimate the fair value of the financial instruments must be disclosed. Financial instruments are defined as cash, evidence of an ownership in an entity, or a contract that meets the following criteria:

1. Imposes on one entity an obligation (a) to deliver cash or another financial instrument to a second entity, or (b) to exchange other financial instruments on potentially unfavorable terms with the second entity.
2. Conveys to that second entity a contractual right (a) to receive cash or another financial instrument from the first entity, or (b) exchange other financial instruments on potentially favorable terms with the first entity.

The earnings on the investments held under trust do not account for separately the appreciation (depreciation) in the fair value of said investments from the investment income (i.e. interest, dividends etc.) as reported to the Plan administrator by the Custodian.

The Plan's investments consist of mutual fund shares held under contract and unallocated insurance contracts with the Custodian. The Plan's participants do not hold shares of stocks, bonds or mutual fund shares under the contract, instead contributions to the contract are held in the Custodian's pooled separate account, which, in turn, purchases shares of mutual funds. The interest, dividends and realized/unrealized gains and losses with respect to the mutual fund shares held under contract are factored into the value of the separate account funds. The value of the separate account unit of participation is determined by dividing the total value of the separate account by the total number of units of participation held by the plans invested in the separate account. The value of the separate account includes the dividends earned and any realized or unrealized gains or losses associated with the underlying investments. The Custodian has advised the Plan administrator that it is impractical to have a separate accounting of investment income and appreciation/depreciation on the value of the assets. Financial instruments stated at fair value consisted of the following at December 31:

	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mutual Funds	$ 1,731,947	$ 1,731,947	$ 1,571,048	$ 1,571,048
Unallocated Insurance Contracts	404,265	404,265	613,728	613,728
Cash	3,032	3,032	594	594
	$ 2,139,244	$ 2,139,244	$ 2,185,370	$ 2,185,370

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Plan's assets also consist of the following financial instruments for which the fair value has been determined to be impracticable to estimate. There are no readily available markets for these assets to enable an accurate estimate as to the fair value. These investments are carried on the statements of net assets available for benefits at current value using the discounted value of expected cash flows, which approximates cost.

	2012	2011
Participant Loans	$ 61,731	$ 16,115

Risks and Uncertainties - Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the fair value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect the net assets of the Plan. Therefore, the Plan depends upon the stock market performance, which has improved during the two years ended December 31, 2012. This is a natural cycle of the economy; hence, the market may deteriorate in the near term.

Form 5500 - These financial statements contain certain groupings that are not replicated on the Form 5500.

NOTE 3 - TAX STATUS

The Plan obtained its latest determination letter on September 18, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 - PLAN TERMINATION

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

NOTE 5 - SUMMARY OF UNAUDITED INFORMATION

The Plan custodian, Great-West Life & Annuity Insurance Company (GWLA), holds the Plan's investment assets and executes investment transactions. Financial information relating to the assets held and transactions executed by the Custodian is included in the accompanying financial statements and are based on information provided by the Custodian. This information, which has not been audited by independent accountants, is summarized as follows:

	2012	2011
Net Assets Quoted at Fair Value by Plan Custodian and Administrator		
Equity and Fixed Income Mutual Funds	$ 1,731,947	$ 1,571,048
Unallocated Insurance Contracts	404,265	613,728
Cash	3,032	594
	$ 2,139,244	$ 2,185,370
Change in Net Assets		
Additions:		
Interest Income - Participant Loans	$ 939	$ 951
Net Change in Fair Value of Investments (See Note 2)	254,129	(63,848)
Contributions	249,240	261,412
	504,308	198,515
Deductions:		
Benefit Payments	494,401	46,643
Investment Fees	7,760	7,029
Miscellaneous Expense	19	-
	502,180	53,672
Subtotal	2,128	144,843
Beginning Net Assets, at Fair Value (as Certified by GWLA)	2,185,370	2,039,811
Change in Participant Loans, Net	(45,616)	913
Change in Contribution Receivable	(2,638)	43
Change in Refundable Contributions Payable	-	(240)
Ending Net Assets, at Fair Value (as Certified by GWLA)	$ 2,139,244	$ 2,185,370

NOTE 5 - SUMMARY OF UNAUDITED INFORMATION (Continued)

The following is a reconciliation of assets certified complete and accurate by the Custodian to net assets available for benefits:

	2012	2011
Asset Certification (Custodian)	**$ 2,139,244**	$ 2,185,370
Add: Assets Held by Administrator	**61,731**	16,115
Sponsor Contribution Receivable	**647**	-
Participant Contribution Receivable	**1,991**	-
Net Assets Available for Benefits	**$ 2,203,613**	$ 2,201,485

NOTE 6 - INVESTMENTS IN EXCESS OF FIVE PERCENT OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2012, the Plan's assets included the following investments, under the captions indicated, that exceeded 5% of Net Assets Available for Benefits, measured as of the beginning of the Plan year.

Asset	Fair Value at December 31, 2012
Income Mutual Fund:	
American Funds Europacific Growth R3	$ 215,285
Invesco Growth & Income A	242,687
Janus Forty S	295,108
Great-West Aggressive Profile II Fund I	147,006
Great-West Lifetime 2015 Fund II T1	155,292
Great-West Lifetime 2025 Fund II T1	291,000
Unallocated Insurance Contracts:	
Key Guaranteed Portfolio Fund	404,265

NOTE 7 - SEPARATED PARTICIPANTS

At the Plan's year-end, there were eighteen participants separated from service, with plan assets. The separated participants are entitled to the income earned from their assets but are not eligible to share in subsequent Plan contributions or forfeitures. The value of the assets of separated participants was $168,830 at December 31, 2012.

NOTE 8 – FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The Plan's mutual funds were valued using Level 1 inputs and the unallocated insurance contracts were valued using Level 2 inputs. There were no assets measured using Level 3 inputs.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of the unallocated insurance contracts is based on the valuation method disclosed in the annuity contract, as calculated by the annuity provider. The unallocated insurance contracts represent an investment in Key Guaranteed Portfolio Fund, a fixed annuity investment option. The investment objective is to provide a guarantee of principal and a guaranteed quarterly interest rate. The Key Guaranteed Portfolio Fund is a general account product. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and the prevailing market conditions. Interest crediting is reset quarterly. The average yield earned by the Plan for the benefit responsive fund is derived by averaging the quarterly gross interest rates for the fund over the year. The average for 2012 and 2011 was 1.45% and 2.03%, respectively

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Significant Observable Inputs (Level 2)
December 31, 2012			
Mutual Funds	$ 1,731,947	$ 1,731,947	$ -
Unallocated Insurance Contracts	404,265	-	404,265
Total	$ 2,136,212	$ 1,731,947	$ 404,265

NOTE 9 - SUBSEQUENT EVENT

The Plan's trustees have evaluated events and transactions that occurred during the period from January 1, 2013 through October 11, 2013, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H (FORM 5500) - PART IV, LINE 4i
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Number of Shares, Maturing Date, Collateral, Par, or Maturity Value			(d) Cost	(e) Current Value
	Cash:					
	Great-West	Forfeiture/Asset Holding Account			$ 3,032	$ 3,032
					$ 3,032	**$ 3,032**
	Mutual Funds:					
*	Great-West	Great-West Lifetime 2015 Fund II T1	11,667.3078	Shares	$ 144,113	$ 155,292
*	Great-West	Great-West Lifetime 2025 Fund II T1	20,726.4731	Shares	274,079	291,000
*	Great-West	Great-West Lifetime 2035 Fund II T1	1,823.6473	Shares	24,679	26,680
*	Great-West	Great-West Lifetime 2045 Fund II T1	5,052.6228	Shares	67,065	74,880
*	Great-West	Great-West Lifetime 2055 Fund II T1	3.6481	Shares	79	53
*	Great-West	Great-West Conservative Profile II Fund I	4,037.5300	Shares	34,585	34,521
*	Great-West	Great-West Moderate Profile II Fund I	13,819.4744	Shares	100,552	102,402
*	Great-West	Great-West Aggressive Profile II Fund I	20,193.0965	Shares	121,471	147,006
	Great-West	American Funds Europacific Growth R3	5,322.2567	Shares	192,122	215,285
	Great-West	Invesco Small Cap Value A	950.4928	Shares	17,974	15,550
	Great-West	Lord Abbett Value Opportunities A	747.0765	Shares	10,721	12,387
	Great-West	American Funds Fundamental Invs R3	582.7583	Shares	20,396	23,718
	Great-West	American Funds Growth Fund of Amer. R3	528.0776	Shares	14,931	17,897
	Great-West	Invesco Growth & Income A	11,589.6302	Shares	187,619	242,687
	Great-West	Janus Forty S	7,776.2328	Shares	225,378	295,108
	Great-West	Oppenheimer International Bond Fund A	1,583.8378	Shares	10,118	10,421
	Great-West	Pimco Total Return Admin	5,966.1845	Shares	65,249	67,060
					$ 1,511,131	**$ 1,731,947**
	Unallocated Insurance Contracts:					
*	Great-West	Key Guaranteed Portfolio Fund			$ 404,265	$ 404,265
					$ 404,265	**$ 404,265**
	Participant Loans:					
		Participant Loans at rates of 3.25%	Mature 2013-2017		$ 61,731	$ 61,731
					$ 61,731	**$ 61,731**

* Party-In-Interest

See the accompanying notes to financial statements.

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
SCHEDULE H (FORM 5500) - PART IV, LINE 4i
DECEMBER 31, 2012

	(a) Identity of Issue, Borrower, Lessor, or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
*	Great-West	Great-West Lifetime 2015 Fund II T1	$ 8,606	$ 1,108
*	Great-West	Great-West Lifetime 2025 Fund II T1	32,426	2,328
*	Great-West	Great-West Lifetime 2035 Fund II T1	7,549	1,434
*	Great-West	Great-West Lifetime 2045 Fund II T1	1,126	2,036
*	Great-West	Great-West Lifetime 2055 Fund II T1	288	526
*	Great-West	Great-West Conservative Profile II Fund I	7,073	12,426
*	Great-West	Great-West Moderate Profile II Fund I	13,191	16,776
*	Great-West	Great-West Aggressive Profile II Fund I	20,539	15,777
	Great-West	American Funds Europacific Growth R3	29,325	70,867
	Great-West	Invesco Small Cap Value A	3,228	290
	Great-West	Lord Abbett Value Opportunities A	3,285	614
	Great-West	American Funds Fundamental Invs R3	4,130	1,278
	Great-West	American Funds Growth Fund of Amer. R3	1,600	62
	Great-West	Invesco Growth & Income A	30,155	53,904
	Great-West	Janus Forty S	35,045	80,724
	Great-West	Oppenheimer International Bond Fund A	2,119	523
	Great-West	Pimco Total Return Admin	11,172	10,019
*	Great-West	Key Guaranteed Portfolio Fund	48,751	291,532
			$ 259,608	$ 562,224

* Party-In-Interest

See the accompanying notes to financial statements.

F.S. LOPKE CONTRACTING, INC. 401(k) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H (FORM 5500) - PART IV, LINE 4j
DECEMBER 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date(s)	Net Gain or (Loss)	Transaction Type Code
Great-West Life & Annuity Insurance Company	Various Securities			See Attachment A			4

Transaction type codes:

1 - A single transaction within the Plan year in excess of 5% of the current value of the Plan assets.
2 - Any series of transactions with or in conjunction with the same person, involving property other than securities, which amount in the aggregate within the Plan year (regardless of the category of asset and the gain or loss on any transaction) to more than 5% of the current value of Plan assets.
3 - Any transaction within the Plan year involving securities of the same issue if within the Plan year any series of transactions with respect to such securities amount in the aggregate to more than 5% of the current value of the Plan assets.
4 - Any transaction within the Plan year with respect to securities with, or in conjunction with, a person if any prior or subsequent single transaction within the Plan year with such person, with respect to securities, exceeds 5% of the current value of Plan assets.

See the accompanying notes to financial statements.

ATTACHMENT A

PARTICIPANT SUMMARY BY INVESTMENT OPTION AND MONEY SOURCE

F.S. Lopke Contracting, Inc. 401(k) Plan
01-JAN-12 to 31-DEC-12

EMPLOYEE BEFORE TAX 01

SUMMARY OF DOLLAR ACTIVITY

INVESTMENT OPTION	BEGINNING BALANCE	CONTRIBUTIONS/ DEPOSITS	ADDITIONAL DEPOSITS	TRANSFERS IN	INTEREST/ DIVIDENDS	CHANGE IN VALUE	TRANSFERS OUT	FEES	WITHDRAWALS	ENDING BALANCE
1MX15M1	86,558.03	7,076.07	0.00	0.00	4,010.93	6,494.30	0.00	(373.60)	(405.23)	103,360.50
1MX25M1	181,095.71	26,167.05	0.00	0.00	8,260.43	18,117.63	0.00	(809.66)	(973.06)	231,858.10
1MX35M1	11,550.50	5,714.92	0.00	0.00	541.84	1,486.61	0.00	(106.52)	(964.17)	18,223.18
1MX45M1	51,403.72	766.67	0.00	0.00	1,742.97	6,464.58	0.00	(218.30)	(1,212.50)	58,947.14
1MX55M1	226.59	210.60	0.00	0.00	0.91	(8.78)	0.00	(0.61)	(392.87)	35.84
1PBAXCP	26,765.71	5,178.74	0.00	0.00	1,203.91	1,246.66	0.00	(117.82)	(8,763.17)	25,514.03
1PBAXMP	70,009.01	10,186.75	0.00	0.00	3,565.39	4,562.74	0.00	(305.66)	(15,556.47)	72,461.76
1PBAXAP	89,468.12	16,085.17	0.00	0.00	2,746.12	11,527.25	0.00	(407.95)	(15,220.37)	104,198.34
192AFEP	180,053.29	22,033.22	0.00	186.22	2,143.61	24,342.40	(16,221.55)	(792.68)	(61,309.25)	150,435.26
1VSCAX	8,125.98	2,461.75	0.00	1,467.98	1,411.72	475.27	(2,398.79)	(53.70)	(218.43)	11,271.78
1LVOAX	8,462.60	2,473.20	0.00	0.98	0.00	805.29	(2,144.05)	(50.45)	(546.29)	9,001.28
1RFNCX	11,861.42	3,180.12	0.00	1,153.21	208.18	1,945.96	(107.32)	(74.66)	(902.86)	17,264.05
195AFGF	9,827.38	1,295.93	0.00	0.00	62.50	2,005.70	0.00	(45.40)	0.00	13,146.11
1ACGIX	176,660.57	22,007.16	0.00	70.69	2,865.85	20,918.73	(3,982.98)	(791.84)	(45,108.00)	172,640.18
1JARTX	211,218.86	25,850.04	0.00	259.66	544.02	45,498.56	(480.27)	(969.75)	(68,428.07)	213,493.05
1OIBAX	5,716.58	1,580.47	0.00	0.00	304.08	385.40	0.00	(25.93)	(348.20)	7,612.40
1PTRAX	41,651.63	8,155.94	0.00	449.94	2,831.42	1,479.23	(19.04)	(186.81)	(8,276.10)	46,086.21
1NYKGPF	484,239.05	36,018.48	0.00	21,905.72	7,189.27	0.00	(140.40)	(33.00)	(258,130.44)	291,048.68
TOTALS	**1,654,894.75**	**196,442.28**	**0.00**	**25,494.40**	**39,633.15**	**147,747.53**	**(25,494.40)**	**(5,364.34)**	**(486,755.48)**	**1,546,597.89**

YEAR TO DATE		INCEPTION TO DATE	
CONTRIBUTIONS/ DEPOSITS	WITHDRAWALS	CONTRIBUTIONS/ DEPOSITS	WITHDRAWALS
196,442.28	(486,755.48)	1,810,331.16	(518,112.76)

PARTICIPANT SUMMARY BY INVESTMENT OPTION AND MONEY SOURCE

F.S. Lopke Contracting, Inc. 401(k) Plan
01-JAN-12 to 31-DEC-12

EMPLOYEE ROLLOVER 01

SUMMARY OF DOLLAR ACTIVITY

INVESTMENT OPTION	BEGINNING BALANCE	CONTRIBUTIONS/ DEPOSITS	ADDITIONAL DEPOSITS	TRANSFERS IN	INTEREST/ DIVIDENDS	CHANGE IN VALUE	TRANSFERS OUT	FEES	WITHDRAWALS	ENDING BALANCE
1MX15M1	23,988.22	0.00	0.00	0.00	1,051.49	1,789.12	0.00	(101.12)	0.00	26,727.71
TOTALS	**23,988.22**	**0.00**	**0.00**	**0.00**	**1,051.49**	**1,789.12**	**0.00**	**(101.12)**	**0.00**	**26,727.71**

INCEPTION TO DATE

CONTRIBUTIONS/ DEPOSITS	WITHDRAWALS
21,894.27	0.00

PARTICIPANT SUMMARY BY INVESTMENT OPTION AND MONEY SOURCE

F.S. Lopke Contracting, Inc. 401(k) Plan
01-JAN-12 to 31-DEC-12

EMPLOYER MATCH 01

SUMMARY OF DOLLAR ACTIVITY

INVESTMENT OPTION	BEGINNING BALANCE	CONTRIBUTIONS/ DEPOSITS	ADDITIONAL DEPOSITS	TRANSFERS IN	INTEREST/ DIVIDENDS	CHANGE IN VALUE	TRANSFERS OUT	FEES	WITHDRAWALS	ENDING BALANCE
1MX15M1	21,325.84	1,530.33	0.00	0.00	979.25	1,596.03	0.00	(91.63)	(136.16)	25,203.66
1MX25M1	46,664.20	6,259.23	0.00	0.00	2,109.64	4,654.23	0.00	(207.68)	(338.04)	59,141.58
1MX35M1	5,978.68	1,833.89	0.00	0.00	255.86	751.36	0.00	(27.91)	(335.08)	8,456.80
1MX45M1	13,966.21	359.59	0.00	0.00	470.61	1,741.72	0.00	(59.16)	(546.23)	15,932.74
1MX55M1	75.53	77.02	0.00	0.00	0.46	(2.81)	0.00	(0.21)	(132.06)	17.93
1PBAXCP	9,750.55	1,894.61	0.00	0.00	433.63	472.74	0.00	(43.31)	(3,501.36)	9,006.86
1PBAXMP	24,647.72	3,004.11	0.00	0.00	1,455.05	1,747.11	0.00	(108.22)	(805.24)	29,940.53
1PBAXAP	32,777.46	4,454.00	0.00	0.00	1,134.36	4,590.83	0.00	(149.24)	0.00	42,807.41
192AFEP	57,895.66	7,291.25	0.00	82.42	924.53	9,316.01	(1,894.85)	(252.40)	(8,512.58)	64,850.04
1VSCAX	2,568.97	765.66	0.00	616.65	538.51	132.72	(326.60)	(17.62)	0.00	4,278.29
1LVOAX	3,235.49	811.97	0.00	0.49	0.00	307.85	(953.07)	(17.48)	0.00	3,385.25
1RFNCX	4,511.15	950.15	0.00	525.04	78.86	743.09	(53.85)	(26.92)	(273.29)	6,454.23
195AFGF	3,696.77	304.22	0.00	0.00	22.61	743.65	0.00	(16.81)	0.00	4,750.44
1ACGIX	61,614.37	8,147.57	0.00	31.75	1,088.16	7,748.32	(579.66)	(273.03)	(7,730.79)	70,046.69
1JARTX	68,079.00	9,195.34	0.00	130.72	207.12	15,538.85	(209.34)	(311.66)	(11,015.08)	81,614.95
1OIBAX	2,162.84	538.05	0.00	0.00	113.35	144.01	0.00	(9.71)	(139.28)	2,809.26
1PTRAX	17,453.99	3,016.09	0.00	202.82	1,262.90	602.01	(8.28)	(79.63)	(1,476.18)	20,973.72
1NYKGPF	129,488.60	12,732.76	0.00	2,446.99	1,928.03	0.00	(11.23)	(1.93)	(33,367.09)	113,216.13
TOTALS	**505,893.03**	**63,165.84**	**0.00**	**4,036.88**	**13,002.93**	**50,827.72**	**(4,036.88)**	**(1,694.55)**	**(68,308.46)**	**562,886.51**

YEAR TO DATE		INCEPTION TO DATE	
CONTRIBUTIONS/ DEPOSITS	WITHDRAWALS	CONTRIBUTIONS/ DEPOSITS	WITHDRAWALS
63,165.84	(68,308.46)	552,493.06	(72,218.78)

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan
F.S. LOPKE CONTRACTING, INC. 401(k) PLAN

Employer Identification Number
16-1012179

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Great West Lifetime 2015 Port	Mutual Fund	144,113	155,292
	Great West Lifetime 2025 Port	Mutual Fund	274,079	291,000
	Great West Lifetime 2035 Port	Mutual Fund	24,679	26,680
	Great West Lifetime 2045 Port	Mutual Fund	67,065	74,880
	Great West Lifetime 2055 Port	Mutual Fund	79	53
	Great West Con Profile II Port	Mutual Fund	34,585	34,521
	Great West Mod Profile II Port	Mutual Fund	100,552	102,402
	Great West Agg Profile II Port	Mutual Fund	121,471	147,006
	American Funds EuroPacific Gro	Mutual Fund	192,122	215,285
	Invesco Small Cap Value	Mutual Fund	17,974	15,550
	Lord Abbett Value Opportunit	Mutual Fund	10,721	12,387
	American Funds Fundamental Inv	Mutual Fund	20,396	23,718
	American Funds Gr Fund of Amer	Mutual Fund	14,931	17,897
	Invesco Growth & Income	Mutual Fund	187,619	242,687
	Janus Forty	Mutual Fund	225,378	295,108
	Oppenheimer Int'l Bond Fund	Mutual Fund	10,118	10,421
	PIMCO Total Return Admin	Mutual Fund	65,249	67,060
	First GWL&A Key Guar. Port.	Fixed Annuity Contract 1.45%	404,265	404,265
	Participant Loans	Rates range from 3.25 - 10.25%	61,731	61,731
	Forfeitures		3,032	3,032

Schedule H, line 4j
Schedule of Reportable Transactions.

Name of Employer
F.S. LOPKE CONTRACTING, INC.

Employer identification number
16-1012179

Plan Year **01/01/2012** to **12/31/2012**

Three-digit plan number ▶ **001**

(a) Identity of party involved	**(b)** Description of asset (include interest rate and maturity in case of a loan)	**(c)** Purchase Price	**(d)** Selling price	**(e)** Lease rental	**(f)** Expense incurred with transaction	**(g)** Cost of asset	**(h)** Current value of asset on transaction date	**(i)** Net gain or (loss)
Detailed schedule								
included on attached								
financial statement								