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
SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING 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)

SURFACE TECHNOLOGIES CORPORATION

2440 MAYPORT ROAD
SUITE 7
ATLANTIC BEACH, FL 32233

2b Employer Identification Number (EIN)
59-2512134

2c Sponsor's telephone number
904-241-1501

2d Business code (see instructions)
238900

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	CHRIS HIONIDES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	CHRIS HIONIDES
	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**	112
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**	88
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	28
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	116
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	116
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	108
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [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)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SURFACE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
59-2512134

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

MERRILL LYNCH,PIERCE,FENNER & SMITH

13-5674085

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

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

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

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

ASCENSUS

11-3665754

(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?
99 37 15 60 50 64	RECORDKEEPER	10272	Yes [X] No [ ]	Yes [ ] No [X]	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
ASCENSUS	15 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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

a	Name:	**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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SURFACE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
59-2512134

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

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

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

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)
22-2712853-001	C	1229039

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

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

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)
22-6484011-001	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SURFACE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
59-2512134

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	16567	16143
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	527178	503026
(9) Value of interest in common/collective trusts	1c(9)	1229442	1229039
(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)	2324345	2244979
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4097532	3993187
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4097532	3993187

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	202113	
(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)		202113
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)	24334	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		24334
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	28325	
(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)		28325
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		18402
(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)		267252
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		540426
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	634498	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		634498
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	10273	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10273
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		644771
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-104345
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: GRIGGS GROUP **(2)** EIN: 20-0708248

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		2283649
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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
SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SURFACE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
59-2512134

Part I Distributions

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

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

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

EIN(s): 45-0404698

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):

Surface Technologies Corporation
401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2012 and 2011
and
Supplemental Schedules as of December 31, 2012



Surface Technologies Corporation 401(k) Profit Sharing Plan

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of
Surface Technologies Corporation 401(k) Profit Sharing Plan

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Surface Technologies Corporation 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Frontier Trust Company, trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the 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.

INDEPENDENT AUDITOR'S REPORT (Continued)

Other Matter

The supplemental schedules, the Schedule of Delinquent Participant Contributions and the Schedule of Assets Held For Investment Purposes at End of Year as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

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

The GriggsGroup, CPAs

Ponte Vedra Beach, Florida
October 14, 2013

Surface Technologies Corporation 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Investments, at fair market value:		
Common collective trust	$ 1,229,039	$ 1,229,442
Mutual funds	2,244,979	2,324,345
Total investments	3,474,018	3,553,787
Receivables:		
Employee contributions	59,568	59,992
Participant loan receivables	503,026	527,178
Total receivables	562,594	587,170
Net assets available for benefits at fair value	4,036,612	4,140,957
Adjustments from fair value to contract value for interest in common collective trust	(19,851)	(25,193)
Net assets available for benefits	$ 4,016,761	$ 4,115,764

The accompanying notes are an integral part of these financial statements

Surface Technologies Corporation 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

	Year ended December 31, 2012
Additions to net assets attributable to:	
Investment income:	
Interest and dividends	$ 82,137
Net appreciation in fair value of investments (note 4)	261,519
Net investment income	343,656
Contributions:	
Participant	202,113
Net additions	545,769
Deductions from net assets attributed to:	
Benefits paid to participants	635,129
Administrative fees	9,643
Total deductions	644,772
Net decrease	(99,003)
Net assets available for benefits:	
Beginning of year	4,115,764
End of year	$ 4,016,761

The accompanying notes are an integral part of these financial statements

1. Description of Plan:

The following description of the Surface Technologies Corporation 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution Plan established on January 1, 1995 by Surface Technologies Corporation (the Company), under the provisions of Section 401(a) of the Internal Revenue Code (the Code). The Plan includes a qualified deferred arrangement, as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated in its entirety effective December 31, 2009.

Contributions

Plan participants direct the investment of their contributions and the Company's contributions into various investment options offered by the Plan.

Participants may contribute pre-tax compensation to the Plan, as defined by the Plan and subject to certain limitations set by the Code. The Company, at its discretion may make matching contributions, as well as, a discretionary profit sharing contribution, which the Company determines each year. For the Plan year 2012 the Company matched 1 percent of eligible compensation that each participant contributed to the Plan. No discretionary profit sharing contribution was authorized for the 2012 Plan year.

Employees may participate in the Plan after completing one year of eligibility service and reaching age 18.

Participant Accounts

An individual account is maintained for each participant's interest in the Plan's net assets. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, if any, and Plan earnings. Earnings are allocated based on the performance of the shares in the investment options selected by the participant on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of Plan (Continued):

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service and is as follows:

Years of service for vesting	Percentage
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant or beneficiary may receive either a lump sum or an annuity amount equal to the vested value of his or her account. For any other termination of service, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants that have terminated employment, but have not withdrawn their account balance due to Plan requirements, continue to participate in the earnings of the Plan. The Plan also permits withdrawals due to circumstances of financial hardship, in accordance with provisions specified in the Plan document.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts were $25,092 and $64,830, respectively. The amount of any non-vested forfeiture attributed to a participant's break in service, as specified by the Plan Document, can be used to reduce future Company matching contributions. During 2012 forfeitures of $35,759 were used to reduce Company matching contributions.

Administrative Expenses

Record keeping expenses are paid by the Plan, as described in the Plan document and service agreements.

2. Summary of Accounting Policies:

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of common collective trusts, mutual and money market funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is as least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

Participants in the Plan direct their accounts to be invested in one or more of several common collective trusts and mutual funds. The Plan's investments are stated at fair value which represents 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.

Contract value is the relevant measurement attribute for certain Plan assets attributable to fully benefit-responsive investments because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contract. The Plan invests in fully benefit-responsive investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor.

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments, allocated to the individual accounts.

Payment of Benefits

Benefits are recorded when paid.

3. Fair Value Measurements:

Financial Accounting Standards Board Statement Accounting Standards Codification Topic 820 (ASC 820), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Common collective trust: The fair value of the investments in the common/collective trust is determined by the trustee based on the fair value of the underlying securities within the trust, which represent the net asset value of the shares held by the Plan at year end (Level 2 inputs). The investment objective of the trust is stability of principal and high current income.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

3. Fair Value Measurements (Continued):

The following tables set forth by level within the fair value hierarchy the Plan investment assets and investment liabilities at fair value, as of December 31, 2012 and 2011.

December 31, 2012	Level 1	Level 2	Level 3	Total
Common collective trust	$ -	$ 1,229,039	$ -	$ 1,229,039
Mutual funds:				
Large U.S. equity	718,865	-	-	718,865
Small/Mid U.S.equity	124,176	-	-	124,176
International equity	569,208	-	-	569,208
Balanced / Asset allocation	363,100	-	-	363,100
Bond funds	265,399	-	-	265,399
Specialty equity	204,231	-	-	204,231
Total	$ 2,244,979	$ 1,229,039	$ -	$ 3,474,018

December 31, 2011	Level 1	Level 2	Level 3	Total
Common collective trust	$ -	$ 1,229,442	$ -	$ 1,229,442
Mutual funds:				
Large U.S. equity	637,654	-	-	637,654
Small/Mid U.S.equity	137,113	-	-	137,113
International equity	699,967	-	-	699,967
Balanced / Asset allocation	381,731	-	-	381,731
Bond funds	248,248	-	-	248,248
Specialty equity	219,632	-	-	219,632
Total	$ 2,324,345	$ 1,229,442	$ -	$ 3,553,787

4. Investments:

The Plan's investments are held by the trustee of the Plan. Investments that represent five percent or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified below:

December 31,	2012	2011
Investments, at fair value:		
Federated Capital Preservation Fund	$ 1,229,039	$ 1,229,442
BlackRock International Fund	328,164	343,584
BlackRock Balanced Capital Fund	363,100	381,731
BlackRock Capital Appreciation Fund	500,250	415,519
Black Rock Total Return Fund	203,544	*(b)*
BlackRock Global Allocation Fund	*(a)*	239,481

(a) Balance does no represent 5% or more during the Plan year ended December 31, 2012

(b) Balance does no represent 5% or more during the Plan year ended December 31, 2011

4. Investments (Continued):

During 2012 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $261,519 as follows:

Year ended December 31,	2012
Mutual funds	$ 73,015
Common collective trust	208,355
	281,370
Adjustment to contract value of common collective trust	(19,851)
	$ 261,519

The Plan invests in fully-benefit-responsive investment fund, the Federated Capital Preservation Fund (the "Fund"). The Fund is a common collective trust that invests in traditional, synthetic and separate account investment contracts issued by insurance companies, banks and other financial institutions. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus credited earnings, less participant withdrawals. The Fund is presented in the accompanying statements of net assets available for benefits at contract value as reported to the Plan by the trustee. There is no reserve against contract value for credit risk of the contract issuer or otherwise. Certain events may limit the ability of the Plan to transact at contract value with the issuer. However, in the normal course of business, such events would not limit the ability of the Fund to transact at contract value as the Fund is managed to maintain a certain amount of liquidity to provide for day-to-day liquidity needs.

At December 31, 2012 and 2011, the Plan's investment in the Fund at fair value exceeded the contract value by $19,851 and $25,193, respectively. The average yield of the Fund at December 31, 2012 and 2011 was 1.59% and 2.09%, respectively. The blended net crediting interest rate to the Fund was 1.95% for the year ended December 31, 2012.

5. Information Prepared and Certified by Trustee:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following investments included in the statements of assets available for benefits as of December 31, 2012 and 2011 and the interest and net appreciation in fair value of investments included in the statement of changes in net assets available for benefits for the year ended December 31, 2012, are complete and accurate.

December 31,	2012	2011
Common collective trust	1,229,039	1,229,442
Mutual funds	2,244,979	2,324,345
Participant loans receivable	503,026	527,178

Year ended December 31,	2012
Interest income	$ 82,137
Net appreciation in fair value of investments	261,519

6. Reconciliation to Form 5500:

The following is a reconciliation of net assets per the Form 5500 to the financial statements at December 31, 2012 and 2011:

December 31,	2012	2011
Net assets per Form 5500	$ 3,993,187	$ 4,097,532
Employee contributions receivable	43,425	43,425
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(19,851)	(25,193)
Net assets per financial statements	$ 4,016,761	$ 4,115,764

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

Year ended December 31,	2012
Net loss per Form 5500	$ (104,345)
Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts	5,342
Net decrease per financial statements	$ (99,003)

7. Related Party Transactions:

Certain Plan investments are shares of mutual funds managed by Ascensus, Inc. (d/b/a Merrill Lynch) and Frontier Trust Company. Ascensus, Inc. is the recordkeeper, and Frontier Trust Company is the trustee as defined by the Plan and, therefore, transactions involving these funds qualify as party-in-interest transactions.

8. Tax Status:

The Plan was restated under the Ascensus Prototype Defined Contribution Plan (the "Prototype Plan"). The Internal Revenue Service (IRS) issued a determination letter dated March 31, 2008, stating that the Prototype Plan was in accordance with the applicable Plan designed requirements as of that date. The Plan as adopted and amended has not requested a determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement dates.

Management has evaluated the Plan's tax positions and concluded that as of December 31, 2012 the Plan had taken no uncertain tax positions that require recognition of a liability (or asset) in the financial statements. With few exceptions, the Plan is no longer subject to income tax examination by the U.S. federal, state or local tax authorities for years before 2009.

9. Plan Termination:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

10. Nonexempt Transactions:

In August 2011, the Department of Labor ("DOL") completed an audit of the Plan year 2008 and an examination of remittances for the Plan years 2009 and 2010. The DOL determined that the Company did not remit certain employee deferrals and loan repayments to the Plan within the time frame required by the Department of Labor Regulation 29 CFR 2510.3-102. Certain other delinquent deferrals and loan repayments have been identified by the Company. Late or delinquent deferrals and loan repayments constitute prohibited transactions as defined by ERISA and are included in the accompanying supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.

The following table presents all late or delinquent remittances identified by the DOL or by the Company.

Plan year	Participant contributions and loan repayments made late but remitted to the Plan	Delinquent participant contributions and loan repayments not yet remitted to the Plan
2007	$ 490,373	$ 325
2008	413,051	41,718
2009	357,998	7,844
2010	305,866	12,165
2011	316,208	-
2012	338,101	-

Corrections for lost earnings related to late remittances identified by the DOL in the amount of $15,648 were made in April 2012. The Company is taking steps to correct all other remittances and to calculate and remit lost earnings related to late or delinquent remittances identified by the Company and to implement procedures to ensure future deferrals and loan repayments are remitted correctly and within the prescribed period of time.

11. Subsequent Events:

The Plan has evaluated the accounting and disclosure requirements for subsequent events through October 14, 2013, the date of this report.

Supplementary Information

Surface Technologies Corporation 401(k) Profit Sharing Plan

EIN: 59-2918348, PLAN NO. 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2012

	Participant Contributions Transferred	Transactions			
		Amounts Not Corrected	Amounts Corrected Outside VFCP	Amounts Pending Correction in VFCP	Total Fully Corrected Under VFCP & PTE 2002-51
	Check Here if Late Participant Loan Repayments are included X				
2007 (1)	$ 490,373	$ 490,373	$ -	$ -	$ -
2007 (2)	325	325	-	-	-
2008 (3)	413,051	-	413,051	-	-
2008 (2)	41,718	41,718	-	-	-
2009 (3)	357,998	-	357,998	-	-
2009 (2)	7,844	7,844	-	-	-
2010 (1)	161,379	161,379	-	-	-
2010 (3)	144,487	-	144,487	-	-
2010 (2)	12,165	12,165	-	-	-
2011 (1)	316,208	316,208	-	-	-
2012 (1)	338,101	338,101	-	-	-
	$ 2,283,649	$ 1,368,113	$ 915,536	$ -	$ -

(1) Participant contributions and loan repayments have been remitted to the Plan, pending correction of lost earnings.

(2) Participant contributions and loan repayments have not yet been remitted to the Plan and are recorded as a receivable.

(3) Participant contributions and loan repayments lost earnings correction was made in April 2012

See Independent Auditor's Report

Surface Technologies Corporation 401(k) Profit Sharing Plan

EIN: 59-2918348, Plan No. 001

Schedule of Assets Held for Investment Purposes at End of Year

December 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	(d) COST	(e) CURRENT VALUE
*	Federated	Federated Capital Preservation Fund	a	$ 1,186,592
*	Federated	GM Federated Capital Preservation Fund	a	42,447
	Davis NY	Davis NY Venture Fund A	a	52,686
	MFS	MFS Growth A	a	25,785
	Columbia	Columbia Seligman Communications & Info Fund	a	28,783
	Columbia	Columbia Mid Cap Value Fund A	a	334
	JP Morgan	JP Morgan Intrepid Mid Cap Fund A	a	29,603
	BlackRock	Black Rock Pacific Fund	a	23,460
	BlackRock	BlackRock Global Allocation Fund	a	163,723
	BlackRock	BlackRock Health Sciences Fund	a	175,448
	BlackRock	BlackRock Total Return Fund	a	136,880
	BlackRock	BlackRock Balanced Capital Fund	a	363,100
	Columbia	GM Columbia Mid Cap Value Fund	a	14,251
	GM BlackRock	GM BlackRock International Fund	a	23,223
	GM BlackRock	GM BlackRock Total Return Fund	a	66,664
	GM BlackRock	GM BlackRock Capital Appreciation Fund	a	30,904
	BlackRock	BlackRock Capital Appreciation Fund	a	469,346
	GM BlackRock	GM BlackRock Government Income Fund	a	61,855
	GM Davis NY	GM Davis NY Venture Fund A	a	45,899
	Invesco	Invesco Diversified Dividend Fund A	a	41,902
	Invesco	Invesco Dividend Income Fund	a	52,343
	Invesco	Invesco International Growth Equity Fund	a	33,896
	Invesco	Invesco Small Cap Equity Fund	a	23,510
	GM Invesco	GM Invesco Small Cap Equity Fund	a	11,400
	GM Invesco	GM Invesco International Growth Equity Fund	a	19,965
	BlackRock	BlackRock International Fund	a	304,941
	Alger	Alger Mid Cap Growth Institutional	a	36,318
	GM Alger	GM Alger MidCap Growth Institutional	a	8,760
*	Participant Loans	Interest rates ranging from 5.0% to 8.75%	-	503,026
				$ 3,977,044

a - Cost has been omitted because the participants direct the asset allocation to their accounts.

* - Party-in-interest

See Independent Auditor's Report

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: SURFACE TECHNOLOGIES CORPORATION 401(K) PSP

Plan Number: 255247

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
SHSAX	BlackRock Health Sciences Opp Port A	12 dollars per fund position
GMFCSPT	GM Federated Capital Preservation CL SP	10 basis points
NYVTX	Davis New York Venture Fund A	12 dollars per fund position
AIIEX	Invesco International Growth Equity A	12 dollars per fund position
CIGAX	BlackRock U.S. Govt Bond Port A	12 dollars per fund position
CMUAX	Columbia Mid Cap Value Fund A	12 dollars per fund position
IAUTX	Invesco Utilities Fund A	12 dollars per fund position
LCEAX	Invesco Diversified Dividend Fund A	12 dollars per fund position
MDCPX	BlackRock Balanced Capital A	12 dollars per fund position
MDFGX	BlackRock Capital Appreciation Fund A	12 dollars per fund position
MDHQX	BlackRock Total Return A	12 dollars per fund position
MDILX	BlackRock Intl A	12 dollars per fund position
MDLOX	BlackRock Global Allocation Fund A	12 dollars per fund position
MDPCX	BlackRock Pacific A	12 dollars per fund position
FCSPT	Federated Capital Preservation Fd CL SP	10 basis points
GMCIGAX	GM BlackRock U.S. Govt Bond Port A	12 dollars per fund position
FCSPT	Federated Capital Preservation Fd CL SP	N/A
GMSMEAX	GM Invesco Small Cap Equity Fund A	12 dollars per fund position
GMNYVTX	GM Davis New York Venture Fund A	12 dollars per fund position
GMMDILX	GM BlackRock Intl A	12 dollars per fund position
GMMDHQX	GM BlackRock Total Return A	12 dollars per fund position
MFEGX	MFS Growth Fund A	12 dollars per fund position
GMCMUAX	GM Columbia Mid Cap Index Fund A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: SURFACE TECHNOLOGIES CORPORATION 401(K) PSP

Plan Number: 255247

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
PECAX	JPMorgan Intrepid Mid Cap Fund A	12 dollars per fund position
GMALMRX	GM Alger Mid Cap Growth Institutional I	12 dollars per fund position
GMAIIEX	GM Invesco International Growth Equity A	12 dollars per fund position
ALMRX	Alger Mid Cap Growth Institutional I	12 dollars per fund position
SMEAX	Invesco Small Cap Equity Fund A	12 dollars per fund position
SLMCX	Columbia Seligman Comm and InformationA	12 dollars per fund position
GMFCSPT	GM Federated Capital Preservation CL SP	N/A
GMMDFGX	GM BlackRock Capital Appreciation Fund A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)
Formula Description - Additional Fee Notes

Plan Name: SURFACE TECHNOLOGIES CORPORATION 401(K) PSP

Plan Number: 255247

Broker Dealer: Merrill Lynch

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

Surface Technologies Corporation
401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2012 and 2011
and
Supplemental Schedules as of December 31, 2012



Surface Technologies Corporation 401(k) Profit Sharing Plan

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of
Surface Technologies Corporation 401(k) Profit Sharing Plan

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Surface Technologies Corporation 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Frontier Trust Company, trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the 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.

INDEPENDENT AUDITOR'S REPORT (Continued)

Other Matter

The supplemental schedules, the Schedule of Delinquent Participant Contributions and the Schedule of Assets Held For Investment Purposes at End of Year as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

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

The GriggsGroup, CPAs

Ponte Vedra Beach, Florida
October 14, 2013

Surface Technologies Corporation 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Investments, at fair market value:		
Common collective trust	$ 1,229,039	$ 1,229,442
Mutual funds	2,244,979	2,324,345
Total investments	3,474,018	3,553,787
Receivables:		
Employee contributions	59,568	59,992
Participant loan receivables	503,026	527,178
Total receivables	562,594	587,170
Net assets available for benefits at fair value	4,036,612	4,140,957
Adjustments from fair value to contract value for interest in common collective trust	(19,851)	(25,193)
Net assets available for benefits	$ 4,016,761	$ 4,115,764

The accompanying notes are an integral part of these financial statements

Surface Technologies Corporation 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

	Year ended December 31, 2012
Additions to net assets attributable to:	
Investment income:	
Interest and dividends	$ 82,137
Net appreciation in fair value of investments (note 4)	261,519
Net investment income	343,656
Contributions:	
Participant	202,113
Net additions	545,769
Deductions from net assets attributed to:	
Benefits paid to participants	635,129
Administrative fees	9,643
Total deductions	644,772
Net decrease	(99,003)
Net assets available for benefits:	
Beginning of year	4,115,764
End of year	$ 4,016,761

The accompanying notes are an integral part of these financial statements

1. Description of Plan:

The following description of the Surface Technologies Corporation 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution Plan established on January 1, 1995 by Surface Technologies Corporation (the Company), under the provisions of Section 401(a) of the Internal Revenue Code (the Code). The Plan includes a qualified deferred arrangement, as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated in its entirety effective December 31, 2009.

Contributions

Plan participants direct the investment of their contributions and the Company's contributions into various investment options offered by the Plan.

Participants may contribute pre-tax compensation to the Plan, as defined by the Plan and subject to certain limitations set by the Code. The Company, at its discretion may make matching contributions, as well as, a discretionary profit sharing contribution, which the Company determines each year. For the Plan year 2012 the Company matched 1 percent of eligible compensation that each participant contributed to the Plan. No discretionary profit sharing contribution was authorized for the 2012 Plan year.

Employees may participate in the Plan after completing one year of eligibility service and reaching age 18.

Participant Accounts

An individual account is maintained for each participant's interest in the Plan's net assets. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, if any, and Plan earnings. Earnings are allocated based on the performance of the shares in the investment options selected by the participant on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of Plan (Continued):

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service and is as follows:

Years of service for vesting	Percentage
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant or beneficiary may receive either a lump sum or an annuity amount equal to the vested value of his or her account. For any other termination of service, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants that have terminated employment, but have not withdrawn their account balance due to Plan requirements, continue to participate in the earnings of the Plan. The Plan also permits withdrawals due to circumstances of financial hardship, in accordance with provisions specified in the Plan document.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts were $25,092 and $64,830, respectively. The amount of any non-vested forfeiture attributed to a participant's break in service, as specified by the Plan Document, can be used to reduce future Company matching contributions. During 2012 forfeitures of $35,759 were used to reduce Company matching contributions.

Administrative Expenses

Record keeping expenses are paid by the Plan, as described in the Plan document and service agreements.

2. Summary of Accounting Policies:

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of common collective trusts, mutual and money market funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is as least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

Participants in the Plan direct their accounts to be invested in one or more of several common collective trusts and mutual funds. The Plan's investments are stated at fair value which represents 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.

Contract value is the relevant measurement attribute for certain Plan assets attributable to fully benefit-responsive investments because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contract. The Plan invests in fully benefit-responsive investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor.

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments, allocated to the individual accounts.

Payment of Benefits

Benefits are recorded when paid.

3. Fair Value Measurements:

Financial Accounting Standards Board Statement Accounting Standards Codification Topic 820 (ASC 820), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Common collective trust: The fair value of the investments in the common/collective trust is determined by the trustee based on the fair value of the underlying securities within the trust, which represent the net asset value of the shares held by the Plan at year end (Level 2 inputs). The investment objective of the trust is stability of principal and high current income.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

3. Fair Value Measurements (Continued):

The following tables set forth by level within the fair value hierarchy the Plan investment assets and investment liabilities at fair value, as of December 31, 2012 and 2011.

December 31, 2012	Level 1	Level 2	Level 3	Total
Common collective trust	$ -	$ 1,229,039	$ -	$ 1,229,039
Mutual funds:				
Large U.S. equity	718,865	-	-	718,865
Small/Mid U.S.equity	124,176	-	-	124,176
International equity	569,208	-	-	569,208
Balanced / Asset allocation	363,100	-	-	363,100
Bond funds	265,399	-	-	265,399
Specialty equity	204,231	-	-	204,231
Total	$ 2,244,979	$ 1,229,039	$ -	$ 3,474,018

December 31, 2011	Level 1	Level 2	Level 3	Total
Common collective trust	$ -	$ 1,229,442	$ -	$ 1,229,442
Mutual funds:				
Large U.S. equity	637,654	-	-	637,654
Small/Mid U.S.equity	137,113	-	-	137,113
International equity	699,967	-	-	699,967
Balanced / Asset allocation	381,731	-	-	381,731
Bond funds	248,248	-	-	248,248
Specialty equity	219,632	-	-	219,632
Total	$ 2,324,345	$ 1,229,442	$ -	$ 3,553,787

4. Investments:

The Plan's investments are held by the trustee of the Plan. Investments that represent five percent or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified below:

December 31,	2012	2011
Investments, at fair value:		
Federated Capital Preservation Fund	$ 1,229,039	$ 1,229,442
BlackRock International Fund	328,164	343,584
BlackRock Balanced Capital Fund	363,100	381,731
BlackRock Capital Appreciation Fund	500,250	415,519
Black Rock Total Return Fund	203,544	*(b)*
BlackRock Global Allocation Fund	*(a)*	239,481

(a) Balance does no represent 5% or more during the Plan year ended December 31, 2012

(b) Balance does no represent 5% or more during the Plan year ended December 31, 2011

4. Investments (Continued):

During 2012 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $261,519 as follows:

Year ended December 31,	2012
Mutual funds	$ 73,015
Common collective trust	208,355
	281,370
Adjustment to contract value of common collective trust	(19,851)
	$ 261,519

The Plan invests in fully-benefit-responsive investment fund, the Federated Capital Preservation Fund (the "Fund"). The Fund is a common collective trust that invests in traditional, synthetic and separate account investment contracts issued by insurance companies, banks and other financial institutions. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus credited earnings, less participant withdrawals. The Fund is presented in the accompanying statements of net assets available for benefits at contract value as reported to the Plan by the trustee. There is no reserve against contract value for credit risk of the contract issuer or otherwise. Certain events may limit the ability of the Plan to transact at contract value with the issuer. However, in the normal course of business, such events would not limit the ability of the Fund to transact at contract value as the Fund is managed to maintain a certain amount of liquidity to provide for day-to-day liquidity needs.

At December 31, 2012 and 2011, the Plan's investment in the Fund at fair value exceeded the contract value by $19,851 and $25,193, respectively. The average yield of the Fund at December 31, 2012 and 2011 was 1.59% and 2.09%, respectively. The blended net crediting interest rate to the Fund was 1.95% for the year ended December 31, 2012.

5. Information Prepared and Certified by Trustee:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following investments included in the statements of assets available for benefits as of December 31, 2012 and 2011 and the interest and net appreciation in fair value of investments included in the statement of changes in net assets available for benefits for the year ended December 31, 2012, are complete and accurate.

December 31,	2012	2011
Common collective trust	1,229,039	1,229,442
Mutual funds	2,244,979	2,324,345
Participant loans receivable	503,026	527,178

Year ended December 31,	2012
Interest income	$ 82,137
Net appreciation in fair value of investments	261,519

6. Reconciliation to Form 5500:

The following is a reconciliation of net assets per the Form 5500 to the financial statements at December 31, 2012 and 2011:

December 31,	2012	2011
Net assets per Form 5500	$ 3,993,187	$ 4,097,532
Employee contributions receivable	43,425	43,425
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(19,851)	(25,193)
Net assets per financial statements	$ 4,016,761	$ 4,115,764

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

Year ended December 31,	2012
Net loss per Form 5500	$ (104,345)
Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts	5,342
Net decrease per financial statements	$ (99,003)

7. Related Party Transactions:

Certain Plan investments are shares of mutual funds managed by Ascensus, Inc. (d/b/a Merrill Lynch) and Frontier Trust Company. Ascensus, Inc. is the recordkeeper, and Frontier Trust Company is the trustee as defined by the Plan and, therefore, transactions involving these funds qualify as party-in-interest transactions.

8. Tax Status:

The Plan was restated under the Ascensus Prototype Defined Contribution Plan (the "Prototype Plan"). The Internal Revenue Service (IRS) issued a determination letter dated March 31, 2008, stating that the Prototype Plan was in accordance with the applicable Plan designed requirements as of that date. The Plan as adopted and amended has not requested a determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement dates.

Management has evaluated the Plan's tax positions and concluded that as of December 31, 2012 the Plan had taken no uncertain tax positions that require recognition of a liability (or asset) in the financial statements. With few exceptions, the Plan is no longer subject to income tax examination by the U.S. federal, state or local tax authorities for years before 2009.

9. Plan Termination:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

10. Nonexempt Transactions:

In August 2011, the Department of Labor ("DOL") completed an audit of the Plan year 2008 and an examination of remittances for the Plan years 2009 and 2010. The DOL determined that the Company did not remit certain employee deferrals and loan repayments to the Plan within the time frame required by the Department of Labor Regulation 29 CFR 2510.3-102. Certain other delinquent deferrals and loan repayments have been identified by the Company. Late or delinquent deferrals and loan repayments constitute prohibited transactions as defined by ERISA and are included in the accompanying supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.

The following table presents all late or delinquent remittances identified by the DOL or by the Company.

Plan year	Participant contributions and loan repayments made late but remitted to the Plan	Delinquent participant contributions and loan repayments not yet remitted to the Plan
2007	$ 490,373	$ 325
2008	413,051	41,718
2009	357,998	7,844
2010	305,866	12,165
2011	316,208	-
2012	338,101	-

Corrections for lost earnings related to late remittances identified by the DOL in the amount of $15,648 were made in April 2012. The Company is taking steps to correct all other remittances and to calculate and remit lost earnings related to late or delinquent remittances identified by the Company and to implement procedures to ensure future deferrals and loan repayments are remitted correctly and within the prescribed period of time.

11. Subsequent Events:

The Plan has evaluated the accounting and disclosure requirements for subsequent events through October 14, 2013, the date of this report.

Supplementary Information

Surface Technologies Corporation 401(k) Profit Sharing Plan

EIN: 59-2918348, PLAN NO. 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2012

	Participant Contributions Transferred	Transactions			
		Amounts Not Corrected	Amounts Corrected Outside VFCP	Amounts Pending Correction in VFCP	Total Fully Corrected Under VFCP & PTE 2002-51
	Check Here if Late Participant Loan Repayments are included X				
2007 (1)	$ 490,373	$ 490,373	$ -	$ -	$ -
2007 (2)	325	325	-	-	-
2008 (3)	413,051	-	413,051	-	-
2008 (2)	41,718	41,718	-	-	-
2009 (3)	357,998	-	357,998	-	-
2009 (2)	7,844	7,844	-	-	-
2010 (1)	161,379	161,379	-	-	-
2010 (3)	144,487	-	144,487	-	-
2010 (2)	12,165	12,165	-	-	-
2011 (1)	316,208	316,208	-	-	-
2012 (1)	338,101	338,101	-	-	-
	$ 2,283,649	$ 1,368,113	$ 915,536	$ -	$ -

(1) Participant contributions and loan repayments have been remitted to the Plan, pending correction of lost earnings.

(2) Participant contributions and loan repayments have not yet been remitted to the Plan and are recorded as a receivable.

(3) Participant contributions and loan repayments lost earnings correction was made in April 2012

See Independent Auditor's Report

Surface Technologies Corporation 401(k) Profit Sharing Plan

EIN: 59-2918348, Plan No. 001

Schedule of Assets Held for Investment Purposes at End of Year

December 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	(d) COST	(e) CURRENT VALUE
*	Federated	Federated Capital Preservation Fund	a	$ 1,186,592
*	Federated	GM Federated Capital Preservation Fund	a	42,447
	Davis NY	Davis NY Venture Fund A	a	52,686
	MFS	MFS Growth A	a	25,785
	Columbia	Columbia Seligman Communications & Info Fund	a	28,783
	Columbia	Columbia Mid Cap Value Fund A	a	334
	JP Morgan	JP Morgan Intrepid Mid Cap Fund A	a	29,603
	BlackRock	Black Rock Pacific Fund	a	23,460
	BlackRock	BlackRock Global Allocation Fund	a	163,723
	BlackRock	BlackRock Health Sciences Fund	a	175,448
	BlackRock	BlackRock Total Return Fund	a	136,880
	BlackRock	BlackRock Balanced Capital Fund	a	363,100
	Columbia	GM Columbia Mid Cap Value Fund	a	14,251
	GM BlackRock	GM BlackRock International Fund	a	23,223
	GM BlackRock	GM BlackRock Total Return Fund	a	66,664
	GM BlackRock	GM BlackRock Capital Appreciation Fund	a	30,904
	BlackRock	BlackRock Capital Appreciation Fund	a	469,346
	GM BlackRock	GM BlackRock Government Income Fund	a	61,855
	GM Davis NY	GM Davis NY Venture Fund A	a	45,899
	Invesco	Invesco Diversified Dividend Fund A	a	41,902
	Invesco	Invesco Dividend Income Fund	a	52,343
	Invesco	Invesco International Growth Equity Fund	a	33,896
	Invesco	Invesco Small Cap Equity Fund	a	23,510
	GM Invesco	GM Invesco Small Cap Equity Fund	a	11,400
	GM Invesco	GM Invesco International Growth Equity Fund	a	19,965
	BlackRock	BlackRock International Fund	a	304,941
	Alger	Alger Mid Cap Growth Institutional	a	36,318
	GM Alger	GM Alger MidCap Growth Institutional	a	8,760
*	Participant Loans	Interest rates ranging from 5.0% to 8.75%	-	503,026
				$ 3,977,044

a - Cost has been omitted because the participants direct the asset allocation to their accounts.

* - Party-in-interest

See Independent Auditor's Report

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN **EIN:** 59-2512134
Plan Sponsor's Name SURFACE TECHNOLOGIES CORPORATION **PN:** 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
	Davis	Davis New York Venture Fund A	0	52,686
	MFS	MFS Growth Fund A	0	25,785
	Invesco	Invesco International Growth Equity A	0	33,896
	Columbia	Columbia Seligman Comm and InformationA	0	28,783
	JPMorgan	JPMorgan Intrepid Mid Cap Fund A	0	29,603
	BlackRock	BlackRock Pacific A	0	23,460
	BlackRock	BlackRock Global Allocation Fund A	0	163,723

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN **EIN:** 59-2512134
Plan Sponsor's Name SURFACE TECHNOLOGIES CORPORATION **PN:** 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
	BlackRock	BlackRock Total Return A	0	136,880
	BlackRock	BlackRock Balanced Capital A	0	363,100
	BlackRock	BlackRock Capital Appreciation Fund A	0	469,346
	BlackRock	GM BlackRock Capital Appreciation Fund A	0	30,905
	BlackRock	GM BlackRock Total Return A	0	66,664
	Davis	GM Davis New York Venture Fund A	0	45,899
	Invesco	Invesco Dividend Income Fund A	0	52,343

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN **EIN:** 59-2512134
Plan Sponsor's Name SURFACE TECHNOLOGIES CORPORATION **PN:** 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
	Alger	Alger Mid Cap Growth Institutional I	0	36,318
	Alger	GM Alger Mid Cap Growth Institutional I	0	8,760
	Columbia	Columbia Mid Cap Value Fund A	0	334
	Invesco	Invesco Small Cap Equity Fund A	0	23,510
	Columbia	GM Columbia Mid Cap Index Fund A	0	14,251
	Invesco	GM Invesco Small Cap Equity Fund A	0	11,400
	Invesco	GM Invesco International Growth Equity A	0	19,964

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN **EIN:** 59-2512134
Plan Sponsor's Name SURFACE TECHNOLOGIES CORPORATION **PN:** 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
	Federated	Federated Capital Preservation Fd CL SP	0	1,186,592
	Federated	GM Federated Capital Preservation CL SP	0	42,447
	Invesco	Invesco Diversified Dividend Fund A	0	41,902
	BlackRock	GM BlackRock U.S. Govt Bond Port A	0	61,855
	BlackRock	GM BlackRock Intl A	0	23,223
	BlackRock	BlackRock Intl A	0	304,941
	BlackRock	BlackRock Health Sciences Opp Port A	0	175,448

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SURFACE TECHNOLOGIES CORPORATION 401(K) PROFIT SHARING PLAN **EIN:** 59-2512134
Plan Sponsor's Name SURFACE TECHNOLOGIES CORPORATION **PN:** 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
	Participant's Loan Account	Various Rates and Maturities	0	503,026