

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>CRANE COMPANIES RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>01/01/1961</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CRANE & CO., INC.</u> <u>30 SOUTH STREET</u> <u>DALTON, MA 01226</u>	2b Employer Identification Number (EIN) <u>04-1215780</u> 2c Sponsor's telephone number <u>413-684-6462</u> 2d Business code (see instructions) <u>322100</u>

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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 1018
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 977	
b Retired or separated participants receiving benefits.....	6b 39	
c Other retired or separated participants entitled to future benefits.....	6c 258	
d Subtotal. Add lines 6a , 6b , and 6c	6d 1274	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 1274	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 1246	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 7	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>CRANE COMPANIES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CRANE & CO., INC.</u>	D Employer Identification Number (EIN) <u>04-1215780</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PUTNAM INVESTMENTS

ONE POST OFFICE SQUARE
BOSTON, MA 02109

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 15	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <u>CRANE COMPANIES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CRANE & CO., INC.</u>	D Employer Identification Number (EIN) <u>04-1215780</u>	

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: <u>PUTNAM S & P 500 INDEX FUND Y</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>04-3159710-202</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10503240</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MORLEY STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>39816869</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 CRANE COMPANIES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 CRANE & CO., INC.	D Employer Identification Number (EIN) 04-1215780	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1521673	5809719
(2) Participant contributions	1b(2)	4435	9620
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1912514	2143722
(9) Value of interest in common/collective trusts.....	1c(9)	50284599	50320109
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	97298721	115413842
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	151021942	173697012

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	151021942	173697012
---	-----------	-----------	-----------

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)	8316406	
(B) Participants	2a(1)(B)	3931511	
(C) Others (including rollovers)	2a(1)(C)	973455	
(2) Noncash contributions	2a(2)	0	13221372
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	96359	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		96359
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4294065	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4294065
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		2686866
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		10533967
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		30832629

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14845505	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		14845505
f Corrective distributions (see instructions)	2f		1970
g Certain deemed distributions of participant loans (see instructions).....	2g		60078
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14907553

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		15925076
l Transfers of assets:			
(1) To this plan.....	2l(1)		6749994
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **MCGLADREY LLP**

(2) EIN: **42-0714325**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		2962171
4b		X	

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

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 <u>CRANE COMPANIES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CRANE & CO., INC.</u>	D Employer Identification Number (EIN) <u>04-1215780</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Crane Companies Retirement Savings Plan

Financial Statements
and
Supplemental Schedules

December 31, 2012 and 2011

Crane Companies Retirement Savings Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULES
December 31, 2012 and 2011

C O N T E N T S

	<u>Page</u>
Independent Auditor's Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-16
Supplemental Schedules:	
Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions	17
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)	18



INDEPENDENT AUDITOR'S REPORT

To the Pension/Profit Sharing Committee
and Plan Participants of
Crane Companies Retirement Savings Plan
Dalton, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Crane Companies Retirement Savings 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 3, which was certified by Putman Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided 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.

A handwritten signature in cursive script that reads "McGladrey LLP".

Boston, Massachusetts
October 15, 2013

Crane Companies Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value	<u>\$ 165,733,950</u>	<u>\$ 147,583,320</u>
Receivables:		
Participant contributions	9,620	4,435
Employer contributions	5,809,719	1,521,673
Notes receivable from participants	2,203,800	1,912,514
Total receivables	<u>8,023,139</u>	<u>3,438,622</u>
Net assets reflecting investments at fair value	<u>173,757,089</u>	<u>151,021,942</u>
Adjustment from fair value to contract value for interest in a common collective trust relating to a fully benefit-responsive investment contract	<u>(749,329)</u>	<u>(276,979)</u>
Net assets available for benefits	<u><u>\$ 173,007,760</u></u>	<u><u>\$ 150,744,963</u></u>

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

Crane Companies Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions to net assets attributed to:

Net appreciation in fair value of investments	\$ 12,746,482
Interest and dividends	4,294,065
	<u>17,040,547</u>

Interest income on notes receivable from participants	<u>96,360</u>
---	---------------

Contributions:

Participant	3,931,511
Employer	8,316,406
Rollovers	973,455
	<u>13,221,372</u>

Total additions	<u>30,358,279</u>
-----------------	-------------------

Deductions from net assets attributed to:

Benefits paid to participants	<u>14,845,476</u>
-------------------------------	-------------------

Total deductions	<u>14,845,476</u>
------------------	-------------------

Net increase prior to transfer of assets	<u>15,512,803</u>
--	-------------------

Net assets available for plan benefits:

Beginning of year	<u>150,744,963</u>
-------------------	--------------------

Transfer of assets to the Plan	<u>6,749,994</u>
--------------------------------	------------------

End of year	<u><u>\$ 173,007,760</u></u>
-------------	------------------------------

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

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN

The following description of the Crane Companies Retirement Savings 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 covering substantially all employees of Crane & Co., Inc. (the "Plan Sponsor"), and participating subsidiaries, (the "Company") who are active at any time during the plan year. The Company's participating subsidiaries consist of Crane & Co., Inc. ("Crane"), Technical Graphics, Inc. ("TGI"), Crane Stationers ("Stationers"), Crane Micro-Optic Solutions, Inc. ("CMOS"), and William Arthur, Inc. ("WA"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and is designed to comply with the provisions of Section 401(k) of the Internal Revenue Code ("IRC").

Effective January 3, 2012, the Technical Graphics, Inc. 401(k) Plan and the Technical Graphics, Inc. Money Purchase Pension Plan were merged into the Plan at which time \$6,749,994 of assets were transferred including \$172,116 of notes receivable from participants. Changes in net assets from the effective date through December 31, 2012 are included in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

Effective December 1, 2012, the Plan was amended to allow WA employees to participate in the Plan.

Plan Administration

The Pension/Profit Sharing Committee (the "Committee") shall control the management, operation and general administration of the Plan. The Committee is governed by the Board of Directors (the "Board"). The Board as well as the CEO has the authority to appoint and remove Committee members and amend or terminate the Plan.

Eligibility

All individuals employed by the Company or a participating subsidiary are eligible upon employment and are auto-enrolled in the Plan within two months of becoming eligible, unless electing to waive participation, except for interns or individuals of expected short-term employment; persons covered under a collective bargaining agreement or persons who are non-resident aliens who receive no United States source income from the Plan Sponsor.

Contributions

The Plan has four contribution types:

- (1) 401(k) Contribution – A feature which allows employees to contribute on a tax-deferred basis a percentage of their compensation to the Plan, subject to a maximum (\$17,000 for 2012) with additional "catch up contributions" for participants age 50 or older.
- (2) Employer Matching Contribution – A feature in which the Company will make a matching contribution up to 4% of an employee's compensation for each payroll period, subject to Internal Revenue Service (IRS) limitations each year.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN...continued

Contributions...continued

- (3) Money Purchase Pension Contribution – A discretionary feature in which the Company normally contributes annually to an employee's account in the Plan an amount equal to a percentage of the employee's compensation for the year. In 2012, the contribution was 8.92% of eligible compensation for Crane participants and 8% for TGI participants as defined. Additional contributions will be determined from year to year based on the amount of Company profits.
- (4) Profit-Sharing Contribution – A discretionary feature in which the Company normally contributes a part of its profits for each year. The Company's profit-sharing contribution is made at the discretion of the Board and is generally payable in the first quarter of the following plan year. A portion of the profit-sharing contribution is allocated to each eligible employee and, at the discretion of the employee, may be added to the employee's account in the Plan. All of the profit-sharing contributions for active participants will be deposited into the participant's account except to the extent the participant elects to take some or all of the profit-sharing contribution in cash. Participants may annually choose one of the following options:
 - a) take all of the participant's profit-sharing contribution in cash
 - b) deposit a portion (in 5% increments) in his or her account and take the remainder in cash
 - c) deposit all of the profit-sharing contribution, up to the elective amount, in his or her account subject to certain IRS limitations

For the 2012 plan year, the Plan Sponsor made a profit sharing contribution of 4% of eligible compensation for Crane participants.

Each participant who retires or dies during the year shall be allocated a portion of the annual profit-sharing contribution based upon a ratio of the participant's compensation to the total compensation.

Rollovers

With the consent of the Committee, amounts may be transferred directly or indirectly from other qualified plans by any participant, provided that the plan from which such funds are transferred permits the transfer to be made and, in the opinion of counsel for the Company, the transfer will not jeopardize the tax-exempt status of the Plan or Trust or create adverse tax consequences for the Company.

Participant Accounts

Each participant's account is credited with (a) the participant's 401(k) contribution, (b) the Employer's matching contribution, (c) the money purchase pension contribution, if any, (d) the Company's profit-sharing contribution, if any, and (e) an allocation of plan earnings based on the account balances and investment elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All active participants are 100% vested in their account balance at all times.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

1. DESCRIPTION OF PLAN...continued

Investment Options

Upon enrollment in the Plan, a participant may direct investments consisting of his or her employee contributions and employer contributions in several mutual funds and common collective trusts offered by the Plan. Participants may change their investment allocations at anytime.

Notes Receivable from Participants

Participants are able to take loans on their accounts in accordance with ERISA regulations. The maximum amount a participant may borrow is the lesser of 50% of the participant's vested account, or \$50,000, reduced by the highest amount the participant owed during the previous 12 months with a balance of at least \$2,000. The period for repayment of a loan shall not exceed five years except in the case of a loan used to acquire a principal residence. Interest shall be charged on the loan at a rate determined by the Committee in accordance with prevailing market conditions at the date of the loan.

A participant can only have one outstanding loan at any one time except for loans made prior to January 1, 1998. A new loan may not be taken sooner than 6 months after the previous loan has been repaid except in a case where funds are needed for medical expenses, tuition expenses or educational fees, as approved by the Committee.

Payment of Benefits

On retirement, death, disability, or termination of service, a participant (or participant's beneficiary in the event of death) may elect to receive (a) a lump-sum distribution equal to the participant's vested account balance, (b) a qualified joint and survivor form of annuity, if married, (c) a direct rollover into an IRA or other qualified pension plans, or (d) an annuity, as defined. In addition, hardship distributions are permitted if certain criteria are met and distribution is approved by the Committee.

Forfeitures

During 2012 and 2011, respectively, there were \$23,961 and \$7,452 of unallocated forfeitures were generated in 2012 and 2011. The Plan Sponsor has the ability to use forfeiture amounts against discretionary employer contributions or administrative expenses. As of December 31, 2012 and 2011, forfeited accounts totaled \$31,413 and \$7,452.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets generally accepted accounting principles ("GAAP") to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC").

The financial statements of the Plan are prepared on the accrual basis of accounting.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Basis of Accounting and Use of Estimates...continued

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through common collective trusts. The statements of net assets available for benefits present the fair value of the investment in the common collective trusts as well as the adjustment of the investment in common collective trusts from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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 of net assets available for benefits and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Benefit Payments

Benefits are recorded when paid to the participants.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Income Taxes

GAAP requires plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS". ASU 2011-04 amended ASC 820, "Fair Value Measurement", to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of the provisions of ASU 2011-04 did not have a material impact on the Plan's financial statements.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2012, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

3. INFORMATION CERTIFIED BY PLAN'S TRUSTEE

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that information provided to the plan administrator by the trustee related to the following assets is complete and accurate.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

3. INFORMATION CERTIFIED BY PLAN'S TRUSTEES...continued

Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedules related to the following assets:

	December 31,	
	2012	2011
Investments:		
Mutual funds	\$ 115,413,842	\$ 97,298,721
Common collective trust funds:		
Putnam S&P 500 Index Fund	10,503,240	10,145,819
Morley Stable Value Fund*	39,067,539 *	-
Charles Schwab Stable Value Fund*	-	<u>39,861,801 *</u>
	<u>\$ 164,984,621</u>	<u>\$ 147,306,341</u>
Notes receivable from participants	<u>\$ 2,203,800</u>	<u>\$ 1,912,514</u>

* Generally investments are certified at fair value; however, the value certified by Putnam Fiduciary Trust Company for the Morley Stable Value Fund as of December 31, 2012 is the contract value of \$39,067,539 and the Charles Schwab Stable Value Fund as of December 31, 2011 is the contract value of \$39,861,801.

The trustees also certified to the completeness and accuracy of \$12,746,482 of net appreciation in fair value of investments, \$4,294,065 of interest and dividends related to the aforementioned plan investments and \$96,360 of interest earned on notes receivable from participants for the year ended December 31, 2012.

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 as follows:

Mutual funds	\$ 12,088,879
Common collective trust funds	<u>657,603</u>
	<u>\$ 12,746,482</u>

4. FAIR VALUE MEASUREMENTS

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

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. FAIR VALUE MEASUREMENTS...continued

The three levels of the fair value hierarchy are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liability.
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual funds

Valued at quoted net asset value ("NAV"), based on quoted market prices in active markets, of shares held by the Plan at year end. These securities are categorized as level 1 as they are actively traded and no valuation adjustments have been applied.

Common collective trust funds

Valued at NAV per unit based on the underlying investments comprising the trust and based on audited financial statements. As the inputs are based on quoted prices for similar assets in active markets, the investment is categorized as Level 2.

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 could result in a different fair value measurement at the reporting date.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. FAIR VALUE MEASUREMENTS...continued

Assets measured at fair value on a recurring basis as of December 31, 2012 and 2011 are as follows:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Investments:				
Mutual funds:				
Growth funds	\$ 8,627,937	\$ -	\$ -	\$ 8,627,937
Blend funds	33,599,456	-	-	33,599,456
Target date funds	22,694,460	-	-	22,694,460
Income funds	30,733,158	-	-	30,733,158
Value funds	19,758,831	-	-	19,758,831
Total mutual funds	<u>115,413,842</u>	<u>-</u>	<u>-</u>	<u>115,413,842</u>
Common collective trust funds:				
Fixed income fund	-	39,816,868	-	39,816,868
Index fund	-	10,503,240	-	10,503,240
Total common collective trust funds	<u>-</u>	<u>50,320,108</u>	<u>-</u>	<u>50,320,108</u>
	<u>\$115,413,842</u>	<u>\$ 50,320,108</u>	<u>\$ -</u>	<u>\$165,733,950</u>
Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Investments:				
Mutual funds:				
Income funds	\$ 26,737,139	\$ -	\$ -	\$ 26,737,139
Blend funds	26,016,397	-	-	26,016,397
Value funds	18,042,409	-	-	18,042,409
Target date funds	16,500,199	-	-	16,500,199
Growth funds	10,002,577	-	-	10,002,577
Total mutual funds	<u>97,298,721</u>	<u>-</u>	<u>-</u>	<u>97,298,721</u>
Common collective trust funds:				
Fixed income fund	-	40,138,780	-	40,138,780
Index fund	-	10,145,819	-	10,145,819
Total common collective trust funds	<u>-</u>	<u>50,284,599</u>	<u>-</u>	<u>50,284,599</u>
	<u>\$ 97,298,721</u>	<u>\$ 50,284,599</u>	<u>\$ -</u>	<u>\$147,583,320</u>

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. FAIR VALUE MEASUREMENTS...continued

The following tables set forth additional disclosures of Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2012 and 2011.

Investment	Fair Value Estimated Using NAV Per Share			
	December 31, 2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common collective trust:				
Putnam S&P 500 Index Fund (a)	\$ 10,503,240	\$ -	Daily (b)	None (b)
Morley Stable Value Fund (c)	<u>39,816,868</u>	<u>-</u>	Daily (d)	None (d)
	<u>\$ 50,320,108</u>	<u>\$ -</u>		
Investment	Fair Value Estimated Using NAV Per Share			
	December 31, 2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common collective trust:				
Putnam S&P 500 Index Fund (a)	\$ 10,145,819	\$ -	Daily (b)	None (b)
Charles Schwab Stable Value Fund (e)	<u>40,138,780</u>	<u>-</u>	Daily (f)	None (f)
	<u>\$ 50,284,599</u>	<u>\$ -</u>		

The Plan holds units of participation in the Putnam S&P 500 Index Fund ("S&P 500 Fund") and the value of those units is determined based on the net asset value of the Plan's ownership interest in this fund. The S&P 500 Fund invests primarily in the securities that constitute the S&P 500 Index either directly or through the purchase of shares of collective investment trusts having objectives similar to that of the S&P 500 Fund. The underlying securities of S&P 500 Fund are valued based on quoted market prices based on the last traded sales price or official closing price.

- (a) The valuation of the units of participation is done daily. Issuances and redemptions of S&P 500 Fund units may be made daily, based upon the closing market value on the valuation date of the investments bought or sold and the net asset value per unit of the S&P 500 Fund.
- (b) The objective of the Morley Stable Value Fund is to provide preservation of principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers.
- (c) Withdrawals from the Morley Stable Value Fund which are due to the Plan's initiated events will be made within the twelve month period following receipt of the Plan's written withdrawal request. Participant-directed transfers from the Morley Stable Value Fund are permitted to non-competing funds with no redemption notice.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

4. FAIR VALUE MEASUREMENTS...continued

- (d) This category includes a common collective trust fund that is designed to provide a stable rate of return with preservation of principal and liquidity. The Charles Schwab Fund seeks to maintain principal value, protect against market price volatility, obtain consistent income return and provide liquidity for benefit payments and withdrawals. In November 2011, the Charles Schwab Fund announced its intention to liquidate. In light of the upcoming termination and in order to promote liquidity and limit volatility during the period following the announcement, the Charles Schwab Fund's fixed income investments were sold and reinvested in four short-term government funds. The Fund also invests in one bank-issued guaranteed investment contract.
- (e) The net asset value for each unit class of the Charles Schwab Fund is calculated daily by dividing the net assets applicable to each unit class by the respective number of units outstanding for that class. Deposits to and withdrawals from the Charles Schwab Fund may be made daily at the current net asset value per unit. Participant directed redemptions have no restrictions; however the Plan is required to provide up to a one year redemption notice to liquidate its entire share in this fund.

5. INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

	2012	2011
Mutual funds:		
PIMCO Total Return Fund - Administration	\$ 18,324,208	\$ 16,585,926
Putnam Equity Income Y	15,434,317	13,401,061
Neuberger & Berman Genesis Institutional Fund**	15,361,753	15,406,282
Common collective trust funds:		
Morley Stable Value Fund		
(2012 Contract value \$39,067,539)	39,816,868	*
Putnam S&P 500 Index Fund	10,503,240	10,145,819
Charles Schwab Stable Value Fund		
(2011 Contract value \$39,861,801)	*	40,138,780

* Investment did not comprise 5% or more of the Plan's net assets available for benefits as of the date indicated.

** Amounts held in "Institutional" and "Trust" fund classes as of December 31, 2012 and 2011, respectively.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. All participants will be notified of changes in or termination of the Plan. If the Plan terminates, each participant will receive the full value of his or her account balance, including all employee and employer contributions plus any gains or losses from investments.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

7. TAX STATUS

The Plan has received a determination letter from the IRS dated December 15, 2011, stating that the Plan is designed in accordance with applicable sections of the IRC. Although, the Plan has been amended since receiving this determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and is tax exempt.

8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 173,007,760	\$ 150,744,963
Adjustment from fair value to contract value for interest in a common collective trust relating to a fully benefit-responsive investment contract	749,329	276,979
Deemed distributions reported on Form 5500	<u>(60,078)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 173,697,011</u>	<u>\$ 151,021,942</u>

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

Net increase prior to transfer of assets per the financial statements	\$ 15,512,803
Change in adjustment from fair value to contract value for interest in a common collective trust relating to a fully benefit-responsive investment contract	472,350
Deemed distributions reported on Form 5500	<u>(60,078)</u>
Net increase per Form 5500	<u>\$ 15,925,075</u>

10. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Putnam Investments. Putnam Fiduciary Trust Company is the trustee as defined by the Plan and, therefore, investment transactions between the Plan and Putnam Investments qualify as party-in-interest transactions as defined by ERISA. The Plan issues loans to participants, which are secured by the balances in the participants' accounts, which also qualify as party-in-interest transactions.

Crane Companies Retirement Savings Plan

Notes to Financial Statements
December 31, 2012 and 2011

11. PROHIBITED TRANSACTIONS

During the 2012 plan year, the Plan Sponsor inadvertently failed to deposit \$2,962,171 of participant deferrals within the required time frame as stated by the United States Department of Labor. The United States Department of Labor considers the late deposits to be a prohibited transaction. The Plan Sponsor will file Form 5330 and pay the applicable excise tax. The excise tax payments will be made from the Plan Sponsor assets and not from the assets of the Plan. Management has computed the lost income associated with the delay in contributions to be \$2,102. This non-exempt transaction did not affect the tax status determination of the Plan.

12. SUBSEQUENT EVENTS

The Plan Sponsor has evaluated all subsequent events through October 15, 2013, the date which the financial statements were available to be issued. During this period, no subsequent events occurred, which require disclosure in the financial statements.

SUPPLEMENTAL SCHEDULES

Crane Companies Retirement Savings Plan

Employer Identification Number 04-1215780

Plan Number 002

Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2012

				Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan				Check if Late Participant Loan Repayments	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction	Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted						
\$ 10,479	1/13/2012	1/20/2012	✓		\$ -	\$ -	\$ 10,479	\$ -
9,214	1/13/2012	1/20/2012	✓		-	-	9,214	-
68,715	1/26/2012	2/3/2012	✓		-	-	68,715	-
10,851	1/31/2012	2/6/2012	✓		-	-	10,851	-
67,305	2/2/2012	2/10/2012	✓		-	-	67,305	-
64,163	2/9/2012	2/22/2012	✓		-	-	64,163	-
206,903	2/10/2012	2/22/2012	✓		-	-	206,903	-
65,416	3/1/2012	3/8/2012	✓		-	-	65,416	-
63,221	3/8/2012	3/16/2012	✓		-	-	63,221	-
207,517	3/12/2012	3/19/2012	✓		-	-	207,517	-
11,251	3/15/2012	3/21/2012	✓		-	-	11,251	-
67,149	3/29/2012	4/12/2012	✓		-	-	67,149	-
67,133	4/5/2012	4/12/2012	✓		-	-	67,133	-
66,352	4/12/2012	4/19/2012	✓		-	-	66,352	-
213,454	4/12/2012	4/19/2012	✓		-	-	213,454	-
11,229	4/13/2012	4/19/2012	✓		-	-	11,229	-
68,426	4/19/2012	4/27/2012	✓		-	-	68,426	-
67,192	4/26/2012	5/3/2012	✓		-	-	67,192	-
10,318	4/30/2012	5/7/2012	✓		-	-	10,318	-
66,912	5/3/2012	5/11/2012	✓		-	-	66,912	-
67,919	5/10/2012	5/18/2012	✓		-	-	67,919	-
216,671	5/11/2012	5/18/2012	✓		-	-	216,671	-
9,926	5/15/2012	5/21/2012	✓		-	-	9,926	-
10,144	5/31/2012	6/6/2012	✓		-	-	10,144	-
224,498	6/12/2012	6/21/2012	✓		-	-	224,498	-
67,691	6/14/2012	6/21/2012	✓		-	-	67,691	-
7,030	6/15/2012	6/22/2012	✓		-	-	7,030	-
9,484	6/20/2012	6/25/2012	✓		-	-	9,484	-
6,772	6/29/2012	7/10/2012	✓		-	-	6,772	-
6,246	7/31/2012	8/8/2012	✓		-	-	6,246	-
66,592	8/2/2012	8/9/2012	✓		-	-	66,592	-
206,850	8/10/2012	8/22/2012	✓		-	-	206,850	-
6,659	8/15/2012	8/23/2012	✓		-	-	6,659	-
205,856	9/12/2012	9/19/2012	✓		-	-	205,856	-
63,249	9/13/2012	9/20/2012	✓		-	-	63,249	-
5,967	9/14/2012	9/23/2012	✓		-	-	5,967	-
6,084	9/28/2012	10/16/2012	✓		-	-	6,084	-
6,035	10/15/2012	10/24/2012	✓		-	-	6,035	-
63,036	10/25/2012	11/1/2012	✓		-	-	63,036	-
7,251	10/31/2012	11/14/2012	✓		-	-	7,251	-
6,436	11/15/2012	11/21/2012	✓		-	-	6,436	-
178,752	12/12/2012	12/19/2012	✓		-	-	178,752	-
7,415	12/14/2012	12/20/2012	✓		-	-	7,415	-
76,381	12/20/2012	12/28/2012	✓		-	-	76,381	-
6,027	12/31/2012	1/7/2013	✓		-	-	6,027	-
<u>\$ 2,962,171</u>					<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,962,171</u>	<u>\$ -</u>

* Amounts have been remitted and lost earnings are in the process of being calculated and remitted to Plan participants

Crane Companies Retirement Savings Plan

Employer Identification Number 04-1215780

Plan Number 002

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, Maturity Value	Cost	Current Value
	PIMCO Total Return Fund - Administration	Mutual Fund	(Omitted for	18,324,208
*	Putnam Equity Income Y	Mutual Fund	participant	15,434,317
	Neuberger & Berman Genesis Institutional Fund	Mutual Fund	directed funds)	15,361,753
	Fidelity Advisor New Insights Fund	Mutual Fund		8,627,937
*	Putnam High Yield Y	Mutual Fund		7,056,529
	American Funds Fundamental Investors R4	Mutual Fund		6,856,878
	T. Rowe Price Retirement 2015 Fund	Mutual Fund		6,655,644
	T. Rowe Price Retirement 2020 Fund	Mutual Fund		5,549,331
	T. Rowe Price Retirement 2025 Fund	Mutual Fund		5,533,974
	Thornburg International Value R5	Mutual Fund		4,417,607
	Templeton Foreign Fund - Advantage	Mutual Fund		4,324,514
	PIMCO Real Return Fund - Administration	Mutual Fund		4,229,800
	Fidelity Small Cap Discovery	Mutual Fund		4,107,306
	Vanguard Mid Cap Index Fund Signal	Mutual Fund		2,337,888
	T. Rowe Price Retirement 2030 Fund	Mutual Fund		2,094,293
	T. Rowe Price Retirement 2035 Fund	Mutual Fund		808,312
	Vanguard Total Bond Market Index Signal	Mutual Fund		774,483
	T. Rowe Price Retirement 2040 Fund	Mutual Fund		723,436
	T. Rowe Price Retirement 2045 Fund	Mutual Fund		628,035
	T. Rowe Price Retirement 2050 Fund	Mutual Fund		405,130
	T. Rowe Price Retirement Income Fund	Mutual Fund		348,138
	Vanguard Small Cap Index Signal	Mutual Fund		346,343
	T. Rowe Price Retirement 2055 Fund	Mutual Fund		296,305
	Vanguard Total International Stock Index Signal	Mutual Fund		171,681
*	Putnam S & P 500 Index Fund	Common Collective Trust		10,503,240
	Morley Stable Value Fund	Common Collective Trust		39,816,868
		Participant loans - 4.25%-10.50%		
*	Participant loans	maturing through 2032	-	2,143,722
				<u>\$ 167,877,672</u>

* Represents a party-in-interest to the Plan

Name of Plan:

Employer Identification No.: ► 04-1215780

Plan year (beginning/ending):▶ 01/01/2012 - 12/31/2012 Plan number:▶ 002

[illegible]

ASSETS HELD FOR INVESTMENT PURPOSES**Crane Companies Retirement Savings Plan
01-JAN-12 to 31-DEC-12**

22-JAN-13 22:27:23

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1TRRGX			5,991,901.67	6,655,643.94
1TRRBX			4,974,595.00	5,549,331.39
1TRRHX			4,936,559.72	5,533,974.34
1TRRCX			1,854,977.07	2,094,293.14
1TRRJX			697,377.73	808,312.24
1TRRDY			642,011.75	723,435.81
1TRRKX			554,716.45	628,034.51
1TRRMX			366,024.29	405,129.74
1TRRNX			273,443.82	296,305.42
1TRRIX			321,681.66	348,137.51
1TFFAX			4,113,982.67	4,324,513.79
1TIVRX			4,099,453.72	4,417,606.94
1VTSGX			166,201.39	171,681.27
1FSCRX			3,801,829.79	4,107,306.24
1NBGIX			15,448,037.48	15,361,752.57
1VSISX			317,203.52	346,343.13
1VMISX			2,080,043.60	2,337,887.65
1PEIYX			13,329,453.90	15,434,317.38
1PTYSP5			8,897,720.24	10,503,240.11
1RFNEX			6,000,254.05	6,856,877.71
1FINSX			7,643,394.83	8,627,936.82
1PHYXX			6,618,346.61	7,056,529.06
1PARRX			4,172,638.22	4,229,800.06
1PI-TRT			18,012,546.47	18,324,207.72
1VBTSX			777,186.29	774,483.23
1MOR381			38,569,813.02	38,925,833.21
			154,661,394.96	164,842,914.93
PARTICIPANT LOANS	VARIOUS	4.250-10.500	2,141,880.03	2,143,721.93
FORFEITURES			140,429.63	141,706.21

ASSETS HELD FOR INVESTMENT PURPOSES

**Crane Companies Retirement Savings Plan
01-JAN-12 to 31-DEC-12**

22-JAN-13 22:27:23

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
-------------------	---------------	---------------	----------------	---------------

LEGEND

INVESTMENT OPTION:

1TRRGX	T. Rowe Price Retirement 2015 Fund	1TRRBX	T. Rowe Price Retirement 2020 Fund
1TRRHX	T. Rowe Price Retirement 2025 Fund	1TRRCX	T. Rowe Price Retirement 2030 Fund
1TRRJX	T. Rowe Price Retirement 2035 Fund	1TRRDY	T. Rowe Price Retirement 2040 Fund
1TRRKX	T. Rowe Price Retirement 2045 Fund	1TRRMX	T. Rowe Price Retirement 2050 Fund
1TRRNX	T. Rowe Price Retirement 2055 Fund	1TRRIX	T. Rowe Price Retirement Income Fund
1TFFAX	Templeton Foreign Adv	1TIVRX	Thornburg International Value R5
1VTSGX	Vanguard Total Intl Stock Index Signal	1FSCRX	Fidelity Small Cap Discovery
1NBGIX	Neuberger Berman Genesis Instl	1VSISX	Vanguard Small Cap Index Signal
1VMISX	Vanguard Mid Cap Index Signal	1PEIYX	Putnam Equity Income Y
1PTYSP5	Putnam S & P 500 Index Fund Y	1RFNEX	American Funds Fundamental Investors R4
1FINSX	Fidelity Advisor New Insights I	1PHYXX	Putnam High Yield Y
1PARRX	PIMCO Real Return Admin	1PI-TRT	PIMCO Total Return Fund - Admin
1VBTSX	Vanguard Total Bond Market Index Signal	1MOR381	Morley Stable Value Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year