

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>TOMKINS RETIREMENT & SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>09/30/1986</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AIR DISTRIBUTION TECHNOLOGIES, INC.</u> <u>1301 WEST PRESIDENT GEORGE BUSH HWY</u> <u>RICHARDSON, TX 75080</u>	2b Employer Identification Number (EIN) <u>99-0382064</u> 2c Sponsor's telephone number <u>972-943-6198</u> 2d Business code (see instructions) <u>339900</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>GLENDIA IULIANI</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 AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT COMMITTEE 1301 WEST PRESIDENT GEORGE BUSH HWY RICHARDSON, TX 75080	3b Administrator's EIN 99-0382064 3c Administrator's telephone number 972-943-6198
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 TOMKINS INDUSTRIES INC.	4b EIN 31-0596713 4c PN 015
5 Total number of participants at the beginning of the plan year	5 7786
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 6937
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 1288
d Subtotal. Add lines 6a , 6b , and 6c	6d 8225
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 8225
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 4680
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 19
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 3H 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 TOMKINS RETIREMENT & SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AIR DISTRIBUTION TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 99-0382064	

Part I	Service Provider Information (see instructions)
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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
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES CO

74-2279754

(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?
13 15 50 64	NONE	337300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ANTON COLLINS MITCHELL, LLP

01-0724563

(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?
10 50	NONE	51375	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS

13-3954297

(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?
27 50	NONE	42925	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)

DAVIS, GRAHAM & STUBBS, LLP

84-0421951

(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?
29 50	NONE	12915	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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?
59 62	NONE	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 ☐

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
CHARLES SCHWAB & CO., INC.	59	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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 <u>TOMKINS RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AIR DISTRIBUTION TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>99-0382064</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TOMKINS DC RETIREMENT SAVINGS MT</u>		
b Name of sponsor of entity listed in (a): <u>TOMKINS</u>		
c EIN-PN <u>36-7045729-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>49920507</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
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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 TOMKINS RETIREMENT & SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AIR DISTRIBUTION TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 99-0382064	

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		11717
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3471104	727953
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		110051
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		12817
(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)	4404514	2954391
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	244529304	49920507
(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)		105726224
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	252404922	159463660

Liabilities

g Benefit claims payable	1g	3045	20432
h Operating payables	1h	125414	117420
i Acquisition indebtedness	1i		
j Other liabilities	1j		54771
k Total liabilities (add all amounts in lines 1g through 1j)	1k	128459	192623

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	252276463	159271037
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8682028	
(B) Participants	2a(1)(B)	7024317	
(C) Others (including rollovers)	2a(1)(C)	738500	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		16444845
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)	186300	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		186300
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2989460	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2989460
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		14029021
(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)		7668708
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		41318334

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	27983980	
(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)		27983980
f Corrective distributions (see instructions)	2f		5701
g Certain deemed distributions of participant loans (see instructions).....	2g		7444
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	68943	
(2) Contract administrator fees	2i(2)	337300	
(3) Investment advisory and management fees	2i(3)	42926	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		449169
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		28446294

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12872040
l Transfers of assets:			
(1) To this plan.....	2l(1)		2752118
(2) From this plan	2l(2)		108629584

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: **ANTON COLLINS MITCHELL LLP**

(2) EIN: **01-0724563**

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	☒	☐	14158052
4b	☐	☒	

	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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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)

THE GATES MATCHMAKER PLAN

DEXTER 401(K) RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
84-0857401	334
36-4284104	001

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>TOMKINS RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AIR DISTRIBUTION TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>99-0382064</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>42-1558009</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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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): _____

**Tomkins Retirement
& Savings Plan
(n/k/a Air Distribution Technologies, Inc.
Retirement Plan)**

**Financial Statements
and Supplemental Schedules**
As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

**Tomkins Retirement
& Savings Plan
(n/k/a Air Distribution Technologies, Inc.
Retirement Plan)**

**Financial Statements
and Supplemental Schedules**

**As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012**

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

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Supplemental Schedules:	
Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2012	27
Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012	28
NOTE: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

Independent Auditor's Report

**To the Plan Administrator of
Tomkins Retirement & Savings Plan (n/k/a Air Distribution
Technologies, Inc. Retirement Plan)
Dallas, Texas**

Report on the Financial Statements

We have audited the accompanying financial statements of the Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter

As further discussed in Note 1 to the financial statements, assets of approximately \$2,750,000 were transferred into the Plan due to a plan merger; and assets of approximately \$108,600,000 were transferred out of the Plan due to asset transfers and plan spin offs. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) as of December 31, 2012 and delinquent participant contributions for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Anton Collins Mitchell LLP

Denver, Colorado
October 8, 2013



Financial Statements

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets:		
Investments, at fair value:		
Cash and cash equivalents	\$ 24,534	\$ -
Registered investment companies	105,726,224	-
Plan's interest in Tomkins Defined Contribution Master Retirement Savings Trust	49,920,507	244,529,304
Total investments, at fair value	155,671,265	244,529,304
 Receivables:		
Employer contributions, net of forfeitures	727,953	3,471,104
Notes receivable from participants	2,954,391	4,404,514
Trade receivables	110,051	-
Total receivables	3,792,395	7,875,618
Total assets	159,463,660	252,404,922
Liabilities:		
Accrued administrative expenses	(117,420)	(125,414)
Trade payables	(54,771)	-
Total liabilities	(172,191)	(125,414)
 Net assets available for benefits, at fair value	 159,291,469	 252,279,508
Adjustment from fair value to contract value for interest of the Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts	(2,694,856)	(3,088,315)
 Net assets available for benefits	 \$ 156,596,613	 \$ 249,191,193

See accompanying notes to financial statements.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Statement of Changes in Net Assets Available for Benefits

<i>Year Ended December 31,</i>	2012
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 7,668,708
Interest and dividend income from investments	2,989,460
Plan's interest in Tomkins Defined Contribution Master Retirement Savings Trust net investment income	14,422,480
Net investment income	25,080,648
Interest earned on notes receivable from participants	186,300
Net investment income and interest earned on notes receivable from participants	25,266,948
Contributions:	
Participant	7,024,317
Employer, net of forfeitures	8,682,028
Participant rollovers	738,500
Total contributions	16,444,845
Transfer from other plan due to plan merger (Note 1)	2,752,118
Total additions	44,463,911
Deductions from net assets attributed to:	
Benefits paid to participants	(27,979,738)
Administrative expenses	(449,169)
Transfers to other plans due to asset transfer and plan spin off (Note 1)	(108,629,584)
Total deductions	(137,058,491)
Net decrease in net assets	(92,594,580)
Net assets available for benefits:	
Beginning of year	249,191,193
End of year	\$ 156,596,613

See accompanying notes to financial statements.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN

The following description of Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan) (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document and Summary Plan Description for a more complete description of the Plan’s provisions.

General

The Plan, which was established effective September 30, 1986, and most recently amended and restated effective January 1, 2012, is a defined contribution plan covering employees of Tomkins Industries, Inc., the Plan Sponsor, and certain of its subsidiaries (collectively “Tomkins”).

Pursuant to a corporate transaction, effective November 1, 2012, the plan sponsor was changed from Tomkins to Air Distribution Technologies, Inc. (the “Company” or “ADTI”).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Plan Merger, Transfer and Plan Spin Off

Tomkins acquired Koch Filter Corporation (“Koch”), which sponsored the Koch Filter Corporation Employee 401(k) Retirement Plan (the “Koch Plan”). In conjunction with the acquisition, effective April 2, 2012, the Koch Plan was merged into the Plan through a direct trust-to-trust transfer. Approximately \$2,750,000 in assets were transferred from the Koch Plan into the Plan. Also effective January 1, 2012, the employees of Koch became eligible participants in the Plan and given prior service credit for their service with Koch.

Effective January 1, 2012, certain employees of Tomkins were considered part of the Gates Industrial and Automotive segment of the business (“Affected Employees”); and the Affected Employees became covered by The Gates Matchmaker Plan (the “Matchmaker Plan”). Effective March 30, 2012, the Affected Employees accounts, including loans, were transferred into the Matchmaker Plan through a direct trust-to-trust transfer. Approximately \$8,200,000 in assets was transferred out of the Plan and into the Matchmaker Plan.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Effective September 27, 2012, Tomkins sold Dexter Axle, a participating company in the Plan, through a stock purchase. The buyer established a new 401(k) Plan and effective November 1, 2012, the accounts, including participant loans were transferred to the new plan through a direct plan-to-plan transfer. Approximately \$41,400,000 in assets was transferred out of the Plan and into the newly established 401(k) Plan.

Effective November 3, 2012, Aquatic Co., a participating company in the Plan, no longer was considered a participating employer in the Plan. On November 4, 2012, Aquatic Co. became a participating employer in the Matchmaker Plan; and all employees became eligible to participate in the Matchmaker Plan. Effective November 12, 2012, the account balances of active and former employees participating in the Plan were transferred out of the Plan through a direct trust-to-trust transfer. Approximately \$59,000,000 in assets was transferred out of the Plan and into the Matchmaker Plan.

Trustee and Administration of the Plan

A single trust agreement, the Tomkins Defined Contribution Master Retirement Savings Trust (“Master Trust”) Agreement governed the assets of the U.S. plans of Tomkins, and their affiliates (collectively, the “Participating Plans”). The Tomkins North America Retirement Board (the “TNARB”) administered the Plan. The TNARB had full power, authority and responsibility to control and manage the operations and administration of the Plan. The Charles Schwab Trust Company (“Charles Schwab”) was appointed by the TNARB as the trustee for the Plan. Charles Schwab Retirement Plan Services Company (“Schwab Retirement”) serves as the recordkeeper of the Plan. The Northern Trust Company (“Northern Trust”) acts as a sub-custodian of the Stable Value fund.

Effective June 30, 2012, the TNARB consented to establish separate trust accounts for the Plan and the Matchmaker Plan, and directed Charles Schwab to transfer all mutual fund options into each respective plan’s trust account. The division of assets was in accordance with the collective participant account balances of each plan as of June 30, 2012, as determined by Schwab Retirement. Assets of the Stable Value Option remain collectively invested for both plans in the Master Trust. Charles Schwab was appointed as trustee of both trusts.

Effective November 1, 2012, the Air Distribution Technologies Retirement Committee (the “Plan Administrator” or “Retirement Committee”) administers the Plan. The Plan Administrator has full power, authority and responsibility to control and manage the operations and administration of the Plan. The Retirement Committee determines the appropriateness of the Plan’s investment offerings and monitors investment performance.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Eligibility

Employees are eligible to participate in the Plan immediately upon employment. Employees on special projects, contract employees, or leased employees are not eligible to participate in the Plan. Members of collective bargaining groups participate in accordance with the terms of their most recent collective bargaining agreement.

Contributions

Participants may elect to defer between 1% and 75% of their annual eligible compensation as pre-tax and Roth contributions, subject to certain Internal Revenue Code ("IRC") limitations (\$17,000 for 2012). Participants who have attained or will attain the age of 50 by the last day of the plan year may elect to make catch-up contributions, as defined by the Plan, subject to IRC limitations (\$5,500 for 2012). Participants may increase or decrease their deferral percentages on the first day of any pay period, in accordance with administrative procedures.

The Company contributes a discretionary matching contribution of up to 100% of the first 4% of the participant's pre-tax and Roth contributions. The Company also contributes a 3% safe harbor basic contribution to all eligible participants. Participants must have one year of service to receive discretionary matching and safe harbor basic contributions. Certain union locations have negotiated matching contributions of up to 25% of the first 6% of the participant's pre-tax and Roth contributions.

The Company may contribute a discretionary retirement contribution to all eligible participants who have met the one year service requirement and are employed on the last day of the plan year. These discretionary contributions are allocated in the ratio that a participant's annual total compensation bears to the compensation paid to all eligible participants for the plan year. No retirement contributions were made for the 2012 plan year.

Certain union locations have negotiated profit sharing contributions based on their collective bargaining agreements, subject to various vesting schedules. The Company made a profit sharing contribution of \$727,953 for the Plan year ended December 31, 2012, which was subsequently funded in 2013.

A true-up match contribution process is in place that reviews each participant's employer match quarterly to ensure that they received the maximum employer match based on annual compensation and employee pre-tax and Roth contributions.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Rollover contributions transferred from other qualified retirement plans or Individual Retirement Accounts (“IRA”) are accepted as permitted by the Plan Document.

Participants’ Accounts and Investment Options

Participants’ accounts are credited with the participant’s pre-tax, Roth, catch-up, and rollover contributions; employer matching, safe harbor basic, and profit sharing contributions; and an allocation of plan earnings or losses thereon and are charged with withdrawals and expenses. Earnings or losses from investment funds are allocated to each participant’s account in the proportion that the balance of each participant’s account bears to the total balance of all participants in each fund. Participants may direct the investment of their account balances into various investment options offered by the Plan, and may change their investment elections at any time. The Plan offers various registered investment companies and a collective investment trust as investment options for participants. The benefit to which participants are entitled is the vested portion of their accounts. If a participant does not affirmatively elect an investment allocation, the Qualified Default Investment Alternative (“QDIA”) will be selected for them.

Vesting

Participants are always 100% vested in their own contributions, employer matching contributions (made prior to January 1, 2012) and employer safe harbor basic contributions. Employer matching contributions (made after January 1, 2012), employer retirement, and profit sharing contributions vest on a six year graded schedule. Union retirement contributions vest on a five or six year graded schedule. Participants are fully vested at age 65, disability (as defined) or death.

Unallocated Amounts

At December 31, 2012 and 2011, unallocated amounts held for the Plan totaled \$786,042 and \$987,089, respectively. These unallocated funds are comprised of forfeited non-vested accounts, monthly fees charged to participants pending payment of expenses incurred (the “fee account”), and accounts held for former employees who cannot be located. Forfeited non-vested accounts can be used to reduce future employer contributions or pay plan administrative expenses. During the year ended December 31, 2012, approximately \$305,000 of forfeitures were used to reduce employer contributions. The majority of the Plan’s expenses are paid by Plan participants through the use of the fee account.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

For the plan year ended December 31, 2012, employer contributions accrued at December 31, 2012 were not offset by forfeitures when the contributions were paid in 2013. For the plan year ended December 31, 2011, employer contributions accrued at December 31, 2011 were offset by \$222,138 in forfeitures when the contributions were paid in 2012.

Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of 50% of the participant's pre-tax and direct rollover balances or \$50,000 reduced by the highest outstanding note balance over the past twelve months or the total of the participant's pre-tax, Roth, and rollover balances. Notes are secured by the participant's account and bear interest at a rate of 1% above the lowest prime rate used by the trustee and are fixed for the term of the note. Principal and interest are paid ratably through payroll deductions unless the Plan member elects to accelerate payment in a lump sum payment by check. Effective January 1, 2010, the maximum number of outstanding notes are limited to one. Notes outstanding that exceed, in quantity, the number of new notes available will be repaid until they are paid in full under the original terms of the note.

Payment of Benefits

A participant's vested interest in the Plan is payable upon termination of employment for any reason or upon death. Upon termination of service, the participant may elect to receive the distribution in a lump sum or to receive annual, semi-annual, quarterly or monthly installments over any period designated by the participant, not to exceed the life expectancy of the participant or their beneficiary, to roll over their account balance to another qualified plan or IRA, or to leave the account in the Plan up to age 70½, at which time one of the above distribution options must be selected if no longer employed.

If a participant dies before benefits have begun, the vested portion of the account is paid to the beneficiary in a lump sum. If the participant had elected distribution in installments, the remainder of the installments is paid to the beneficiary in a lump sum. If the participant dies before payment of the account begins, and if the beneficiary is the surviving spouse, the surviving spouse may elect to defer distribution until the participant would have reached the age of 70½. However, if the beneficiary is other than the surviving spouse, the beneficiary may defer distribution until five years following the anniversary of the participant's death.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Terminated participants, whose account value does not exceed \$1,000, will receive a lump-sum payment as soon as administratively feasible. Terminated participants may elect to withdraw any portion of their accounts at any time after they terminate, provided the minimum amount requested is at least \$5,000; or the total account balance if at that time is less than \$5,000.

An actively employed participant can begin drawing their employer matching contribution account along with their pre-tax, Roth, after-tax and rollover balances without penalty at age 59½. In service hardship distributions are allowed if certain criteria are met. A beneficiary may elect to rollover any eligible rollover distribution if it were made by a member, surviving spouse or alternate payee.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, amounts credited to the individual participant's accounts would become 100% vested.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting.

Use of Estimates

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

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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. The Retirement Committee (and previously the TNARB) determines the Plan's valuation policies utilizing information provided by the investment advisors, trustee, and sub-custodian. The investment in the Master Trust represents the Plan's share of the Master Trust's net assets, which are valued at fair value. See Note 4, *Fair Value Measurements and Disclosures* for a discussion of fair value measurements.

Interest and dividend income is recorded when earned or on the ex-dividend date, respectively. Net appreciation (depreciation), including capital gain distributions, in the fair value of investments represents the realized and unrealized gains and losses on the investments. Purchases and sales are recorded on a trade-date basis.

As further described in Note 3, *Investments*, the Plan's share of the income (loss), net appreciation (depreciation) in fair value of investments and expenses of the Master Trust represents the Plan's allocation of these items from the Master Trust.

In addition, as a result of the Master Trust's participation in certain Guaranteed Investment Contracts ("GICs") within the Stable Value Fund, these investment funds may be invested from time to time in derivative financial instruments. These financial instruments are generally used to guarantee the fully benefit-responsive stable book value of the contracts. At December 31, 2012 and 2011 there was minimal exposure to derivative financial instruments in the Master Trust.

Stable Value Funds

Investment contracts held by a defined contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in master trust investments held by the Plan. However, contract value is the relevant measurement of net assets available for benefits in 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. As required, the Statements of Net Assets Available for Benefits presents the Plan's interest in the fair value of the fully benefit-responsive investment contracts held by the Master Trust with an adjustment to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Contract value represents contributions made, plus earnings, less participant withdrawals, losses and administrative expenses.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Concentrations, Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in the economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of such investment securities, it is possible that changes in the value of investment securities could occur in the near term and that such changes could affect the amounts reported in the Statements of Net Assets Available for Benefits. See Note 3, *Investments* for a listing of investments at fair value, which individually are greater than 5% of net assets held by the Plan and Master Trust.

On May 21, 2010, the Company was notified by the Department of Labor ("DOL") that they were examining the Plan for the period from January 1, 2006 through December 31, 2010. On May 9, 2011, the Company received a formal closing letter from the DOL. Within the closing letter, the DOL informed the Company that they remitted participant contributions to the trust later than required by DOL Regulation 2510.3-102. See Note 8 – *Nonexempt Party-In-Interest Transactions* for further discussion. There were no other matters contained within the closing letter that would impact the financial statements, disclosures or supplemental schedules.

Payment of Benefits

Benefit payments to participants are recorded when paid. As of December 31, 2012 and 2011 there were \$20,432 and \$3,045 in pending distributions, respectively.

Contributions

Participant contributions and related employer contributions are recognized in the period during which the Company makes payroll deductions from the participant's compensation.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The Plan may pay for investment management fees, investment review fees, recordkeeping fees, trustee fees, eligible legal expenses and audit expenses as provided by the Plan Document. A fee of \$50 is charged to the participant for initiation and processing of a participant loan. A flat fee of \$500 is charged to the participant for external legal expense of review and qualification of a Domestic Relations Order. The Plan allows for a flat fee to be charged to each participant's account each month to cover certain plan administrative expenses. Expenses of \$449,169 were paid by the Plan for the year ended December 31, 2012. All other expenses of the Plan incurred during 2012 were paid by the Company and are excluded from these financial statements.

3. INVESTMENTS

The TNARB implemented the Tomkins Master Trust Statement of Investment Policy (the "Investment Policy"), a single investment policy that applied to all Participating Plans through October 31, 2012. Effective November 1, 2012, the Plan Administrator implemented the Air Distribution Technologies Defined Contribution Retirement Plan Investment Policy (the "Investment Policy"), a single policy that applies to the Plan as of December 31, 2012. As stated in the Investment Policy, each participant is responsible for directing the investment of his/her account balance.

All investments are managed in accordance with the applicable fund prospectus by which the investment managers have been given the authority to make individual investment decisions that are consistent with the Investment Policy.

Investments held outside the Master Trust

During 2012, the Plan's investments in registered investment companies held outside the Master Trust (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by \$7,668,708.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

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

	2012	2011
PIMCO Total Return Institutional	\$ 23,108,820	\$ -
Vanguard Institutional Index	16,504,996	-
Dodge & Cox Balanced	12,665,356	-
Vanguard Mid Cap Index Institutional	9,781,335	-
American Funds Fundamental Investors R6	8,585,405	-

Investments in Master Trust (Unaudited)

Prior to July 1, 2012, all Plan investments were held in the Master Trust, at Charles Schwab, and consisted of an individual interest in the Master Trust established and administered by the Retirement Board (and previously TNARB). Effective June 30, 2012, as further discussed in Note 1, *Description of the Plan - Trustee and Administration of the Plan*, the Stable Value Fund was the only remaining investment held in the Master Trust.

The Plan's investment in the Master Trust is presented at fair value, which is determined based on the fair value of the underlying investments of the Master Trust. Each Participating Plan's interest is represented by a record of proportionate dollar interest, as maintained by the recordkeeper and is based on investment direction by the participants. Use of the Master Trust permits the commingling of the trust assets of a number of plans administered by the Retirement Board for investment and administrative purposes. At December 31, 2012 and 2011, the Plan's interest in net assets of the Master Trust was approximately 20.4% and 34.2%, respectively.

Such interests are included in the accompanying Statements of Net Assets Available for Benefits. In compliance with the Department of Labor's reporting requirements, the net change in value from participation in the Master Trust is reported as a single line item in the accompanying Statement of Changes in Net Assets Available for Benefits.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

The net assets at December 31, 2012 and 2011 of the Master Trust are summarized as follows:

<i>December 31,</i>	2012	2011
Investments, at fair value as further described below and in Note 4:		
Registered investment companies	\$ -	\$ 444,764,559
Cash and cash equivalents	-	1,541,908
Stable value fund:		
Synthetic GICs ^(a)	236,726,033	254,440,677
Traditional GICs	564,073	1,084,668
Short-term investment fund	7,750,465	14,464,554
Wrapper contracts	73,330	402,807
Total investments at fair value	245,113,901	716,699,173
Receivables:		
Accrued interest receivable and other assets	161,431	248,090
Liabilities:		
Accrued liabilities and pending trades	(105,630)	(1,299,058)
Master Trust total net assets, at fair value	245,169,702	715,648,205
Adjustment from fair value to contract value for interest of the Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts	(13,221,463)	(10,342,941)
Master Trust total net assets, after contract value adjustment	\$ 231,948,239	\$ 705,305,264

(a) *Guaranteed investment contracts ("GIC")*

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

The Master Trust changes in net assets including income and net appreciation in fair value of investments allocated to the Participating Plans for the year ended December 31, 2012 is as follows:

	2012
Dividend and interest income	\$ 9,840,353
Net appreciation in value of registered investment company investments	31,050,768
Net investment income of Master Trust	40,891,121
Net transfers	(514,248,146)
Decrease in Net Assets	(473,357,025)
Net assets:	
Beginning of year	705,305,264
End of year	\$ 231,948,239

Certain individual investments exceeded 5% of the Master Trust net assets as of December 31, 2012 and 2011 as follows:

	2012	2011
GIC Prudential Insurance Co. of America	\$ 67,727,083**	\$ -
GIC Monumental Life Insurance Company Separate Account	63,915,851*	71,455,136*
GIC Monumental Life Insurance Company Separate Account	33,157,861	34,534,518
GIC Natixis Financial Products, Inc.	58,793,439*	67,840,658*
MFO ^(a) Pimco Total Return Institutional Fund	-	74,598,455
GIC JP Morgan Chase Bank	-	70,712,921*
MFO Vanguard Institutional Index Fund	-	66,647,361
MFO American Funds New Perspective Fund	-	59,986,120
MFO Dodge & Cox Balanced Fund	-	51,666,980
MFO Fundamental Investors Fund	-	48,193,988

(a) Mutual Fund Option ("MFO")

*The Synthetic GIC Contracts noted above (after the contract value adjustment) all invest in the Deutsche Bank Pyramid Intermediate Fixed Income Fund. The total fair value of the collective investment in this fund as of December 31, 2012 and 2011 is \$98,930,800 and \$181,753,331, respectively.

**The Synthetic GIC Contract noted above (after the contract value adjustment) invests solely in the Prudential Trust Company Collective Trust Fund.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

The Stable Value Fund is invested in short-term investment funds, traditional GICs, and synthetic GICs, which are backed by fixed income assets. The weighted average yield based on the interest rate credited to the Stable Value Fund based on the interest rate credited to participants was 2.63% for the year ended December 31, 2012 and 3.00% for the year ended December 31, 2011. The weighted average yield of the Stable Value Fund based on the actual earnings of underlying assets in the Stable Value Fund was 1.24% for the year ended December 31, 2012 and 2.00% for the year ended December 31, 2011. There were no valuation reserves recorded to adjust contract amounts during the plan years. Crediting rate resets are applied to specific investment contracts, as determined at the time of purchase and are generally reset quarterly. Crediting rates cannot be less than 0%. The reset values for security-backed investment rates are a function of contract value, market value, yield, and duration. General account investment rates are based on a pre-determined index rate of return plus a fixed-basis point spread.

Synthetic GICs, backed by underlying assets, provide for a guaranteed return on principal and accrue interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party, assuming that the underlying assets meet the requirements of the GIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted benefit payments. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include, but are not limited to, the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

The investment contracts in the stable value fund held by the Master Trust at December 31, 2012 and 2011 are summarized as follows:

Issuer -	December 31,			
	2012		2011	
	Contract Value	Fair Value	Contract Value	Fair Value
Synthetic GICs:				
Monumental Life Insurance Co. (including wrap contract)	\$ 63,915,851	\$ 65,665,829	\$ 71,455,136	\$ 72,700,953
JP Morgan Chase Bank	-	-	70,712,921	74,642,336
Prudential Insurance Co. of America	67,727,083	72,165,968	-	-
Natixis Financial Products, Inc. (including wrap contract)	58,793,439	63,350,138	67,840,658	71,186,339
Monumental Life Insurance Co. (including wrap contract)	33,157,861	35,617,428	34,534,518	36,313,856
Traditional GICs -				
Jackson National Life Insurance Company	547,739	564,073	1,041,978	1,084,668
Short-term investment fund -				
Northern Trust STIF	7,750,465	7,750,465	14,464,554	14,464,554
Total stable value fund investments	\$ 231,892,438	\$ 245,113,901	\$ 260,049,765	\$ 270,392,706

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets the Plan has the ability to access for identical assets and liabilities. Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations whose inputs are observable or whose significant value drivers are observable). Level 3 inputs are the lowest priority and are unobservable and significant to the fair value measurement of an asset or liability.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The asset 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.

The 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.

Cash and cash equivalents: Cash and cash equivalents represent funds on deposit in a Charles Schwab Trust account. The fair value is determined by obtaining the deposit balance from Charles Schwab. Cash and cash equivalents are classified as Level 1 in the fair value hierarchy.

Registered investment companies (mutual funds): Prices of these funds are based on net asset value ("NAV") calculated by the funds and are publicly reported on national exchanges. Although the prices are listed on national exchanges, exiting the investment is generally only accomplished through redemption with the fund itself. Thus, redemption with the fund is the principal market in which the Plan could exit the investments. The funds redeem shares at the NAV with few restrictions and redemption with the funds is within an active market. The Plan measures fair value of these investments using the daily NAV provided by the fund managers to Charles Schwab. These investments are classified as Level 1 in the fair value hierarchy.

Stable value fund: The Stable Value Fund with Deutsche Bank consists of several different types of investments held in a separate account for the Master Trust. The types of investments are short-term investments, traditional GICs, and synthetic GICs and the underlying portfolio of fixed income investments supporting the synthetic GICs.

Short-term investments: consist of 100% U.S. Treasury money market funds managed by Northern Trust and are valued at the NAV which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. Northern Trust determines the unit value. This investment is classified as Level 1 in the fair value hierarchy.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Traditional GICs: Traditional GICs are issued by insurance companies and are backed by the general account of the issuer. The Master Trust deposits a lump sum with the issuer and receives a guaranteed interest rate over the life of the contract with a repayment of principal at maturity. Interest is accrued on either a simple interest or fully compounded basis and paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest). GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Traditional GICs are classified as Level 2 in the fair value hierarchy.

Synthetic GICs: A synthetic GIC is similar to a traditional GIC but has unbundled the insurance and investment components. A synthetic GIC is an investment contract issued by an insurance company or bank, and is constructed by combining a stable value insurance wrapper and a fixed income portfolio owned by the Master Trust. These assets underlying the wrapper contracts are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the assets of the Master Trust, but rather are amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rate. The issuer guarantees that all qualified participant withdrawals will occur at contract value. At December 31, 2012 and 2011, the synthetic GICs were comprised of intermediate fixed income funds; asset backed, mortgage backed, government securities (mainly U.S. backed); corporate bonds and cash and cash equivalents. The intermediate fixed income fund is valued at NAV, which is determined by the fund manager based on the fair value of the underlying investments. This fund generally stands ready to redeem at NAV on a daily basis. There are no unfunded commitments by the Company related to this fund and there are no significant restrictions on the ability to sell this investment. The asset backed, mortgage backed and government securities and corporate bonds are valued by Deutsche Bank generally with the assistance of a third-party pricing vendor utilizing pricing models that vary by asset class and incorporate available market data. Pricing models rely on observable standard market inputs such as benchmark yields, reported trades, broker/dealer quotes and matrix pricing. The fair value of synthetic GICs is determined using the market price of the underlying securities and the value of the investment contract ("wrapper"). Synthetic GICs are classified as Level 2 in the fair value hierarchy.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Wrapper contracts: There is no market in which the Master Trust could exit the wrapper contracts associated with the GICs. Additionally, reliable quotes are not available from issuers. Therefore, Deutsche Bank estimates the fair value of the wrapper contracts using a pricing matrix that incorporates unobservable inputs such as internal estimates of the average pricing used by issuers at December 31, 2012 and 2011 (based on a replacement cost methodology). The wrapper contracts are classified as Level 3 in the fair value hierarchy. In determining the reasonableness of the methodology, the Retirement Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan 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.

Fair Value Measurements for Investments held outside the Master Trust

The following table sets forth by level, within the fair value hierarchy, the Plan's investments, held outside the Master Trust, at fair value as of December 31, 2012:

<i>As of December 31, 2012</i>	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 24,534	\$ -	\$ -	\$ 24,534
Registered investment companies:				
Fixed income funds	23,438,337	-	-	23,438,337
Balanced funds	14,173,576	-	-	14,173,576
U.S. equity funds	54,810,816	-	-	54,810,816
Global equity funds	6,778,493	-	-	6,778,493
International equity funds	6,525,002	-	-	6,525,002
Total investments held outside the Master Trust	\$ 105,750,758	\$ -	\$ -	\$ 105,750,758

There were no investments held outside the Master Trust as of December 31, 2011.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Fair Value Measurements for Investments held in the Master Trust (unaudited)

The following tables set forth by level, within the fair value hierarchy, the Master Trust's investments measured on a recurring basis:

<i>As of December 31, 2012</i>	Level 1	Level 2	Level 3	Total
Stable value fund:				
Short-term investment fund	\$ 7,750,465	\$ -	\$ -	\$ 7,750,465
Traditional GICs – fixed income	-	564,073	-	564,073
Synthetic GICs –				
Intermediate fixed income funds	-	171,096,768	-	171,096,768
Asset backed securities	-	7,474,678	-	7,474,678
Cash equivalents	-	121,441	-	121,441
Mortgage backed securities	-	11,995,622	-	11,995,622
Government securities	-	29,118,567	-	29,118,567
Corporate bonds	-	16,918,957	-	16,918,957
Wrapper contracts	-		73,330	73,330
Total investments of the Master Trust	\$ 7,750,465	\$ 237,290,106	\$ 73,330	\$ 245,113,901

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

<i>As of December 31, 2011</i>	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 1,541,908	\$ -	\$ -	\$ 1,541,908
Registered investment companies:				
Fixed income funds	75,402,602	-	-	75,402,602
Balanced funds	51,897,234	-	-	51,897,234
U.S. equity funds	234,938,982	-	-	234,938,982
International equity funds	82,525,741	-	-	82,525,741
Stable value fund:				
Short-term investment fund	14,464,554	-	-	14,464,554
Traditional GICs – fixed income	-	1,084,668	-	1,084,668
Synthetic GICs –				
Intermediate fixed income funds	-	181,753,331	-	181,753,331
Asset backed securities	-	5,755,008	-	5,755,008
Cash equivalents	-	2,991,808	-	2,991,808
Mortgage backed securities	-	14,490,255	-	14,490,255
Government securities	-	31,903,754	-	31,903,754
Corporate bonds	-	17,546,521	-	17,546,521
Wrapper contracts	-	-	402,807	402,807
Total investments of the Master Trust	\$ 460,771,021	\$ 255,525,345	\$ 402,807	\$ 716,699,173

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 investments for the year ended December 31, 2012:

	Stable Value Fund Wrapper Contracts
Beginning balance January 1, 2012	\$ 402,807
Interest earned	-
Realized losses	-
Unrealized losses, relating to investments still held as of the reporting date ¹	(329,477)
Purchases	-
Sales	-
Ending balance December 31, 2012	\$ 73,330

¹ Does not impact the Statement of Changes in Net Assets Available for Benefits due to the adjustment from fair value to contract value.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The availability of observable market data is monitored to assess the appropriate classification of financial statements within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2012 and 2011, there were no transfers in or out of levels 1, 2, or 3.

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on NAV per share held in the Master Trust as of December 31, 2012:

Instrument	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Intermediate fixed income funds*	\$ 171,096,768	None	Daily	1 day

The following table summarizes the investments measured at fair value based on NAV per share held in the Master Trust as of December 31, 2011:

Instrument	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Intermediate fixed income funds*	\$ 181,753,331	None	Daily	1 day

*See descriptions of investment strategies presented with the fair value hierarchy tables.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's level 3 financial instruments, the valuations techniques used to measure the fair value of those financial instruments at December 31, 2012, and the significant unobservable inputs and the range of values for those inputs:

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of significant input values
Monumental Life Insurance Co wrapper contracts	\$ 73,330	Replacement Cost	Year-end annual wrap fee	0.220%
			Indicative annual wrap fee	0.250%

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

5. INCOME TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated July 8, 2010 that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator and Company management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date, therefore no provision for income taxes has been included in the Plan’s financial statements.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of a Schwab U.S. Treasury Money Fund. Charles Schwab is the trustee of the Plan. Certain Master Trust investments are units of a short-term investment fund managed by Northern Trust. Northern Trust is the sub-custodian of the Stable Value Fund. The Plan also pays certain expenses for audit, recordkeeping and investment management services from plan assets. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Form 5500:

<i>December 31,</i>	2012	2011
Net assets available for benefits per the accompanying financial statements	\$ 156,596,613	\$ 249,191,193
Amounts allocated to withdrawing participants	(20,432)	(3,045)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts (Note 2)	2,694,856	3,088,315
Net assets available for benefits per Form 5500 (unaudited)	\$ 159,271,037	\$ 252,276,463

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of the Plan's interest in the Master Trust net investment income per the accompanying financial statements for the year ended December 31, 2012 to Form 5500:

Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income included in the accompanying financial statements	\$ 14,422,480
Net change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(393,459)
Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income per the Form 5500 (unaudited)	\$ 14,029,021

The following is a reconciliation of benefits paid to participants per the accompanying financial statements for the year ended December 31, 2012 to the Form 5500:

Benefits paid to participants per the accompanying financial statements	\$ 27,979,738
Amounts allocated to withdrawing participants as of December 31, 2012	20,432
Amounts allocated to withdrawing participants as of December 31, 2011	(3,045)
Benefits paid to participants per Form 5500 (unaudited)	\$ 27,997,125

Benefits are recorded when paid in the accompanying financial statements as required by current authoritative guidance. The above reconciliation relates to participant benefit payments that were authorized and approved for payment prior to year-end but not paid as of year-end. These amounts are recorded as liabilities for Form 5500 purposes.

Participant loans are reported as notes receivable from participants in the accompanying financial statements as required by current authoritative guidance; however, for Form 5500 purposes and reporting on the supplemental Schedule of Assets (Held at End of Year) they are shown as investments, as required.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Notes to Financial Statements

8. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

As discussed within Note 2 – *Summary of Significant Accounting Policies*, the DOL determined the Company failed to timely remit certain participant contributions to the trust from the period January 1, 2006 through December 31, 2010. On March 29, 2012, \$21,034 was deposited into the Plan representing lost earnings on delinquent Employee Contributions and Loan Repayments. For the year ended December 31, 2011, the Company remitted certain participant contributions to the trust later than required by DOL Regulation 2510.3-102. The Company will complete the Form 5330 filing with the IRS reporting the delinquent deposit of employee funds and the subsequent deposit of lost investment earnings. See accompanying Schedule of Delinquent Participant Contributions for the year ended December 31, 2012.

9. SUBSEQUENT EVENTS

The Plan Administrator has evaluated subsequent events through October 8, 2013, which is the date the financial statements were available to be issued. No events or transactions discovered during this evaluation require recognition or disclosure in the financial statements, other than the event noted below.

The Retirement Board passed a resolution to terminate the Stable Value Fund with commingled assets of the Matchmaker Plan, and established a new Stable Value Fund exclusively for the Plan. This occurred on March 31, 2013. The Retirement Board appointed Deutsche Asset Management as the fund manager.

Supplemental Schedules



Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2012

EIN: 31-0596713
Plan Number: 015

	Participant Contributions Transferred Late to Plan	Contributions not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (including lost earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute	
						Non-exempt Prohibited Transactions	
* Tomkins and Subsidiary Companies							
2006 - 2010 Contributions	\$ 14,114,436	\$ -	\$ 14,135,470	\$ -	\$ -	\$ 14,135,470	
2011 Contributions	\$ 22,582	\$ 22,582	\$ -	\$ -	\$ -	\$ 22,582	

* Represents a party-in-interest as defined by ERISA.

See accompanying independent auditor's report and notes to financial statements.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Form 5500, Schedule H, Part IV, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2012

EIN: 31-0596713
Plan Number: 015

(a),(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Cash	Cash and Cash Equivalent	(1)	\$ 12,817
*Schwab US Treasury Money	Cash and Cash Equivalent	(1)	11,717
American Beacon Small Cap Value	Registered Investment Company	(1)	3,083,589
American Funds Fundamental Investors R6	Registered Investment Company	(1)	8,585,405
American Funds New Perspective R6	Registered Investment Company	(1)	6,778,493
Artisan Mid Cap Value	Registered Investment Company	(1)	3,372,285
Columbia Acorn Class Z	Registered Investment Company	(1)	6,718,159
Dodge & Cox Balanced	Registered Investment Company	(1)	12,665,356
Harbor International	Registered Investment Company	(1)	6,525,002
PIMCO All Asset Institutional	Registered Investment Company	(1)	1,508,220
PIMCO Total Return Institutional	Registered Investment Company	(1)	23,108,820
T. Rowe Price New America Growth	Registered Investment Company	(1)	4,646,667
Vanguard Inflation-Protected Securities Administration	Registered Investment Company	(1)	329,517
Vanguard Institutional Index	Registered Investment Company	(1)	16,504,996
Vanguard Mid Cap Index Institutional	Registered Investment Company	(1)	9,781,335
Vanguard Small Cap Index	Registered Investment Company	(1)	2,118,380
Total investments			105,750,758
*Notes receivable from participants (loans)	Interest rates ranging from 4.25% to 8.75%; various maturity dates from 2013 to 2017.	-	2,954,391
Total assets (held at end of year)			\$ 108,705,149

(1) The cost of participant-directed investments is not required to be disclosed.

* Represents a party-in-interest as defined by ERISA.

Note: Master Trust investments are not required to be included in this schedule and, therefore, have been omitted, and cost is not required for participant-directed investments.

See accompanying independent auditors' report.

AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN

Attachment to Form 5500, Schedule C-Part I Line 3

December 31, 2012

EIN: 99-0382064 Plan #: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Dodge & Cox Balanced Fund	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Harbor Funds	04-2679462	Rate of 0.10% of average daily balance of asset(s)
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Form 5500, Schedule H, Part IV, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2012

EIN: 31-0596713
Plan Number: 015

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Total investments			105,750,758
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Total assets (held at end of year)			\$ 108,705,149

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See accompanying independent auditors' report.

Tomkins Retirement & Savings Plan (n/k/a Air Distribution Technologies, Inc. Retirement Plan)

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2012

EIN: 31-0596713
Plan Number: 015

	Participant Contributions Transferred Late to Plan	Contributions not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (including lost earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute	
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2011 Contributions	\$ 22,582	\$ 22,582	\$ -	\$ -	\$ -	\$ 22,582	

* Represents a party-in-interest as defined by ERISA.

See accompanying independent auditor's report and notes to financial statements.