

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>THE HARTLEY COMPANY PENSION PLAN AND TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>12/15/1968</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE HARTLEY COMPANY</u> <u>319 WHEELING AVENUE</u> <u>CAMBRIDGE, OH 43725</u>	2b Employer Identification Number (EIN) <u>31-4201640</u> 2c Sponsor's telephone number <u>740-432-2328</u> 2d Business code (see instructions) <u>424700</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>DOUGLAS HARTLEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>DOUGLAS HARTLEY</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 207
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	113
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	66
d Subtotal. Add lines 6a , 6b , and 6c	6d	181
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	181
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12
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: 1A 1G		
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)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE HARTLEY COMPANY PENSION PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE HARTLEY COMPANY</u>	D Employer Identification Number (EIN) <u>31-4201640</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>1769912</u>
b Actuarial value	2b <u>1863018</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1</u> <u>245323</u>
b For terminated vested participants.....	3b <u>74</u> <u>307468</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>37396</u>
(2) Vested benefits.....	3c(2) <u>1558038</u>
(3) Total active	3c(3) <u>132</u> <u>1595434</u>
d Total	3d <u>207</u> <u>2148225</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.92 %</u>
6 Target normal cost.....	6 <u>25000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/15/2013</u>
Signature of actuary		Date
<u>JEFFREY A. SCHAPPEL, EA, MAAA</u>		<u>11-07786</u>
Type or print name of actuary		Most recent enrollment number
<u>CBIZ BENEFITS & INSURANCE, INC.</u>		<u>216-447-9000</u>
Firm name		Telephone number (including area code)
<u>6050 OAK TREE BLVD., SUITE 500</u> <u>CLEVELAND, OH 44131</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.93</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		47
	b Interest on (a) using prior year's effective interest rate of <u>6.15</u> % except as otherwise provided (see instructions)		3
	c Total available at beginning of current plan year to add to prefunding balance		50
	d Portion of (c) to be added to prefunding balance		50
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	50

Part III Funding Percentages			
14	Funding target attainment percentage	14	86.72 %
15	Adjusted funding target attainment percentage	15	86.72 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/07/2013	98800				
10/09/2013	53				
			Totals ►	18(b)	98853
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 84511
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0		0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	25000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	285257	59511	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	84511	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	84511	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	84511	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

A Name of plan <u>THE HARTLEY COMPANY PENSION PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE HARTLEY COMPANY</u>	D Employer Identification Number (EIN) <u>31-4201640</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

CBIZ BENEFITS & INSURANCE

6050 OAKTREE BLVD. SUITE 500
CLEVELAND, OH 44131

(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?
11	NONE	28742	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CBIZ FINANCIAL SOLUTIONS, INC.

6050 OAKTREE BLVD. SUITE 500
CLEVELAND, OH 44131

(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?
17 28 51	NONE	11883	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE HARTLEY COMPANY PENSION PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE HARTLEY COMPANY</u>	D Employer Identification Number (EIN) <u>31-4201640</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>208600</u>	<u>98853</u>
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	<u>45530</u>	<u>43441</u>
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>1522736</u>	<u>1658668</u>
(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	1776866	1800962

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1776866	1800962
---	----	---------	---------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	98853	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		98853

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	39	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		39

(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)	51526	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		51526

(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)		
(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)		115816
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		266234

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	198179	
(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)		198179
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	40625	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	3304	
(4) Other	2i(4)	30	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		43959
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		242138

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		24096
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ 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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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		100000
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.)			
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)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>THE HARTLEY COMPANY PENSION PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE HARTLEY COMPANY</u>	D Employer Identification Number (EIN) <u>31-4201640</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
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): _____ 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 <u>15</u>

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



October 15, 2013

Trustees
The Hartley Company Pension
Plan and Trust
Cambridge, Ohio

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Hartley Company Pension Plan and Trust (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then ended, the statement of accumulated plan benefits as of December 31, 2011, and the statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Peoples Bank and FirstMerit Bank NA, the custodians of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodians as of December 31, 2012, and for the year then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2011, were audited by other auditors whose report, dated October 4, 2012, expressed an unmodified opinion on the 2011 financial statements.

Other Matters – Supplemental Schedules

The supplemental schedules of assets held for investment purposes and schedule of reportable transactions as of or for the year ended December 31, 2012, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

Rea & Associates, Inc.

**Schedule SB, Part V –
Summary of Plan Provisions**

- | | |
|--|---|
| 1. <u>Anniversary Date</u> | January 1 |
| 2. <u>Average Monthly Compensation</u> | The average compensation computed using the highest five consecutive calendar years of the last ten years in employment divided by 60. |
| 3. <u>Eligibility</u> | Employees will become participants on the January 1 or July 1 following attainment of age 21 and completion of 1 year of service. |
| 4. <u>Normal Retirement Date</u> | The first day of the month coinciding with or immediately preceding age 65 or if later, 5 years of participation. |
| 5. <u>Normal Retirement Benefit</u> | <p>A monthly pension for 10 years certain and life thereafter equal to the greater of (i) or (ii):</p> <p style="margin-left: 40px;">(i) the sum of 21% of the participant's average monthly compensation plus 21% of a participant's average monthly compensation in excess of covered compensation prorated on 35 years of service (effective 1/1/98). The covered compensation table will be updated each year to reflect the new Social Security Wage Base.</p> <p style="margin-left: 40px;">(ii) 1.82% of Average Monthly Compensation for each year the plan is Top Heavy, maximum 10 years.</p> <p style="margin-left: 40px;">(iii) The Accrued Benefit on January 1, 1998.</p> |
| 6. <u>Early Retirement Date</u> | First day of the month coinciding with or following attainment of age 60 and completion of 5 years of service. |

**Schedule SB, Part V –
Summary of Plan Provisions**

- | | |
|------------------------------------|---|
| 7. <u>Early Retirement Benefit</u> | A monthly pension equal to a participant's vested accrued pension payable at Normal Retirement, or an immediate pension payable at Early Retirement reduced 5/9 of 1% for each month between Early and Normal Retirement. |
| 8. <u>Termination Benefit</u> | An accrued benefit according to the following schedule:

<div style="text-align: right; padding-right: 40px;"><u>Cliff Vesting</u>
less than 5 – 0%
5 or more – 100%</div> |
| 9. <u>Disability Benefit</u> | Upon disablement, a participant will be paid a monthly pension equal to the accrued benefit at date of disability payable at Normal Retirement Date, |
| 10. <u>Late Retirement Benefit</u> | A monthly pension commencing at Late Retirement Date equal to the participant's accrued monthly pension using credited service and average monthly compensation to Late Retirement Date. |

**Schedule SB, Part V –
Statement of Actuarial Assumptions/Methods**

Segmented Interest Rates	5.54% 1 st Segment Rate 6.85% 2 nd Segment Rate 7.52% 3 rd Segment Rate														
Salary Scale	5.00% per year														
Mortality Rates	2012 Combined Mortality for healthy lives Disability Mortality per IRS Rev. Ruling 96-7 for Disabled														
Retirement Age	Employees are assumed to retire from age 60 to 65 based on the following retirement rates: <table> <tr> <th><u>Age</u></th><th><u>Rate</u></th></tr> <tr> <td>60</td><td>25%</td></tr> <tr> <td>61</td><td>10</td></tr> <tr> <td>62</td><td>20</td></tr> <tr> <td>63</td><td>10</td></tr> <tr> <td>64</td><td>10</td></tr> <tr> <td>65</td><td>100</td></tr> </table>	<u>Age</u>	<u>Rate</u>	60	25%	61	10	62	20	63	10	64	10	65	100
<u>Age</u>	<u>Rate</u>														
60	25%														
61	10														
62	20														
63	10														
64	10														
65	100														
Form of payment	All assumed to elect the normal form of payment														
Employees excluded	Those not eligible to participate.														
Marriage	100% of males and 100% of females are assumed to be married. Wives are assumed to be three years younger than their husbands.														
Actuarial Value of Assets	The Actuarial Value of Assets (AVA) must be within 10% of the Market Value of Assets on the valuation date and no more than 24 months of past experience can be recognized in the smoothing process.														
Changes since prior year	The mortality table has been updated as required and the Full yield curve for the October before the valuation date has been utilized for the current valuation.														

**Schedule SB, line 22 –
Description of Weighted Average Retirement Age**

Age	Qr	Paa	Qr x Paa	Qr x Paa x Age
55	-	1.0000	-	-
56	-	1.0000	-	-
57	-	1.0000	-	-
58	-	1.0000	-	-
59	-	1.0000	-	-
60	0.25	1.0000	0.2500	15.0000
61	0.10	0.7500	0.0750	4.5750
62	0.20	0.6750	0.1350	8.3700
63	0.10	0.5400	0.0540	3.4020
64	0.10	0.4860	0.0486	3.1104
65	1.00	0.4374	0.4374	28.4310
			1.00	<u>62.89</u>
				avg ret age

Rounded Retirement Age: 63

**Schedule SB, line 19 –
Discounted Employer Contributions**

Date Paid	Contribution Amount	Contribution Due Date	Discounted to 01/01/2012
10/7/2013	\$98,800	9/15/2013	\$84,464
10/9/2013	<u>\$53</u>	9/15/2013	<u>\$47</u>
Total	\$98,853		\$84,511

**Schedule SB, line 26 –
Schedule of Active Participant Data**

	Years of credited service:										Total
	< 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Attained Age											
Under 25	0	10	1	0	0	0	0	0	0	0	11
25 to 29	0	6	2	1	0	0	0	0	0	0	9
30 to 34	1	5	5	0	1	0	0	0	0	0	12
35 to 39	0	7	2	4	1	0	0	0	0	0	14
40 to 44	1	11	6	1	3	1	0	0	0	0	23
45 to 49	0	8	3	2	3	0	1	0	0	0	17
50 to 54	0	7	5	3	1	5	3	1	0	0	25
55 to 59	0	3	2	3	1	1	0	3	1	0	14
60 to 64	0	0	0	1	1	1	0	0	0	0	3
65 to 69	0	1	0	0	0	0	0	0	0	1	2
70 & up	0	1	0	0	0	0	1	0	0	0	2
Total	2	59	26	15	11	8	5	4	1	1	132

**Schedule SB, line 32 –
Schedule of Amortization Bases**

Type of Base	Date Established	Balance At Val Date	Payment	Years Remaining At Val Date
Shortfall	1/1/2010	\$104,474	23,207	5
Shortfall	1/1/2011	257,270	49,286	6
Shortfall	1/1/2012	(76,487)	(12,982)	7
Total		\$ 285,257	\$ 59,511	

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Investments, at fair value:		
Cash- money market accounts	\$ 43,441	\$ 45,530
Mutual funds	1,658,668	1,522,736
Total investments, at fair value	<u>1,702,109</u>	<u>1,568,266</u>
Receivables:		
Employer Contributions	<u>98,853</u>	<u>208,600</u>
Net assets available for benefits	<u><u>\$ 1,800,962</u></u>	<u><u>\$ 1,776,866</u></u>

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

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS:		
Investment income:		
Net appreciation/(depreciation) in fair value of mutual funds	\$ 115,816	\$ (19,805)
Interest and Dividend Income	51,565	57,082
Total investment income	<u>167,381</u>	<u>37,277</u>
Employer contribution	98,853	223,075
Total additions	<u>266,234</u>	<u>260,352</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	198,179	183,558
Administrative expense	43,959	39,209
Total Deductions from Net Assets	<u>242,138</u>	<u>222,767</u>
Net increase in net assets available for benefits	24,096	37,585
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	<u>1,776,866</u>	<u>1,739,281</u>
NET ASSETS AVAILABLE FOR BENEFITS, end of year	<u><u>\$ 1,800,962</u></u>	<u><u>\$ 1,776,866</u></u>

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

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

STATEMENT OF ACCUMULATED PLAN BENEFITS
AS OF DECEMBER 31, 2011

ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS:

Vested benefits:

Active lives	\$ 1,558,038
Retired lives	\$ 245,323
Deferred vested lives	<u>307,468</u>

Total vested benefits 2,110,829

Nonvested benefits 37,395

TOTAL ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS

\$ 2,148,224

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, BEGINNING OF YEAR	\$2,122,657
Benefits paid	(183,558)
Decrease in discount period	140,537
Benefits accumulated	102,283
Assumption changes	<u>(33,695)</u>
 TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, END OF YEAR	 <u><u>\$2,148,224</u></u>

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following brief description of the Hartley Company Pension Plan and Trust ("the Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. Information about the plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation's benefit guarantee is contained in the Summary Plan Document.

General

The Plan is a non-contributory defined benefit pension plan covering substantially all hourly and salary employees of The Hartley Company. ("the Company"). Effective April 1, 2012, an amendment was made to the Plan to freeze the eligibility, participation and benefit accrual for all participants under the Plan. See Note 4 for more details.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Company's Benefits Committee (Committee), which is a committee of the board of directors of the Company. The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Pension Benefits

Employees with five or more years of service are entitled to annual pension benefits beginning at normal retirement age of 65. The Plan permits early retirement at age 60. Normal retirement pension benefits equal 21% of the participant's average monthly compensation in excess of one-twelfth of your covered compensation. Effective January 1, 1998, for participants who are projected to have earned less than 35 years of service as of the end of the Plan year in which they attain normal retirement age, the sum of your initial percentage and the excess percentage shall be reduced by 1/35th for each year of service less than 35.

If an employee elects to receive his/her Accrued Benefit prior to Normal Retirement Date, he/she will receive an Accrued Benefit equal to the greater of the Accrued Benefit payable at the Normal Retirement Date reduced by 5/9% for each month that the commencement of the Early Retirement Benefit precedes the Normal Retirement Date, OR the actuarial equivalent of the Accrued Benefit payable at the Normal Retirement Date if such benefit is distributed in a form other than a non-decreasing life annuity payable for a period not less than the employee's life expectancy.

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (continued)

Vesting

Vesting is deferred according to the following schedule:

- 1) Participants with more than 2 years of service at April 30, 1997:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5 or more	100%

- 2) All other Participants

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 5	0%
5 or more	20%

Death and Disability Benefits

Participants who become disabled and their condition continues for a period of six months, they will receive a disability benefit equal to an actuarial equivalent of your accrued benefit payable at your normal retirement date.

Death Benefits are paid to the spouse of a married participant based on the participant's age and whether they were in payment status. For married participants who are currently receiving benefits the spouse will receive the same amount based upon the benefit election made at the retirement date. For married participants who were not in payment status when they died will receive a benefit based on an actuarial calculation for a pre-retirement survivor annuity payment.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are presented on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of Plan assets available for benefits and the actuarial present value of accumulated plan benefits as the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividends are recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All reasonable expenses, taxes and fees of the Plan, the Committee and the Custodian incurred in the administration of the Plan and Trust Fund shall be paid from the Trust Fund, except the audit fee and PBGC insurance, which are both paid directly.

Subsequent Events

Subsequent events have been evaluated through October 15, 2013, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS, (ASU 2011-04). ASU 2011-04 amended ASC 820, Fair Value Measurements. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements, the amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. See Note 5 for impact of adoption.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY PEOPLES BANK AND FIRSTMERIT BANK, NA

The following is a summary of the plan's assets information as of December 31, 2012 and for the year then ended, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the custodians and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodians that information provided to the Plan Administrator by the custodians is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations of Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	<u>2012</u>
Investments, at fair value:	
Money market	\$43,411
Mutual funds	1,658,668

Peoples Bank and FirstMerit Bank NA also certified to the completeness and accuracy of the \$(531) of net depreciation in fair value of investments and \$27,843 of interest and dividends related to the aforementioned assets for the year ended December 31, 2012.

NOTE 4: FREEZING OF PLAN BENEFITS

Effective April 1, 2012, the Hartley Company amended the Hartley Company Pension Plan and Trust for the purpose of freezing eligibility, participation and accrued benefit under this plan as follows:

- 1) Effective April 1, 2012, no further retirement benefit shall accrue to any participant under this Plan.
- 2) Effective April 1, 2012, no further compensation shall be recognized under this Plan.
- 3) Effective April 1, 2012, no employee shall become an eligible employee under this Plan.
As of
April 1, 2012, no employee shall become a participant under this Plan, thus this Plan will not recognize any new participants.

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 5: INVESTMENTS

The following investments represent 5% or more of net assets available for benefits as of December 31:

	2012	2011
High Quality Bond Fund	\$159,386	\$ 0 *
Metropolitan West Ttl Rtn Bond Fund	96,591	0 *
Vanguard Total Bond Mkt Index Fund	199,065	0 *
Vanguard 500 Index Signal Fund	298,464	0 *
American Century Infl Adj Fund	0*	139,843
PIMCO Total Return Fund	0*	146,382
Gateway Fund	0*	240,680
Loomis Sayles Bond Instl Fund	0*	231,312

*Included for comparative purposes only

NOTE 6: FAIR VALUE MEASUREMENTS

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (continued)

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

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

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

Money market and mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

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.

The table below presents the fair value hierarchy of the Plan's assets as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Money market	\$ 43,441	\$ -	\$ -	\$ 43,441
Mutual funds				
Large Cap	556,680	-	-	556,680
Bond	797,871	-	-	797,871
International	95,706	-	-	95,706
Mid Cap	129,055	-	-	129,055
Alternative	26,271			26,271
Small Cap	53,084	-	-	53,084
Total assets at fair value	<u>\$1,702,109</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,702,109</u>

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (continued)

Assets at Fair Value as of December 31, 2011

Description	Level 1	Level 2	Level 3	Total
Money market	\$ 45,530	\$ -	\$ -	\$ 45,530
Mutual funds				
Large Cap	220,366	-	-	220,366
Bond	838,392	-	-	838,392
International	129,492	-	-	129,492
Alternative	313,175	-	-	313,175
Small Cap	21,311	-	-	21,311
Total assets at fair value	<u>\$ 1,568,266</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,568,266</u>

NOTE 7: PLAN TERMINATION

Although it has not expressed any intention to do so, The Hartley Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

NOTE 8: TAX STATUS

The Internal Revenue Service has determined and informed The Hartley Company Pension Plan and Trust by a letter dated March 23, 2004, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Hartley Company Pension Plan and Trust believes that the Plan is currently being operated in compliance with the applicable requirement of the IRC and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions taken by the Plan, and had concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 8: TAX STATUS (continued)

There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 9: RISKS AND UNCERTAINTIES

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

NOTE 10: ACTUARIAL ASSUMPTIONS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees. Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary using the unit credit method and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions underlying the computations were made as of January 1. Had the valuations been performed as of December 31, there would be no material differences.

The significant actuarial assumptions underlying the computations for the Plan as of January 1, 2012, are as follows:

Average rate of return:	6.92% per annum, compounded annually, net of investment expenses
Mortality basis:	2012 Combined Mortality for healthy lives
Normal retirement age:	Age 65

THE HARTLEY COMPANY PENSION
PLAN FOR SALARIED EMPLOYEES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 10: ACTUARIAL ASSUMPTIONS (continued)

The significant actuarial assumptions underlying the computations for the Plan as of January 1, 2011, are as follows:

Average rate of return:	6.15% per annum, compounded annually, net of investment expenses
Mortality basis: lives	2011 Combine Mortality for healthy
Normal retirement age:	Age 65

The net increase in the actuarial present value of accumulated plan benefits each year is the result of benefits paid, discounts for interest, changes in participant mix, actuarial experience gains and losses and changes in actuarial assumptions.

Actuarial assumptions are based on the presumption that the Plan will continue. Should the Plan terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE 11: FUNDING POLICY

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. Pension funding is actuarially determined and includes normal cost and the amortization of past service costs. The Company has made contributions in amounts not less than those necessary to comply with the minimum funding standards of ERISA as set forth in the actuary's report. The actuary's report indicated that Company contributions of \$84,511 and \$95,937 were required in 2012 and 2011 to meet the minimum funding standards of ERISA.

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2012

EIN: 31-4201640
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Franklin Floating Rate Fund #689	Mutual Fund	\$ 39,791	\$ 39,879	
Vanguard Admiral Short Term Inv/Short Term High Quality Bond Fund	Mutual Fund	159,972	159,386	
Fidelity Adv Strategic Income Class I Fund	Mutual Fund	64,560	64,313	
Fidelity Total Bond Fund	Mutual Fund	80,119	79,828	
Metropolitan West Total Return Bond Fund	Mutual Fund	97,723	96,591	
PIMCO Total Return Bond Fund	Mutual Fund	81,433	79,277	
Vanguard Total Bon Market Index Signal Fd	Mutual Fund	199,957	199,065	
Vanguard Admiral GNMA Fd-Int Term Govt	Mutual Fund	80,255	79,532	
T. Rowe Price Capital Appreciation Fund	Mutual Fund	61,774	59,516	
Vanguard 500 Index Signal Fund	Mutual Fund	296,319	298,464	
Fidelity Advisor New Insights Class I Fund	Mutual Fund	59,610	60,344	
MFS Growth Port Instl Class	Mutual Fund	42,331	43,841	
NuVeen Dividend Value Fund	Mutual Fund	52,187	51,501	
T Rowe Price Equity Income Fund	Mutual Fund	42,331	43,014	
Columbia Mid Cap Index Z Fund	Mutual Fund	42,170	42,328	
Principal Mid Cap Blend Fund	Mutual Fund	68,738	68,940	
Columbia Acorn Class Z fund	Mutual Fund	17,746	17,787	
* Peoples Bank Special Money Market	Money Market	36,202	36,202	
Fidelity Small Cap Discovery	Mutual Fund	25,675	26,602	
Janus Triton Fund	Mutual Fund	26,319	26,482	
Lazard Emerging Market CL I Fund	Mutual Fund	35,279	35,673	
MFS International Value Fund	Mutual Fund	59,510	60,033	
Alternative Stock Fund	Mutual Fund	25,399	26,271	
Federated Inv Prime Obl Fd	Money Market	7,239	7,239	
	TOTAL	<u>\$ 1,702,640</u>	<u>\$ 1,702,109</u>	

* - Party-in-interest

Note: This schedule is based on information which has been certified as complete and accurate by Peoples Bank & First Merit, the custodians of the Plan

See accompanying independent auditor's report.

THE HARTLEY COMPANY
PENSION PLAN AND TRUST

FORM 5500, SCHEDULE H, PART IV, LINE 4j,
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE PLAN YEAR ENDED DECEMBER 31, 2012

EIN: 31-4201640
Plan Number: 001

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
		\$	\$			\$	\$	
Peoples Bank	Peoples Bank Sp Mny Mkt	1,703,417	(1,667,215)	N/A	N/A	1,667,215	36,202	0
Peoples Bank	Methropolitan West Total Return	97,723	N/A	N/A	N/A	97,723	96,591	(1,132)
Peoples Bank	VanGuard Total Bond Mkt Index	199,957	N/A	N/A	N/A	199,957	199,065	(892)
Peoples Bank	VanGuard Admiral Shrt Term Inv	159,972	N/A	N/A	N/A	159,972	159,386	(586)
Peoples Bank	* VanGuard 500 Index Signal Fund	296,319	N/A	N/A	N/A	296,319	298,464	2,145
FirstMerit Bank, NA	Federated Inv Prim OBL Fd	N/A	(174,709)	N/A	N/A	174,709	7,239	-
Fidelity Investments	Loomis Sayles Bond Instl (LSBDX)	N/A	(252,628)	N/A	N/A	227,182	252,628	25,446
Fidelity Investments	Pimco Total Return Administrative (PTRAX)	N/A	(159,043)	N/A	N/A	95,874	159,043	63,169
Fidelity Investments	Gateway Fund Class A (GATEX)	N/A	(249,883)	N/A	N/A	194,100	249,883	55,783
Fidelity Investments	American Century Inflation Adj (ACITX)	N/A	(147,793)	N/A	N/A	111,661	147,793	36,132
Fidelity Investments	* Loomis Sayles Invst Grade Bond (LSIIX)	N/A	(89,173)	N/A	N/A	55,912	89,173	33,261
Fidelity Investments	* MCM Emerging Markets (EEM)	148,177	(160,733)	N/A	N/A	148,177	160,733	12,556

* Indicates a single transaction. All others were series of transactions.

See accompanying independent auditor's report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

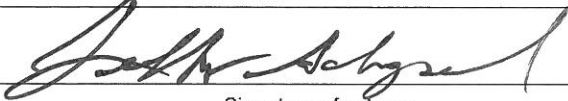
A Name of plan The Hartley Company Pension Plan and Trust	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Hartley Company	D Employer Identification Number (EIN) 31-4201640
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	1,769,912
b Actuarial value	2b	1,863,018
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	1 245,323
b For terminated vested participants.....	3b	74 307,468
c For active participants:		
(1) Non-vested benefits	3c(1)	37,396
(2) Vested benefits	3c(2)	1,558,038
(3) Total active.....	3c(3)	132 1,595,434
d Total.....	3d	207 2,148,225
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.92
6 Target normal cost.....	6	25,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		10/15/2013
	Signature of actuary	Date
Jeffrey A. Schapel, EA, MAAA	Type or print name of actuary	11-07786
CBIZ Benefits & Insurance, Inc.	Firm name	Most recent enrollment number
6050 Oak Tree Blvd., Suite 500		(216) 447-9000
Cleveland	OH 44131	Telephone number (including area code)
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126