

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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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>PIERBURG INCORPORATED 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/01/1996</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PIERBURG INCORPORATED</u> <u>5 SOUTHCHASE CT</u> <u>FOUNTAIN INN, SC 29644-9018</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>57-1051355</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>864-688-1312</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>57-1051355</u>	2c Sponsor's telephone number <u>864-688-1312</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>57-1051355</u>					
2c Sponsor's telephone number <u>864-688-1312</u>					
2d Business code (see instructions) <u>336300</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	Filed with authorized/valid electronic signature.	02/20/2014	DAWN ALLEN
	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) <u>999-999-9999</u>

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		5 229
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 165	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 67	
d Subtotal. Add lines 6a , 6b , and 6c	6d 232	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 232	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 166	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 4	
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 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ 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 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>PIERBURG INCORPORATED 401(K) 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>PIERBURG INCORPORATED</u>	D Employer Identification Number (EIN) <u>57-1051355</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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	35971	Yes ☒ No ☐	Yes ☒ No ☐	945	Yes ☒ No ☐

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

AMERIPRISE FINANCIAL SERVICES

50082 AMERIPRISE FINANCIAL CTR
MINNEAPOLIS, MN 55474

(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?
28	INVESTMENT MGMT	0	Yes ☒ No ☐	Yes ☒ No ☐	15139	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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) <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 PIEBURG INCORPORATED 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PIEBURG INCORPORATED	D Employer Identification Number (EIN) 57-1051355	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	575	128
(2) Participant contributions	1b(2)	0	194
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	59276	62155
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3060501	4885438
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	3120352	4947915

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	3466	11130
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3466	11130

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3116886	4936785
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	238456	
(B) Participants	2a(1)(B)	402174	
(C) Others (including rollovers)	2a(1)(C)	169519	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		810149

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2447	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2447
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		357700
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1170296

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	344043	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		344043
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	1557	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1557
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		345600

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		824696
l Transfers of assets:			
(1) To this plan.....	2l(1)		995203
(2) From this plan	2l(2)		0

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: GRAHAM, SZUHY & CO., CPA'S

(2) EIN: 57-1108232

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	0
4b		X	0

	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	0
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	0
e Was this plan covered by a fidelity bond?.....	X		1000000
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	0
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	0
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	0
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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: 0

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>PIERBURG INCORPORATED 401(K) 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>PIERBURG INCORPORATED</u>	D Employer Identification Number (EIN) <u>57-1051355</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>31-1592130</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	<u>0</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
-----------------	-------------------

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

a The current year	14a	0
b The plan year immediately preceding the current plan year	14b	0
c The second preceding plan year	14c	0

- 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	0
b The corresponding number for the second preceding plan year	15b	0

- 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	0
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	0

- 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):

Pierburg, Inc.
401(k) Plan

Audit of Financial Statements
For the year ended December 31, 2012

*Audit of
Pierburg, Inc. 401(k) Plan*

*Table of Contents
December 31, 2012*

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Independent Auditor's Report

To the Pierburg Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pierburg Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Nationwide Financial, the trustee/custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/custodian as of December 31, 2012 and 2011 and

for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Disclaimer of Opinion

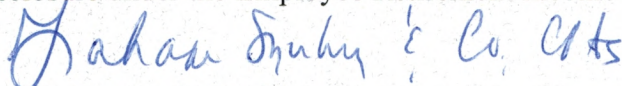
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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



Graham, Szuhy & Co., CPAs
Lexington, South Carolina
February 10, 2014

Pierburg, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	<u>2,012</u>	<u>2,011</u>
Assets:		
Investments at fair value	\$ 4,885,438	\$ 3,060,501
Receivables:		
Employee contributions	194	-
Employer contributions	128	575
Notes receivable from participants	<u>62,155</u>	<u>59,276</u>
Total receivables	<u>62,477</u>	<u>59,851</u>
Total assets	\$ 4,947,915	\$ 3,120,352
Liabilities:		
Forfeitures	\$ <u>11,130</u>	\$ <u>3,466</u>
Total liabilities	<u>11,130</u>	<u>3,466</u>
Net assets available for benefits	\$ <u><u>4,936,785</u></u>	\$ <u><u>3,116,886</u></u>

Pierburg, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions

Additions to net assets attributed to:

Investment Income:

Net appreciation in fair value of investments	\$	357,700	
Participant loan interest		<u>2,447</u>	\$ 360,147

Contributions:

Participant	\$	402,174	
Employer		238,456	
Rollovers		169,519	
Transfers to this plan		<u>995,203</u>	<u>1,805,352</u>

Total additions			\$ 2,165,499
-----------------	--	--	--------------

Deductions

Deductions from net assets attributed to:

Benefits paid to participants	\$	344,043
Administration expenses		<u>1,557</u>

Total deductions		<u>345,600</u>
------------------	--	----------------

Net increase			\$ 1,819,899
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Net assets available for benefits

Beginning of year		<u>3,116,886</u>
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End of year			\$ <u><u>4,936,785</u></u>
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See accompanying notes to the financial statements.

Note A: Description of Plan

The following description of the Pierburg, Inc. (Company) 401(k) Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of the Company who have completed one hour of service, are age 18 or older, and are not union employees or nonresident alien employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Contributions - Each year, participants may contribute any percentage of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Company contributes 75 percent of the first 6% of base compensation that a participant contributes to the Plan. The matching Company contributions are invested in the same investment options as directed by the participants for their deferrals. Contributions are subject to certain limitations.

Participant Accounts - Each participant's account is credited with the participant's contributions and Company matching contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after four years of credited service.

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loan interest rates range from 4.25 percent to 9.25 percent, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of benefits - On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments, or an annuity payable for his or her lifetime. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$3,466 and \$11,130 respectively. These accounts will be used to reduce the Company contributions. Forfeitures of terminated non-vested account balances allocated to Company contributions at December 31, 2012 totaled \$1,420.

Note B: Summary of Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value.

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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See note E for discussion of fair value measurements.

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

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2012 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.

Payment of Benefits - Benefits are recorded when paid.

Expenses - Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Administrative expenses of maintaining the Plan are paid by the plan assets and deducted from participant accounts in accordance with the Plan document.

Subsequent Events - The Plan has evaluated subsequent events through February 10, 2014, the date the financial statements were available to be issued.

Note C: Investments (Unaudited)

The Plan's investments were held and administered by Nationwide Financial. All investment information presented in the accompanying financial statements and supplemental schedules, including investments held and net appreciation/depreciation in fair value of investments and interest and dividends, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the custodian listed above.

The fair value of investments that represented 5% or more of net assets available for benefits as of December 31, 2012 and 2011 were as follows:

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Vanguard Short termUS Trs IS	\$ 1,136,824	\$ 439,650
Principal Inv MdCap Blnd Inst	\$ 353,235	\$ 213,473
Vanguard Wlsly	\$ -	\$ 185,597
Harbor Int'l	\$ 259,855	\$ -

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 357,700	(\$37,873)

Note D: Fair Value Measurements:

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|---|
| 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 <ul style="list-style-type: none"> - quoted prices for similar assets or liabilities in active markets; - quoted prices for identical or similar assets or liabilities in inactive markets; |

- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded .

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 468,640	\$ -	\$ -	\$ 468,640
Balanced funds	737,275	-	-	737,275
Growth funds	1,832,901	-	-	1,832,901
Fixed income funds	<u>1,846,622</u>	<u>-</u>	<u>-</u>	<u>1,846,622</u>
Total mutual funds	<u>4,885,438</u>	<u>\$ -</u>	<u>-</u>	<u>4,885,438</u>
Total assets at fair value	<u>\$4,885,438</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$4,885,438</u>

<u>Assets at Fair Value as of December 31, 2011</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 393,498	\$ -	\$ -	\$ 393,498
Balanced funds	562,229	-	-	562,229
Growth funds	1,235,362	-	-	1,235,362
Fixed income funds	<u>869,412</u>	<u>-</u>	<u>-</u>	<u>869,412</u>
Total mutual funds	<u>\$3,060,501</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,060,501</u>
Total assets at fair value	<u>\$3,060,501</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,060,501</u>

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

<u>December 31,</u> <u>2012</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency (if</u> <u>currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Growth Funds				
AmBcn Intl Eq Inst	\$ 3,092	n/a	Daily	n/a
BlkRk SmCap	462	n/a	Daily	n/a
DFA Emrg Mkt Cor Inst	1,386	n/a	Daily	n/a
DodgeCox Int'l Stk	1,873	n/a	Daily	n/a
FidAdv Real Est	1,499	n/a	Daily	n/a
Harbor Intl Inst	259,855	n/a	Daily	n/a
Hansbrgr Intl Gr Inst	794	n/a	Daily	n/a
JPM MdCap Val Inst	1,436	n/a	Daily	n/a
BlkRk Basic Val	113,145	n/a	Daily	n/a
MSIF MdCap Gr	704	n/a	Daily	n/a
MFS Rsrch R4	3,588	n/a	Daily	n/a
MFS Mass Inv Tr R4	129,374	n/a	Daily	n/a
Opp Gbl	2,474	n/a	Daily	n/a
Pncpl MdCap Inst	353,235	n/a	Daily	n/a
Pncpl Eq Inc Inst	6,126	n/a	Daily	n/a
Pncpl LgCap Gr	3,216	n/a	Daily	n/a
TRowe Pr New Hrizns	744	n/a	Daily	n/a
PIMCO Real Rtn Inst	1,136	n/a	Daily	n/a
DWS RREEF RelEst	54,428	n/a	Daily	n/a
JPM SmCap Val	1,010	n/a	Daily	n/a
Pncpl Cap App Inst	932	n/a	Daily	n/a
Pncpl MdCap Gr Inst	1,114	n/a	Daily	n/a
AmFds EuroPacfc R6	85,512	n/a	Daily	n/a
Amfds Edmntl Inv R6	61,920	n/a	Daily	n/a
AmFds Gr Fd Am R6	2,778	n/a	Daily	n/a
AmFds Am Mut R6	1,911	n/a	Daily	n/a
AmFds New Econ R6	127,010	n/a	Daily	n/a
AmFds New Wld R6	112,320	n/a	Daily	n/a
AmFds Cap Wld Gr Inc R6	30,248	n/a	Daily	n/a
Vngrd Ttl Bd Mkt Indx	1,118	n/a	Daily	n/a
Vgrd Divd Gr Inc	120,060	n/a	Daily	n/a
Vgrd Eq Inc Inv	132,407	n/a	Daily	n/a
Vgrd Hlth Care Inv	167,121	n/a	Daily	n/a
Invsco Gr Inc	3,689	n/a	Daily	n/a
Vngrd Intl Val Inv	43,562	n/a	Daily	n/a
Vngrd Wnder II Inv	<u>1,622</u>	n/a	Daily	n/a
Total Growth Funds	\$ <u>1,832,901</u>			

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Balanced Funds				
AmBcn Bal Inst	\$ 18,924	n/a	Daily	n/a
Prudntl Hi Yld Z	1,117	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2050	79,100	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2040	8,684	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2035	91,680	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2030	77,462	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2045	39,391	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2025	28,805	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2020	49,806	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2015	52,168	n/a	Daily	n/a
Vgrd Wingtn Inv	62,223	n/a	Daily	n/a
Vgrd Wisly Inc Inv	203,675	n/a	Daily	n/a
Jns Bal I	<u>24,240</u>	n/a	Daily	n/a
Total Balanced Funds	\$ <u>737,275</u>			
Fixed income funds				
AmCent Infl Adj Bd	\$ 237,070	n/a	Daily	n/a
Drey Inst Prfrd Mny Mkt	11,130	n/a	Daily	n/a
Fed Intmd Govt Corp	11,769	n/a	Daily	n/a
Fed Ttl Rtn Bd	2,170	n/a	Daily	n/a
Fed Govt Ultra	31,712	n/a	Daily	n/a
GdmnScs Shrt Dur	43,766	n/a	Daily	n/a
AmFds Cap Wld Bd R6	22,338	n/a	Daily	n/a
AmFds US Govt R6	16,032	n/a	Daily	n/a
RdgWrth Ttl Rtn Bd I	163,934	n/a	Daily	n/a
RdgWrth Intmd Bd I	421	n/a	Daily	n/a
Vngrd ST Trsry Inv	1,136,824	n/a	Daily	n/a
Vngrd Intmd Trm Trsry	45,428	n/a	Daily	n/a
Vngrd ST Invst Grd Inv	17,334	n/a	Daily	n/a
Vngrd Hi Yld Corp	104,393	n/a	Daily	n/a
Legg M Watr As	<u>2,301</u>	n/a	Daily	n/a
Total Fixed Income Funds	\$ <u>1,846,622</u>			
Index Funds				
Vngrd Gr Indx	\$ 69,977	n/a	Daily	n/a
Vngrd SmCap Gr Indx	178,964	n/a	Daily	n/a
Vngrd SmCap Val Indx	52,455	n/a	Daily	n/a
Vngrd MdCap Gr Indx	97,889	n/a	Daily	n/a
Vngrd MdCap Val Indx	25,870	n/a	Daily	n/a
Vngrd SmCap Indx	<u>43,485</u>	n/a	Daily	n/a
Total Index Funds	\$ <u>468,640</u>			

<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Growth Funds				
BlkRk SmCap	\$ 419	n/a	Daily	n/a
DodgeCox Int'l Stk	3,507	n/a	Daily	n/a
DodgeCox Stk	1,815	n/a	Daily	n/a
FidAdv Real Est	912	n/a	Daily	n/a
Harbor Intl Inst	109,472	n/a	Daily	n/a
Hansbrgr Intl Gr Inst	2,160	n/a	Daily	n/a
JPM MdCap Val Inst	907	n/a	Daily	n/a
BlkRk Basic Val	76,579	n/a	Daily	n/a
MSIF MdCap Gr	649	n/a	Daily	n/a
MFS Rsrch R4	2,224	n/a	Daily	n/a
MFS Mass Inv Tr R4	84,535	n/a	Daily	n/a
Prncpl MdCap Inst	213,473	n/a	Daily	n/a
Prncpl Eq Inc Inst	4,805	n/a	Daily	n/a
TRowe Pr New Hrizns	456	n/a	Daily	n/a
PIMCO Real Rtn Inst	281	n/a	Daily	n/a
DWS RREEF RelEst	41,884	n/a	Daily	n/a
JPM SmCap Val	554	n/a	Daily	n/a
Prncpl Cap App Inst	825	n/a	Daily	n/a
Prncpl MdCap Gr Inst	862	n/a	Daily	n/a
AmFds EuroPacfc R6	70,314	n/a	Daily	n/a
Amfds Edmntl Inv R6	45,708	n/a	Daily	n/a
AmFds Gr Fd Am R6	3,816	n/a	Daily	n/a
AmFds Am Mi Inc R6	223	n/a	Daily	n/a
AmFds Am Mut R6	2,849	n/a	Daily	n/a
AmFds New Econ R6	99,577	n/a	Daily	n/a
AmFds New Wld R6	62,893	n/a	Daily	n/a
AmFds Cap Wld Gr Inc R6	16,393	n/a	Daily	n/a
Vngrd Ttl Bd Mkt Indx	621	n/a	Daily	n/a
Vgrd Divd Gr Inc	86,636	n/a	Daily	n/a
Vgrd Eq Inc Inv	58,486	n/a	Daily	n/a
Vgrd Hlth Care Inv	102,925	n/a	Daily	n/a
Vngrd Intl Val Inv	33,060	n/a	Daily	n/a
Jns Overseas I	98,672	n/a	Daily	n/a
Vngrd Wnder II Inv	6,870	n/a	Daily	n/a
Total Growth Funds	\$ <u>1,235,362</u>			
Balanced Funds				
AmBcn Bal Inst	\$ 14,800	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2050	52,006	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2040	49,626	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2035	54,321	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2030	67,004	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2045	5,616	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2025	9,639	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2020	10,358	n/a	Daily	n/a
Vgrd Trgt Rtrmt 2015	44,427	n/a	Daily	n/a
Vgrd Wingtn Inv	50,016	n/a	Daily	n/a
Vgrd Wisly Inc Inv	185,597	n/a	Daily	n/a
Jns Bal I	<u>18,819</u>	n/a	Daily	n/a

<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Total Balanced Funds	\$ <u>562,229</u>			
Fixed income funds				
AmCent Infl Adj Bd	\$ 60,952	n/a	Daily	n/a
Drey Inst Prfrd Mny Mkt	3,466	n/a	Daily	n/a
Fed Intmd Govt Corp	7,442	n/a	Daily	n/a
Fed Ttl Rtn Bd	1,488	n/a	Daily	n/a
Fed Govt Ultra	14,655	n/a	Daily	n/a
GdmnScs Shrt Dur	49,215	n/a	Daily	n/a
AmFds Cap Wld Bd R6	15,196	n/a	Daily	n/a
AmFds US Govt R6	14,768	n/a	Daily	n/a
RdgWrth Ttl Rtn Bd I	136,541	n/a	Daily	n/a
RdgWrth Intmd Bd I	411	n/a	Daily	n/a
Vngrd ST Trsry Inv	439,650	n/a	Daily	n/a
Vngrd Intmd Trm Trsry	52,768	n/a	Daily	n/a
Vngrd ST Invst Grd Inv	25,927	n/a	Daily	n/a
Vngrd Hi Yld Corp	45,196	n/a	Daily	n/a
Legg M Watr As	<u>1,737</u>	n/a	Daily	n/a
Total Fixed Income Funds	\$ <u>869,412</u>			
Index Funds				
Vngrd Gr Indx	\$ 67,839	n/a	Daily	n/a
Vngrd SmCap Gr Indx	159,132	n/a	Daily	n/a
Vngrd SmCap Val Indx	41,852	n/a	Daily	n/a
Vngrd MdCap Gr Indx	89,229	n/a	Daily	n/a
Vngrd MdCap Val Indx	21,005	n/a	Daily	n/a
Vngrd SmCap Indx	<u>14,441</u>	n/a	Daily	n/a
Total Index Funds	\$ <u>393,498</u>			

Note E: Plan Transfers

In December, 2012 KS Gleitlager, a sister company merged with Pierburg, Inc. Plan assets of \$995,203 from KS Gleitlager 401(k) Plan transferred-in-kind to the Pierburg, Inc. 401(k) Plan.

Note F: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

Note G: Tax Status

The Internal Revenue Service has determined and informed the company by a letter dated October 1, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan's administrator and the plan administrator believe that

the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 December 31, 2007.

Note H: Transactions with Parties-In-Interest

The Plan invests in mutual funds sponsored by the Plan's custodian, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Administrative fees related to the administration of the Plan are paid by the Plan.

Note I: 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 J: Reconciliation of Financial Statements to Form 5500

There is no difference between net assets available for benefits per the financial statements and net assets available for benefits per the Form 5500.

Note K: Commitments and Contingencies

The company determined that, on a controlled group basis, the plan did not pass the minimum coverage test under IRC Section 401(b) for the plan years ended December 31, 2004 and 2005. Additionally, employees were incorrectly allowed to defer on bonuses during the years ended December 31, 2002 and 2003 and fringe benefits were improperly excluded from plan compensation during all of the above mentioned years. The company is currently working with its ERISA attorney to correct these operational deficiencies and has elected to enter in the Voluntary Fiduciary Correction Program ("VFCP"). It is reasonably possible that the resulting corrective contribution due from the Company or distribution from plan assets would be material to the financial statements for the year ended December 31, 2012.

In addition to the above matters, the 2012 controlled group compliance testing has not been finalized. Though the plan met its compliance requirements individually, it is reasonably possible that the results of the 2012 group compliance testing will require a correcting contribution or distribution that would be material to the plan financial statements for the year ended December 31, 2012. The company is working to complete the group testing and intends on making any necessary contributions or distributions that may result.

Pierburg, Inc. 401(k) Plan

Schedule of Assets (Held at End of Year)

Schedule H, Line 4i
December 31, 2012

EIN 13-3472822 Plan 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
				\$
	AmBen Bal Inst	Mutual Fund		18,923
	AmCent Intl Adj Bd Inst	Mutual Fund		237,070
	AmBen Intl Eq Ins	Mutual Fund		3,092
	AmFds Am Mut R6#	Mutual Fund		1,911
	AmFds Cap Wid Bd R6	Mutual Fund		22,338
	AmFds Cap Wid Gr Inc R6	Mutual Fund		30,248
	AmFds EuroPac Gr R6	Mutual Fund		85,512
	AmFds Fdmntl Inv R6	Mutual Fund		61,920
	AmFds Gr Fd Am R6#	Mutual Fund		2,778
	AmFds New Econ R6	Mutual Fund		127,010
	AmFds New Wid R6	Mutual Fund		112,320
	AmFds US Govt Sec R6	Mutual Fund		16,032
	BlkRK Basic Val Inst	Mutual Fund		113,145
	BlkRK SmtCap Gr Eq Inst#	Mutual Fund		462
	DFA Emrg Mkt Cor Inst	Mutual Fund		1,386
	DodgeCox Intl Stk#	Mutual Fund		1,873
	Drey Inst Prfrd MnyMkt Prm	Mutual Fund		11,130
	DWS RREEF RealEst Sec Inst	Mutual Fund		54,428
	Fed Govt UltraShrtDur Inst	Mutual Fund		31,712
	Fed Intmd Govt Corp Inst	Mutual Fund		11,770
	Fed Ttl Rtn Bd Inst	Mutual Fund		2,170
	FidAdv Real Est	Mutual Fund		1,499
	GdmnSes Shrt Dur Govt Inst	Mutual Fund		43,766
	Hansbgr Intl Gr Inst#	Mutual Fund		794
	Harbor Intl Inst	Mutual Fund		259,855
	Invseo Gr Inc Y	Mutual Fund		3,689
	Jns Bal I	Mutual Fund		24,240
	JPM Mdcap Val Inst	Mutual Fund		1,436
	JPM SmtCap Val	Mutual Fund		1,010
	LeggMwstrAsmflndPlsBdInst#	Mutual Fund		2,301
	MFS Mass Inv Tr R4	Mutual Fund		129,374
	MFS Rsch R4	Mutual Fund		3,588
	MSIF Mdcap Gr	Mutual Fund		704
	Opp Gbl Y	Mutual Fund		2,474
	PIMCO Real Rtn	Mutual Fund		1,136
	Prncpl Inv Cap App Inst#	Mutual Fund		932
	Prncpl Inv Eq Inc I Inst#	Mutual Fund		6,126
	Prncpl Inv Mdcap Blind Inst	Mutual Fund		353,235
	Prncpl LgcCap Gr Inst	Mutual Fund		3,216
	Prncpl Mdcap Gr	Mutual Fund		1,114
	Prudntl Hi Yld Z	Mutual Fund		1,117
	RdgWrth Intmd Bd I#	Mutual Fund		421
	RdgWrth Ttl Rtn Bd I	Mutual Fund		163,934
	TrowePr New Hrzns	Mutual Fund		744
	Vanguard Divd Gr	Mutual Fund		120,060
	Vanguard Grth Indx Fd IS	Mutual Fund		69,977
	Vanguard Hi Yld Corp Fd IS	Mutual Fund		104,393
	Vanguard Intl Value Fd IS	Mutual Fund		43,562

Pierburg, Inc. 401(k) Plan

Schedule of Assets (Held at End of Year)
Schedule H, Line 4i
December 31, 2012

EIN 13-3472822 Plan 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Vanguard Intm-Trm USTrs IS	Mutual Fund		45,428
	Vanguard Shrt-Trm USTrs IS	Mutual Fund		1,136,824
	Vanguard Sm Cap Indx Fd IS	Mutual Fund		43,484
	Vanguard SMCap Val Indx IS	Mutual Fund		52,455
	Vanguard SmCp Grth Indx IS	Mutual Fund		178,964
	Vanguard Trgt Rtrmt 2050	Mutual Fund		79,100
	Vanguard Ttl Bd Mkt Indx Signl	Mutual Fund		1,118
	Vanguard Wellington Fd IS	Mutual Fund		62,223
	Vngrd Trgt Rtrmt 2045	Mutual Fund		39,391
	Vngrd Windsor2 Fnd	Mutual Fund		1,622
	Vngrd Trgt Rtrmt 2025	Mutual Fund		28,805
	Vngrd Trgt Rtrmt 2020	Mutual Fund		49,806
	Vngrd MdCap Val Indx Inv	Mutual Fund		25,870
	Vngrd ST Invmt Grd Inv	Mutual Fund		17,334
	Vngrd Trgt Rtrmt 2015	Mutual Fund		52,168
	Vngrd Trgt Rtrmt 2040	Mutual Fund		8,684
	Vngrd Trgt Rtrmt 2035	Mutual Fund		91,680
	Vngrd Eqt Income Fd InvShr	Mutual Fund		132,407
	Vngrd Trgt Rtrmt 2030	Mutual Fund		77,462
	Vngrd MdCap Gr Indx Inv	Mutual Fund		97,889
	Vngrd Hlthcr Inv	Mutual Fund		167,121
	Vngrd Wellesley Inc Fd IS	Mutual Fund		203,676
*	Participant Loans	Interest rates of 4.25 - 9.25% with maturity dates from 2009 - 2017		62,155
				<u>\$ 4,947,593</u>

Note: Column (a) * identified as a party-in-interest

Column (d) is blank as all investments are participant directed

2012 FORM 5500 - SCHEDULE H
ATTACHMENT FOR QUESTION 4(i)
SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT YEAR END

(B) IDENTITY	(C) DESCRIPTION	(E) CURRENT VALUE
AmBcn Bal Inst	Mutual Fund	18923
AmBcn Intl Eq Inst	Mutual Fund	3092
AmCent Infl Adj Bd Inst	Mutual Fund	237070
AmFds Am Mut R6	Mutual Fund	1911
AmFds Cap Wld Bd R6	Mutual Fund	22338
AmFds Cap Wld Gr Inc R6	Mutual Fund	30248
AmFds EuroPacfc Gr R6	Mutual Fund	85512
AmFds Fdmntl Inv R6	Mutual Fund	61920
AmFds Gr Fd Am R6	Mutual Fund	2778
AmFds New Econ R6	Mutual Fund	127010
AmFds New Wld R6	Mutual Fund	112320
AmFds US Govt Sec R6	Mutual Fund	16032
BlkRk Basic Val Inst	Mutual Fund	113145
BlkRk SmCap Gr Eq Inst	Mutual Fund	462
DFA Emrg Mkt Cor Inst	Mutual Fund	1386
DodgeCox Intl Stk	Mutual Fund	1873
Drey Inst Prfrd MnyMkt Prm	Mutual Fund	11130
DWS RREEF RealEst Sec Inst	Mutual Fund	54428
Fed Govt UltraShrtDur Inst	Mutual Fund	31712
Fed Intmd Govt Corp Inst	Mutual Fund	11770
Fed Ttl Rtn Bd Inst	Mutual Fund	2170
FidAdv RealEst I	Mutual Fund	1499
GdmnScs Shrt Dur Govt Inst	Mutual Fund	43766
Hansbrgr Intl Gr Inst	Mutual Fund	794
Harbor Intl Inst	Mutual Fund	259855
Invsco Gr Inc Y	Mutual Fund	3689
Jns Bal I	Mutual Fund	24240
JPM MdCap Val Inst	Mutual Fund	1436
JPM SmCap Val Sel	Mutual Fund	1010
LeggM WstrAs InflndPlsBd I	Mutual Fund	2301
MFS Mass Inv Tr R4	Mutual Fund	129374
MFS Rsrch R4	Mutual Fund	3588
MSIF MdCap Gr I	Mutual Fund	704
Opp Glbl Y	Mutual Fund	2474

PIERBURG INCORPORATED 401(K) PLAN
 EIN 57-1051355

2012 FORM 5500 - SCHEDULE H
 ATTACHMENT FOR QUESTION 4(i)
 SCHEDULE OF ASSETS HELD
 FOR INVESTMENT PURPOSES AT YEAR END

(B) IDENTITY	(C) DESCRIPTION	(E) CURRENT VALUE
PIMCO Real Rtn Inst	Mutual Fund	1136
Prncpl Cap App Inst	Mutual Fund	932
Prncpl Eq Inc I Inst	Mutual Fund	6126
Prncpl LgCap Gr Inst	Mutual Fund	3216
Prncpl MdCap Gr Inst	Mutual Fund	1114
Prncpl MdCap Inst	Mutual Fund	353235
Prudntl Hi Yld Z	Mutual Fund	1117
RdgWrth Intmd Bd I	Mutual Fund	421
RdgWrth Ttl Rtn Bd I	Mutual Fund	163934
TRowePr New Hrizns	Mutual Fund	744
Vngrd Divd Gr Inv	Mutual Fund	120060
Vngrd Eq Inc Inv	Mutual Fund	132407
Vngrd Gr Indx Inv	Mutual Fund	69977
Vngrd Hi Yld Corp Inv	Mutual Fund	104393
Vngrd Hlth Care Inv	Mutual Fund	167121
Vngrd Intl Val Inv	Mutual Fund	43562
Vngrd Intmd Trm Trsry Inv	Mutual Fund	45428
Vngrd MdCap Gr Indx Inv	Mutual Fund	97889
Vngrd MdCap Val Indx Inv	Mutual Fund	25870
Vngrd SmCap Gr Indx Inv	Mutual Fund	178964
Vngrd SmCap Indx Inv	Mutual Fund	43484
Vngrd SmCap Val Indx Inv	Mutual Fund	52455
Vngrd ST Invmt Grd Inv	Mutual Fund	17334
Vngrd ST Trsry Inv	Mutual Fund	1136824
Vngrd Trgt Rtrmt 2015	Mutual Fund	52168
Vngrd Trgt Rtrmt 2020	Mutual Fund	49806
Vngrd Trgt Rtrmt 2025	Mutual Fund	28805
Vngrd Trgt Rtrmt 2030	Mutual Fund	77462
Vngrd Trgt Rtrmt 2035	Mutual Fund	91680
Vngrd Trgt Rtrmt 2040	Mutual Fund	8684
Vngrd Trgt Rtrmt 2045	Mutual Fund	39391
Vngrd Trgt Rtrmt 2050	Mutual Fund	79100
Vngrd Ttl Bd Mkt Indx Sgnl	Mutual Fund	1118
Vngrd Wlngtn Inv	Mutual Fund	62223

PIERBURG INCORPORATED 401(K) PLAN
EIN 57-1051355

2012 FORM 5500 - SCHEDULE H
ATTACHMENT FOR QUESTION 4(i)
SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT YEAR END

(B) IDENTITY	(C) DESCRIPTION	(E) CURRENT VALUE
Vngrd Wisly Inc Inv	Mutual Fund	203675
Vngrd Wndsr II Inv	Mutual Fund	1622
		4885438

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 <div style="font-size: 2em; font-weight: bold; text-align: center;">2012</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2012 or fiscal plan year beginning	1/1/2012 and ending 12/31/2012
A This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan; ☒ a single-employer plan; </div> <div> ☐ a multiple-employer plan; or ☐ a DFE (specify) ____ </div> </div>	
B This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report; ☒ an amended return/report; </div> <div> ☐ the final return/report; ☐ a short plan year return/report (less than 12 months). </div> </div>	
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558; ☐ special extension (enter description) </div> <div> ☐ automatic extension; </div> <div> ☐ the DFVC program; </div> </div>	

Part II Basic Plan Information—enter all requested information											
1a Name of plan Pierburg Incorporated 401(k) Plan	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 10/1/1996</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 571051355</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 8646881312</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 336300</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 10/1/1996		2b Employer Identification Number (EIN) 571051355		2c Sponsor's telephone number 8646881312		2d Business code (see instructions) 336300	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 10/1/1996											
2b Employer Identification Number (EIN) 571051355											
2c Sponsor's telephone number 8646881312											
2d Business code (see instructions) 336300											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Pierburg Incorporated 5 Southchase Ct Fountain Inn SC 296449018											

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	<i>Dawn Allen</i>	02/11/2014	Dawn Allen
	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)

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

Form 5500 (2012)
v. 120126

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		5 229
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 165
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits		6c 67
d Subtotal. Add lines 6a, 6b, and 6c		6d 232
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 232
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 166
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 4
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 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ 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)