

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>07/01/2012</u> and ending <u>06/30/2013</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>FABRIWELD CORPORATION 401(K) PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>07/01/1982</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FABRIWELD CORPORATION</u> <u>360 EAST PARK DRIVE</u> <u>NORWALK, OH 44857</u>	2b Employer Identification Number (EIN) <u>34-1148027</u> 2c Sponsor's telephone number <u>419-668-3358</u> 2d Business code (see instructions) <u>332900</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>04/10/2014</u>	<u>CHRISTOPHER PRICE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 127
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	121
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	15
d Subtotal. Add lines 6a , 6b , and 6c	6d	136
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	136
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	127
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	10
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 2H 2J 2K 2S 2T 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 **07/01/2012** and ending **06/30/2013**

A Name of plan FABRIWELD CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FABRIWELD CORPORATION	D Employer Identification Number (EIN) 34-1148027

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)

MIDWEST INVESTMENT MANAGEMENT

1301 E 9TH STREET, SUITE 1110
CLEVELAND, OH 44114

34-1909402

(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?
26 27 28 51	INVESTMENT ADVISOR	19832	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

NOBLE DAVIS CONSULTING, INC.

30275 BAINBRIDGE ROAD, BUILDING B
SOLON, OH 44139

34-1723189

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	5457	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

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

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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013		
A Name of plan FABRIWELD CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FABRIWELD CORPORATION	D Employer Identification Number (EIN) 34-1148027	

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	2885	1543
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	195554	164780
(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)	30512	46806
(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)	942930	979228
(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)	794072	1166121
(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	1965953	2358478

Liabilities

g Benefit claims payable	1g	216	
h Operating payables	1h	1196	1102
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1412	1102

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1964541	2357376
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	163910	
(B) Participants	2a(1)(B)	140704	
(C) Others (including rollovers)	2a(1)(C)	4906	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		309520
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	11	
(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)		11
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	23053	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	27181	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		50234
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	597208	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	563416	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		33792
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	177126	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		177126

		(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)		16839
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		587522

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	169498	
(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)		169498
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5357	
(3) Investment advisory and management fees	2i(3)	19832	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25189
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		194687

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		392835
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: **PAYNE NICKLES & COMPANY**

(2) EIN: **34-1664586**

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	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		236000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

A Name of plan <u>FABRIWELD CORPORATION 401(K) PROFIT SHARING 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>FABRIWELD CORPORATION</u>	D Employer Identification Number (EIN) <u>34-1148027</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): <u>42-1558009</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

**FABRIWELD CORPORATION
401(K) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION**

JUNE 30, 2013 AND 2012



TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
SUPPLEMENTARY INFORMATION	
IRS/DOL Required Schedule:	
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year	10
Schedule H, Line 4j - Schedule of Reportable Transactions	12



INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
of **Fabriweld Corporation**
401(k) Profit Sharing Plan
Norwalk, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of **Fabriweld Corporation 401(k) Profit Sharing Plan**, which comprise the statements of net assets available for benefits as of June 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the **Fabriweld Corporation 401(k) Profit Sharing Plan** as of June 30, 2013 and 2012, and the changes in its net assets available for benefits for the year ended June 30, 2013 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

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

Payne, Nickle & Company

Norwalk, Ohio
April 1, 2014



**FABRIWELD CORPORATION
401(K) PROFIT SHARING PLAN**

**Statements of Net Assets Available for Benefits
June 30**

Assets	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Participant-directed investments:		
Mutual funds	\$ 200,182	\$ 53,711
Interest bearing cash	11,260	-
Non-interest bearing cash	<u>1,543</u>	<u>-</u>
	212,985	53,711
Nonparticipant-directed investments:		
Mutual funds	965,939	740,361
Corporate equity securities	979,228	942,930
Interest bearing cash	35,547	17,692
Non-interest bearing cash	<u>-</u>	<u>2,885</u>
	<u>1,980,714</u>	<u>1,703,868</u>
Total investments	2,193,699	1,757,579
Receivables:		
Employer contribution receivable	164,780	195,554
Employee contribution receivable	<u>-</u>	<u>12,820</u>
Total receivables	<u>164,780</u>	<u>208,374</u>
Total assets	<u>2,358,479</u>	<u>1,965,953</u>
Liabilities		
Accounts payable	<u>1,102</u>	<u>1,096</u>
Total liabilities	<u>1,102</u>	<u>1,096</u>
Net assets available for benefits	<u>\$ 2,357,377</u>	<u>\$ 1,964,857</u>

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



**FABRIWELD CORPORATION
401(K) PROFIT SHARING PLAN**

**Statement of Changes in Net Assets Available for Benefits
For the year ended June 30, 2013**

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 227,441
Dividends	50,234
Interest	11
	<u>277,686</u>

Employer contributions	163,911
Employee contributions	145,610
	<u>309,521</u>
Total additions	<u>587,207</u>

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	169,498
Administrative expenses	25,189
	<u>194,687</u>

Total deductions	<u>194,687</u>
-------------------------	----------------

Net decrease in net assets available for benefits	392,520
--	----------------

Net assets available for benefits:

Beginning of year	<u>1,964,857</u>
End of year	<u><u>\$ 2,357,377</u></u>

The accompanying notes are an integral part of this financial statement.



**FABRIWELD CORPORATION
401(K) PROFIT SHARING PLAN**

**Notes to Financial Statements
June 30, 2013 and 2012**

1. Description of the plan

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

General

Effective January 1, 2012, the Fabriweld Profit Sharing Plan was renamed the Fabriweld Corporation 401(k) Profit Sharing Plan. At that same date the Plan was amended, restated and a volume submitter 401(k) profit sharing plan was adopted to allow participants to make deferred salary contributions to the Plan. The following companies are adopting employers of the Plan (the Companies): Fabriweld Corporation, David Price Metal Services, Inc., and Pinnacle Powder Coatings, Inc.

The Plan is a defined contribution plan covering all employees of the Companies who are at least 18 years of age. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Plan provides for annual Company contributions in such amounts as the Companies shall determine, but not to exceed limitations imposed by the Internal Revenue Code as of the beginning of the Plan year.

Beginning January 1, 2012, participants may elect to make deferred salary contributions to the Plan in amounts up to the maximum percentage allowed by the Internal Revenue Code of their total pretax 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 direct the investment of their contributions into various investment options offered by the Plan.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. The Plan provides for vesting in the Company contributions at the rate of 20% after a year of service, increasing 20% per year thereafter.

Participant accounts

Each participant's account is credited with an allocation of (a) the Companies' contributions, (b) Plan earnings, and (c) participant contributions. Allocations are based on participant earnings or account balances, as defined.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of benefits

On termination of service or upon reaching normal retirement age, a participant may elect to receive either a lump-sum amount equal to the vested balance of his or her account, or partial withdrawals.

Forfeitures

Forfeitures are allocated to administrative expenses of the Plan and then to reduce employer contributions to the Plan. Forfeitures of terminated participants' nonvested accounts amounted to \$5,001 for the year ended June 30, 2013.



2. Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan and the annual return/report are presented under the accrual method of accounting.

Subsequent events

Subsequent events were evaluated through April 1, 2014, which is the date the financial statements were available to be issued.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Investments

Investments are reported in the statement of net assets available for plan benefits at fair value. *FASB ASC 820, Fair Value Measurements*, established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets. Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs are used only when Level 1 or Level 2 inputs are not available. The fair values of all investments at June 30, 2013 and 2012 were measured using Level 1 inputs.

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

Changes in unrealized appreciation (depreciation) of investments are reflected currently in net appreciation (depreciation) in fair market value of investments in the accompanying statement of changes in net assets available for benefits. Realized gains and losses are determined based on the original cost of the assets and are also included in net appreciation (depreciation) in fair market value of investments in the accompanying statement of changes in net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Administrative expenses

Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Companies.

Payment of benefits

Benefits are recorded when paid.

Financial instruments - concentration of credit risk

The Plan places its investments in accounts which may not be insured or in amounts which may exceed the federally insured deposit limits.



2. Summary of significant accounting policies - continued

Reclassifications

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current year financial statements

3. Net assets available for benefits

Net assets available for benefits at June 30, 2013 and 2012 include \$136,048 and \$105,053, respectively, allocated to the accounts of persons who terminated employment as of or prior to that date. The amount distributable to the former participants may be less than the above amount due to the Plan's vesting schedule.

4. Tax status

Prior to January 1, 2012, the Plan had adopted a non-standardized prototype profit sharing plan from its former third party administrator, CMC Pension Services, Inc. As a prototype plan, CMC Pension Services, Inc. obtained a favorable determination letter dated August 7, 2001 in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since CMC Pension Services, Inc. received the favorable determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Effective January 1, 2012, the Plan adopted a volume submitter 401(k) plan from its third party administrator, Noble Davis Consulting, Inc. (NDC). As a volume submitter, NDC has obtained an advisory letter dated March 31, 2008 in which the Internal Revenue Service stated that the plan, as then designed, was acceptable under the applicable requirements of the Internal Revenue Code. The Plan has been amended since Noble Davis Consulting, Inc. received the favorable advisory letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. 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 plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the federal taxing authorities. The Plan is subject to routine audits by the Internal Revenue Service; 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 the year ended June 30, 2010.

5. Schedule of investments

The following table presents investments, all of which are nonparticipant-directed, which represent five percent or more of the Plan's net assets available for benefits at the beginning of their respective year-ends.

<u>Issuer</u>	<u>Description</u>	<u>No. of Units</u>	<u>Fair Value June 30,</u>	
			<u>2013</u>	<u>2012</u>
Charles Schwab	Artisan Intl Fund	4,161	\$ 108,446	\$ -
Charles Schwab	Oakmark Intl Fd I	4,741	108,492	-
Charles Schwab	FPA New Income	13,539	142,568	101,056



6. Plan termination

Although it has not expressed any intent to do so, the Companies have the right under the Plan to terminate the plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts and each participant or beneficiary will be paid the amount of their account balance in the Plan in a lump sum.

7. Nonparticipant-directed investments

Information about the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	Year ended June 30, 2013
Changes in net assets:	
Contributions received	\$ 194,684
Dividends and interest	50,245
Net appreciation:	
Mutual funds	35,594
Corporate equity securities	174,922
Administrative fees	(20,903)
Benefits paid to participants	<u>(157,696)</u>
	<u>\$ 276,846</u>

8. Reconciliation of financial statements to Schedule H of Form 5500

The following is a reconciliation of the classifications of investment income, expenses, gains and losses as presented in the accompanying financial statements for the year ended June 30, 2013, to Schedule H of Form 5500:

	Per Financial Statements	Reclassifications to Form 5500 Presentation	Per Form 5500
Net appreciation in the fair value of investments	\$ 227,441	\$ (50,315)	\$ 177,126
Net investment gain in mutual funds	-	16,839	16,839
Net gain on sale of assets	-	33,792	33,792
Dividends	50,234	-	50,234
Interest	<u>11</u>	<u>-</u>	<u>11</u>
	<u>\$ 277,686</u>	<u>\$ 316</u>	<u>\$ 278,002</u>



SUPPLEMENTARY INFORMATION

SCHEDULE H
FORM 5500

FINANCIAL SCHEDULES

2012

Plan: Fabriweld Corporation 401(k) Profit Sharing Plan

001

Sponsor: Fabriweld Corporation

34-1148027

Schedule H, line 4i—Schedule of Assets (Held At End of Year).

(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
*	MONEY MARKET FUND	INTEREST BEARING CASH	35,546	35,546
	3 M (MINNESOTA MNG & MFG CO COM)	COMMON STOCK	20,377	30,071
	AMERICAN EXPRESS CO COM	COMMON STOCK	15,237	31,025
	APPLE INC COM	COMMON STOCK	31,063	21,809
	AUTOMATIC DATA PROCESS COM	COMMON STOCK	17,924	34,430
	BECTON DICKINSON & CO COM	COMMON STOCK	21,637	29,649
	CATERPILLAR INC DEL COM	COMMON STOCK	30,724	26,809
	CISCO SYS INC COM	COMMON STOCK	26,886	37,719
	CVS/CAREMARK CORP	COMMON STOCK	22,148	40,026
	DEERE & CO	COMMON STOCK	33,625	32,500
	EATON CORP COM	COMMON STOCK	7,907	13,162
	EATON CORP COM	COMMON STOCK	2,206	3,291
	GENERAL ELEC CO COM	COMMON STOCK	28,818	38,264
	HALLIBURTON CO HLDG	COMMON STOCK	19,349	25,032
	INTEL CORP COM	COMMON STOCK	27,667	32,105
	INTERNATIONAL BUS MACH COM	COMMON STOCK	13,321	30,578
	XYLEM INC COM	COMMON STOCK	26,559	28,287
	J P MORGAN CHASE & CO.	COMMON STOCK	28,292	42,232
	JOHNSON CTLS INC COM	COMMON STOCK	30,222	34,537
	LOWES COS INC COM	COMMON STOCK	15,341	30,675
	MICROSOFT INC COM	COMMON STOCK	27,309	34,545
	NUCOR CORP COM	COMMON STOCK	28,985	33,573
	ORACLE CORPORATION	COMMON STOCK	31,642	27,639
	PNC FINL SERVICE GP INC	COMMON STOCK	29,325	38,283
	PRICE T ROWE GROUP INC COM	COMMON STOCK	26,807	36,600
	PROCTER & GAMBLE CO COM	COMMON STOCK	19,371	26,947
	SCHLUMBERGER LTD COM	COMMON STOCK	23,524	30,456
	TARGET CORP COM	COMMON STOCK	18,695	25,823
	THERMO FISHER SCIENTIFIC	COMMON STOCK	21,119	31,736
	U S BANKCORP DEL	COMMON STOCK	19,106	29,824
	UNITED PARCEL SERVICE CL B	COMMON STOCK	19,120	23,782
	VISA INC COM CL A	COMMON STOCK	15,556	36,550
	WELLS FARGO & CO NEW COM	COMMON STOCK	17,785	41,270
	MEDICAL DEVICES INDEX FUND	REGISTERED INVESTMENT COMPANY	19,402	23,559
	SPDR ENERGY SELECT	REGISTERED INVESTMENT COMPANY	27,090	31,320
	VANUGUARD SPECIALIZED DIV APP ETF (VIG)	REGISTERED INVESTMENT COMPANY	50,905	62,890
	WISDOMETREE EMERGING MKTS EQUITY INCOME	REGISTERED INVESTMENT COMPANY	36,174	32,623
	FPA NEW INCOME INC COM	REGISTERED INVESTMENT COMPANY	145,098	142,568
	JP MORGAN CORE BOND FUND SELECT	REGISTERED INVESTMENT COMPANY	89,819	88,790
	PIMCO FDS PAC INVT MGM TOTAL RETURN D	REGISTERED INVESTMENT COMPANY	48,991	47,911
	TEMPLETON GLOBAL BOND ADV	REGISTERED INVESTMENT COMPANY	25,487	24,218
	VANGUARD FXD INC SECS GNMA INV	REGISTERED INVESTMENT COMPANY	85,000	84,902
	ARTISAN FDS INC INTL FD	REGISTERED INVESTMENT COMPANY	91,763	108,446
	ARTISAN MID CAP	REGISTERED INVESTMENT COMPANY	55,166	64,597
	DELAFIELD FUND	REGISTERED INVESTMENT COMPANY	48,500	49,707
	FIDELTY ADV SM CAP VAL A	REGISTERED INVESTMENT COMPANY	25,000	26,288



**SCHEDULE H
FORM 5500**

FINANCIAL SCHEDULES

2012

Plan: Fabriweld Corporation 401(k) Profit Sharing Plan
Sponsor: Fabriweld Corporation

001
34-1148027

Schedule H, line 4i—Schedule of Assets (Held At End of Year).

(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
	GOLDMAN SACHS TR GRW OPPT A	REGISTERED INVESTMENT COMPANY	43,073	50,769
	OAKMARK INTL FD I	REGISTERED INVESTMENT COMPANY	106,250	108,492
	OPPENHEIMER DEV MKTS A	REGISTERED INVESTMENT COMPANY	20,000	18,860
	AMERICAN CENTURY GINNIE MAE INV	REGISTERED INVESTMENT COMPANY	**	12,190
	AMERICAN FD AMCAP FUND R5	REGISTERED INVESTMENT COMPANY	**	38,520
	AMERICAN FD BALANCED FD CL R5	REGISTERED INVESTMENT COMPANY	**	657
	AMERICAN FD WA MUTUAL INV FD CL R5	REGISTERED INVESTMENT COMPANY	**	21,396
	ARTISAN INTL FUND	REGISTERED INVESTMENT COMPANY	**	10,241
	ARTISAN MID CAP FUND	REGISTERED INVESTMENT COMPANY	**	4,670
	DELAFIELD FUND	REGISTERED INVESTMENT COMPANY	**	4,038
	DIAMOND HILL SMALL MID CAP FD CL A	REGISTERED INVESTMENT COMPANY	**	3,916
	GOLDMAN SACHS GROWTH OPPTY A	REGISTERED INVESTMENT COMPANY	**	4,547
	JPMORGAN CORE BOND A	REGISTERED INVESTMENT COMPANY	**	12,230
	MANNING & NAPIER PRO BLEND CONSERV T	REGISTERED INVESTMENT COMPANY	**	4,122
	OAKMARK FUND	REGISTERED INVESTMENT COMPANY	**	20,821
	OAKMARK INTL FD CLASS I	REGISTERED INVESTMENT COMPANY	**	10,751
	OPPENHEIMER DEVELOPING MKTS FD CL A	REGISTERED INVESTMENT COMPANY	**	3,777
	PIMCO LOW DURATION FUND CL D	REGISTERED INVESTMENT COMPANY	**	22,349
	PIMCO TOTAL RETURN FUND CL D	REGISTERED INVESTMENT COMPANY	**	5,586
*	SCHWAB INVESTOR MONEY FD	INTEREST BEARING CASH	**	11,260
	TEMPLETON GLOBAL BOND FUND CL A	REGISTERED INVESTMENT COMPANY	**	3,537
	WELLS FARGO ADVTG GWTH FD INV	REGISTERED INVESTMENT COMPANY	**	16,834
*	SCHWAB INVESTOR MONEY FD	NON-INTEREST BEARING CASH	**	1,543

TOTAL

2,193,698

- * DENOTES A PARTY-IN-INTEREST TO THE PLAN
** COST OMITTED FOR PARITICPANT-DIRECTED INVESTMENTS



Plan: Fabriweld Corporation 401(k) Profit Sharing Plan
Sponsor: Fabriweld Corporation

001
34-1148027

Schedule H, line 4j – Schedule of Reportable Transactions

(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)
Charles Schwab & Co.	AM FDS CAPITAL WORLD GRW	89,484	101,939			89,484	101,939	12,455
Charles Schwab & Co.	OAKMARK INTL FD I	106,250				106,250	108,492	2,242

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 07/01/2012 and ending 06/30/2013

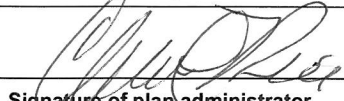
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- 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 Fabriweld Corporation 401(k) Profit Sharing Plan	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 07/01/1982
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Fabriweld Corporation 360 East Park Drive Norwalk, OH 44857	2b Employer Identification Number (EIN) 34-1148027
	2c Sponsor's telephone number (419) 668-3358
	2d Business code (see instructions) 332900

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		4/9/14	Christopher Price
	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

2014-04-07T16:53:50 807-05-00

Plan:	Fabriweld Corporation 401(k) Profit Sharing Plan	001
Sponsor:	Fabriweld Corporation	34-1148027

Schedule H, line 4j – Schedule of Reportable Transactions

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Charles Schwab & Co.	AM FDS CAPITAL WORLD GRW	89,484	101,939			89,484	101,939	12,455
Charles Schwab & Co.	OAKMARK INTL FD I	106,250				106,250	108,492	2,242

Plan: **Fabriweld Corporation 401(k) Profit Sharing Plan**

001

Sponsor: **Fabriweld Corporation**

34-1148027

Schedule H, line 4i—Schedule of Assets (Held At End of Year).

(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
*	MONEY MARKET FUND	INTEREST BEARING CASH	35,546	35,546
	3 M (MINNESOTA MNG & MFG CO COM)	COMMON STOCK	20,377	30,071
	AMERICAN EXPRESS CO COM	COMMON STOCK	15,237	31,025
	APPLE INC COM	COMMON STOCK	31,063	21,809
	AUTOMATIC DATA PROCESS COM	COMMON STOCK	17,924	34,430
	BECTON DICKINSON & CO COM	COMMON STOCK	21,637	29,649
	CATERPILLAR INC DEL COM	COMMON STOCK	30,724	26,809
	CISCO SYS INC COM	COMMON STOCK	26,886	37,719
	CVS/CAREMARK CORP	COMMON STOCK	22,148	40,026
	DEERE & CO	COMMON STOCK	33,625	32,500
	EATON CORP COM	COMMON STOCK	7,907	13,162
	EATON CORP COM	COMMON STOCK	2,206	3,291
	GENERAL ELEC CO COM	COMMON STOCK	28,818	38,264
	HALLIBURTON CO HLDG	COMMON STOCK	19,349	25,032
	INTEL CORP COM	COMMON STOCK	27,667	32,105
	INTERNATIONAL BUS MACH COM	COMMON STOCK	13,321	30,578
	XYLEM INC COM	COMMON STOCK	26,559	28,287
	J P MORGAN CHASE & CO.	COMMON STOCK	28,292	42,232
	JOHNSON CTLS INC COM	COMMON STOCK	30,222	34,537
	LOWES COS INC COM	COMMON STOCK	15,341	30,675
	MICROSOFT INC COM	COMMON STOCK	27,309	34,545
	NUCOR CORP COM	COMMON STOCK	28,985	33,573
	ORACLE CORPORATION	COMMON STOCK	31,642	27,639
	PNC FINL SERVICE GP INC	COMMON STOCK	29,325	38,283
	PRICE T ROWE GROUP INC COM	COMMON STOCK	26,807	36,600
	PROCTER & GAMBLE CO COM	COMMON STOCK	19,371	26,947
	SCHLUMBERGER LTD COM	COMMON STOCK	23,524	30,456
	TARGET CORP COM	COMMON STOCK	18,695	25,823
	THERMO FISHER SCIENTIFIC	COMMON STOCK	21,119	31,736
	U S BANKCORP DEL	COMMON STOCK	19,106	29,824
	UNITED PARCEL SERVICE CL B	COMMON STOCK	19,120	23,782
	VISA INC COM CL A	COMMON STOCK	15,556	36,550
	WELLS FARGO & CO NEW COM	COMMON STOCK	17,785	41,270
	MEDICAL DEVICES INDEX FUND	REGISTERED INVESTMENT COMPANY	19,402	23,559
	SPDR ENERGY SELECT	REGISTERED INVESTMENT COMPANY	27,090	31,320
	VANUGUARD SPECIALIZED DIV APP ETF (VIG)	REGISTERED INVESTMENT COMPANY	50,905	62,890
	WISDOMETREE EMERGING MKTS EQUITY INCOME	REGISTERED INVESTMENT COMPANY	36,174	32,623
	FPA NEW INCOME INC COM	REGISTERED INVESTMENT COMPANY	145,098	142,568
	JP MORGAN CORE BOND FUND SELECT	REGISTERED INVESTMENT COMPANY	89,819	88,790
	PIMCO FDS PAC INVT MGM TOTAL RETURN D	REGISTERED INVESTMENT COMPANY	48,991	47,911
	TEMPLETON GLOBAL BOND ADV	REGISTERED INVESTMENT COMPANY	25,487	24,218
	VANGUARD FXD INC SECS GNMA INV	REGISTERED INVESTMENT COMPANY	85,000	84,902
	ARTISAN FDS INC INTL FD	REGISTERED INVESTMENT COMPANY	91,763	108,446
	ARTISAN MID CAP	REGISTERED INVESTMENT COMPANY	55,166	64,597
	DELAFIELD FUND	REGISTERED INVESTMENT COMPANY	48,500	49,707
	FIDELTY ADV SM CAP VAL A	REGISTERED INVESTMENT COMPANY	25,000	26,288

Plan: **Fabriweld Corporation 401(k) Profit Sharing Plan**

001

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34-1148027

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	OAKMARK INTL FD I	REGISTERED INVESTMENT COMPANY	106,250	108,492
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** COST OMITTED FOR PARTICIPANT-DIRECTED INVESTMENTS