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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] 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
PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1984

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
PEERLESS MANUFACTURING CO.

14651 NORTH DALLAS PARKWAY
SUITE 500
DALLAS, TX 75254

2b Employer Identification Number (EIN)
75-0724417

2c Plan Sponsor's telephone number
214-353-5520

2d Business code (see instructions)
332300

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.	07/13/2015	MIKE MCGEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/13/2015	MIKE MCGEE
	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 [X] Same as Plan Sponsor	**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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	323
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	251
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	283
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	83
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	366
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	368
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	345
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2S 2T 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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) [X] **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) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

Part III	**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PEERLESS MANUFACTURING CO.

D Employer Identification Number (EIN)
75-0724417

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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?
15 52 59 60 62 63 72	RECORDKEEPER	1750	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PEERLESS MANUFACTURING CO.

D Employer Identification Number (EIN)
75-0724417

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE FUND

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
84-1142974-001	C	3391941

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PEERLESS MANUFACTURING CO.

D Employer Identification Number (EIN)
75-0724417

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	50	1065
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	34181	40740
(2) Participant contributions	1b(2)	39153	46953
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	92237	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	373221	411330
(9) Value of interest in common/collective trusts	1c(9)	3221814	3391941
(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)	14865155	15616186
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	18625811	19508215
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	18625811	19508215

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)	666581	
	(B) Participants	2a(1)(B)	1312206	
	(C) Others (including rollovers)	2a(1)(C)	268512	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2247299
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	14632	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14632
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1109307	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1109307
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		32161
(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)		-119950
c Other income	2c		-3601
d Total income. Add all **income** amounts in column (b) and enter total	2d		3279848
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2346510	
(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)		2346510
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		59565
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1750	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1750
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2407825
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		872023
l Transfers of assets:			
(1) To this plan	2l(1)		10381
(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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: TRAVIS WOLFF, LLP **(2)** EIN: 20-8185533

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PEERLESS MANUFACTURING CO.

D Employer Identification Number (EIN)
75-0724417

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** 0

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): 94-1687665

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

Financial Statements and Supplemental Schedules
with
Independent Auditors' Report

December 31, 2014 and 2013

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

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TravisWolff
Independent Advisors & Accountants

15950 N. Dallas Parkway, Suite 600
Dallas, Texas 75248
t 972.661.1843 f 972.490.4120

INDEPENDENT AUDITORS' REPORT

Investment Committee
The Peerless Mfg. Co. Retirement Savings Plan and Trust
Dallas, Texas

We were engaged to audit the accompanying financial statements of Peerless Mfg. Co. Retirement Savings Plan and Trust (the Plan), which are comprised of the statements of net assets available for benefits as of December 31, 2014, and 2013, the statement of changes in net assets available for benefits for the year ended December 31, 2014, 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.

Auditors' 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, (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules described in Other Matter. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014, and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Other Matter
The supplemental schedules of delinquent participant contributions and assets (held at end of year) (supplemental schedules) as of December 31, 2014, are required by ERISA and are presented for the purpose of additional analysis and are 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 schedules.

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

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

Travis Wolff, LLP

Certified Public Accountants
June 30, 2015
Dallas, Texas

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	2013
ASSETS		
Investments:		
Mutual funds, at fair value	$ 15,617,251	$ 14,957,442
Common collective trusts, at estimated fair value	3,452,984	3,247,828
Total investments	**19,070,235**	**18,205,270**
Receivables:		
Notes receivable from participants	411,330	373,221
Participant contributions receivable	46,953	39,153
Employer contributions receivable	40,740	34,181
Total assets	**19,569,258**	**18,651,825**
LIABILITIES		
Corrective distributions payable	-	2,057
Net assets available for benefits, at fair value	**19,569,258**	**18,649,768**
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(61,043)	(26,014)
Net assets available for benefits	$ **19,508,215**	$ **18,623,754**

See accompanying notes to financial statements

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014

Additions:		
Investment income:		
Interest and dividends	$	1,141,468
Net depreciation in fair value of investments		(123,551)
Total investment income		**1,017,917**
Participant loan interest		14,632
Participant contributions		1,314,150
Employer contributions		666,694
Rollover contributions		278,893
Total additions		**3,292,286**
Deductions:		
Benefits paid to participants		2,346,510
Deemed distributions		59,565
Administrative expenses		1,750
Total deductions		**2,407,825**
Net increase in net assets available for benefits		**884,461**
Net assets available for benefits:		
Beginning of year		**18,623,754**
End of year	$	**19,508,215**

See accompanying notes to financial statements

Note 1 - Description of Plan

The following description of Peerless Mfg. Co. Retirement Savings Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan's prototype plan document and related adoption agreement for a more comprehensive description of the Plan's provisions.

General

The Plan was established effective January 1, 1984, and is a defined contribution plan covering substantially all employees of Peerless Mfg. Co. (the Company, Plan Sponsor or Employer). The Plan was amended and restated effective February 5, 2009. The Plan is designed to comply with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), and the Internal Revenue Code (IRC). The Plan was adopted to enable eligible employees to defer compensation and share in Employer contributions in order to save and invest those funds for retirement. Bank of America, N.A. (the Trustee) is the Plan's Trustee and is responsible for asset custody and executing investment transactions and Merrill Lynch, Pierce, Fenner & Smith (Merrill Lynch), a related party to the Trustee, is the record keeper responsible for maintaining participant accounts. The Plan is administered by an investment committee appointed by the Plan Sponsor. The duties of the investment committee are to select and monitor the investment options of the Plan and to oversee the operations of the Plan.

Eligibility

All employees of the Company who have completed 90 days of service and attained the age of 18 are eligible to participate in the Plan. Entry dates are the first of each month.

Contributions

Participants may contribute up to 70% of their annual compensation as defined in the Plan, but are limited to the maximum dollar amount allowable under the IRC. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to IRC limits. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make a matching contribution equal to a percentage of the participants' salary deferrals as determined by the Company. For the 2014 and 2013 Plan years the Company matched 100% of the first 3% and 50% of the next 2% of participants' deferred compensation.

Participant accounts

Each participant's account is credited with the participant's contributions, any Employer contributions, and an allocation of Plan earnings or losses. Participants may direct their account balances into any of the investment options offered by the Plan. Investment earnings or losses applied to a participant's account are based on the units held by the participant in the applicable fund(s). See Administrative expenses below for additional Plan activity impacting participants' accounts.

Vesting

All participant and Employer contributions and earnings thereon are immediately vested.

Note 1 - Description of Plan - (Continued)

Payment of benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance. Upon death, disability, or retirement, a participant is entitled to receive a single lump-sum payment from the Plan. Upon termination of employment, participants with account balances less than $1,000 receive a lump sum payment. If the participant's account balance is between $1,000 and $5,000 and no election is made by the participant to receive a lump sum payment or roll over the balance to another qualified retirement plan, the Plan will automatically roll over the account balance to an individual retirement rollover account for the benefit of the participant. If a participant's account balance exceeds $5,000, the participant may elect to receive a lump-sum distribution for all or a portion of the account balance, stay in the Plan, or roll over to another qualified retirement plan.

Administrative expenses

Administrative expenses cover the routine expenses for services of lawyers, accountants, third party administrators, and other advisors. The Plan requires that certain expenses related to the Plan be paid directly by the Employer, but permits certain expenses incurred to administer the Plan to be paid from Plan assets. For the 2014 Plan year, the Plan paid $1,750 of its administrative expenses. Some of the Plan's investments are shares of mutual funds and a common/collective trust managed by affiliates of the Trustee. Additionally, Sub TA and 12b-1 fees charged at the investment fund level are paid as indirect compensation to the Trustee and certain affiliates of the Trustee for investment management and other services. These fees are incorporated into the expense ratios of the Plan's individual funds and paid from fund earnings, thus impacting earnings allocations to participants' accounts. The Trustee may also retain earnings from any funds transferred to a disbursement account for distribution from the Plan or cash awaiting investment (referred to as "float") in the Plan.

Notes receivable from participants

Loans may be made to participants at their request subject to certain statutory and Plan limitations on principal and repayment provisions. Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing market which is currently at prime plus 2%.

Note 2 - Significant Accounting Policies

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP) and present the net assets available for benefits and changes in those net assets.

Note 2 - Significant Accounting Policies - (Continued)

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Accordingly, actual results could differ from those estimates. See discussion below of significant estimates used to measure fair value of investments.

Deemed distributions

If a participant ceases to make loan repayments, upon a distributable event, and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a deemed distribution is recorded.

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 such changes could materially affect participants' account balances.

Fair value measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. US GAAP also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation.

Fair value estimates are made at a specific point in time and the methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair value. Although the plan administrator believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements at the reporting date.

Mutual fund investments are valued at the net asset value of shares held by the Plan at year end which are quoted in an active market, and are classified within level 1 of the valuation hierarchy.

Note 2 - Significant Accounting Policies - (Continued)

Fair value measurements - continued
The stable value fund investment (common collective trust funds) represents shares of the Invesco Stable Value Retirement Trust (Invesco Trust). Such shares are valued, as reported by Invesco Trust, based on the fair value of the underlying investments of the Invesco Trust (adjusted to contract value at the fund level) less any fees paid by the Plan's investment in the Invesco Trust for its expenses.

The Invesco Trust may invest in bank, insurance company and other financial institution guaranteed investment contracts ("GICs"), synthetic guaranteed investment contracts ("synthetic GICs"), debt obligations, and separate account insurance contracts and is audited by an independent auditor each year. The Plan's investment in the Invesco Trust is classified within level 2 of the valuation hierarchy.

As of December 31, 2014, and 2013, there were no restrictions on redemption or unfunded commitments for any of the major classes of assets.

Investment valuation and income recognition
Investments are stated at fair value as stated previously. Fair value is measured at the net asset value of shares held by the Plan at year end. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes the Plan's net gains and losses on investments purchased and sold as well as held during the year.

Payment of benefits
Benefits paid to participants are recorded as a reduction of net assets available for benefits when paid.

Note 3 - Fair Value Measurements

At December 31, 2014 and 2013, Plan investments are held in mutual funds and stable value funds. The following tables present the Plan's fair value hierarchy by asset class for those assets measured at fair value as of December 31, 2014, and 2013:

	Fair Value Measurements at 12/31/14		
Class of Investments	**Total**	**Level 1**	**Level 2**
Mutual Funds:			
Balanced	$ 3,569,007	$ 3,569,007	$ -
Fixed income	1,741,521	1,741,521	-
Global / international	2,186,579	2,186,579	-
Growth	2,253,290	2,253,290	-
Mid cap	2,526,701	2,526,701	-
Small cap	1,803,280	1,803,280	-
Bond fund	1,535,808	1,535,808	-
Money market	1,065	1,065	-
Common collective trust funds:			
Stable Value Funds	3,452,984	-	3,452,984
Total investments, at fair value	$ **19,070,235**	$ **15,617,251**	$ **3,452,984**

	Fair Value Measurements at 12/31/13		
Class of Investments	**Total**	**Level 1**	**Level 2**
Mutual Funds:			
Balanced	$ 3,163,934	$ 3,163,934	$ -
Fixed income	3,185,835	3,185,835	-
Global / international	2,148,068	2,148,068	-
Growth	2,172,525	2,172,525	-
Mid cap	2,328,778	2,328,778	-
Small cap	1,866,015	1,866,015	-
Money market	92,287	92,287	-
Common collective trust funds:			
Stable Value Funds	3,247,828	-	3,247,828
Total investments, at fair value	$ **18,205,270**	$ **14,957,442**	$ **3,247,828**

Note 3 - Fair Value Measurements - (Continued)

Balanced Fund - The investment seeks income and preservation and growth of capital through investing in a diversified portfolio of U.S. equity and debt securities.

Fixed Income - The investment objective of fixed income investments is to provide a return in the form of fixed periodic payments and the eventual return of principal upon maturity.

Global / International - The investment objective of the international stock options are to provide long-term growth of capital by investing in value oriented companies in developed markets located outside of the United States.

Growth Fund - The investment objective of the growth fund is capital appreciation over the medium to long term by investing in in both well-established companies with above average growth potential and/or in fast-growing industries such as technology and healthcare.

Mid-Cap Fund - The investment objective of mid-capitalization options are to provide long-term growth of capital by primarily investing 80% of its net assets in securities of mid-capitalization companies, companies similar to those in major midcap value indexes, emphasizing the securities' value, business health, and business momentum.

Small-Cap Fund - The investment objective of the small capitalization options are to provide long-term growth of capital primarily using domestic small-cap securities with a value oriented style of management.

Bond Fund – The investment objective is to provide current income from an investment grade portfolio with due regard to preservation of capital and prudent investment risk.

Money Market Fund - The money market fund invests in high-quality, short-term money market investments issued by U.S. and foreign issuers, such as commercial paper, certificates of deposit and time deposits, variable and floating-rate debt securities, bank notes and bankers' acceptances, repurchase agreements and obligations issued by the U.S. government, agencies or instrumentalities.

Common Collective Trust - The primary investment objective of the fund is to seek the preservation of principal and provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity.

Note 4 - Investments

The Plan's investments, at fair value, representing 5% or more of net assets available for benefits are comprised of the following at December 31:

	2014	2013
Invesco Stable Value Return Class 4	$ 3,452,984	$ 3,247,828
American Growth Fund of America R3	2,104,156	2,014,170
American EuroPacific Growth Fund Class R3	1,786,652	1,786,031
Invesco Diversified Dividend	1,917,991	1,757,947
The Oakmark Equity & Income Fund Class II	1,571,124	1,700,851
Goldman Sachs Mid Cap Value A	1,418,335	1,369,999
PIMCO Total Return Fund Class A	*	1,342,452
JP Morgan Small Cap Equity Fund Class A	1,158,862	1,250,463
Blackrock S&P 500 Index I	1,152,906	961,286
JP Morgan Dividend Mid Cap Growth A	1,108,366	958,779
Pioneer Bond Fund	1,535,808	*

*Represents less than 5% of net assets available for benefits at the period reported.

Note 5 - Collective Trust Funds

As stated in Note 2, collective trust funds are comprised of the Plan's interest in a fully benefit-responsive investment fund, the Invesco Trust, which is a common/collective trust fund that primarily invests in synthetic guaranteed investment contracts (synthetic GIC's). Synthetic GIC's are portfolios of securities (debt securities or units of collective trusts) owned by the Invesco Fund with wrap contracts associated with the portfolios. The Invesco Trust is wrapped by a syndicate of banks and insurance companies, facilitating book value withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Portfolio, plus earnings, less participant withdrawals and expenses.

Wrap contracts accrue interest using a formula called the crediting rate which converts market value changes of the underlying securities into income distribution in order to minimize the difference between the market and contract value of the underlying securities over time. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments. The difference is amortized over the duration of the covered investments.

The crediting rate is primarily impacted by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the differential influence future crediting rates and changes to market interest rates, changes in the market value of securities, changes in the duration or weighted average life of securities and deposits or withdrawals.

Note 5 - Collective Trust Funds - (Continued)

The crediting rate can be adjusted periodically and is usually adjusted monthly or quarterly, but in no event is the crediting rate less than 0%. The average crediting rate was 1.65% for the year ended December 31, 2014. The market interest rate was 1.32% for the year ended December 31, 2014.

Note 6 - Information Certified by Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of ERISA. Accordingly, as permitted under such an election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following investment information, and related activity, certified by the Trustee as accurate and complete, except for comparing such information to corresponding information included in the Plan's financial statements and supplemental schedule of assets (held at end of year) (supplemental schedule).

The Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate as of December 31:

	2014	2013
Mutual funds, at fair value	$ 15,617,251	$ 14,957,442
Common collective trusts, at estimated fair value	3,452,984	3,247,828
Total investments	**19,070,235**	**18,205,270**
Participant loans receivable	411,330	373,221
	$ **19,481,565**	$ **18,578,491**

	Year Ended December 31, 2014
Investment income:	
Interest and dividends	$ 1,141,468
Participant loan interest	14,632
Net depreciation in fair value of investments	(123,551)
	$ **1,032,549**

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Employer 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 have various options for the disposition of their 100% vested accounts.

Note 8 - Income Tax Status

The Plan is based on a prototype plan document sponsored by Merrill Lynch, a subsidiary of the Trustee. Merrill Lynch received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore no provision for income tax has been included in the Plan's financial statements.

US GAAP requires 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

Note 9 - Corrective Distributions

Corrective distributions may be required in the event that participant contributions exceed contribution limitations of the Plan or to pass Plan nondiscrimination testing. These amounts are recorded as a liability on the statements of net assets available for benefits as of the Plan's year end and are reflected on the statement of changes in net assets available for benefits as an offset to participant contributions. To satisfy required nondiscrimination provisions of the IRC, the Plan made corrective distributions of $2,057 to certain participants for the Plan year ended 2013.

Note 10 - Party-In-Interest Transactions

Parties-in-interest are defined by ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. As such, transactions conducted by the Trustee and its affiliates qualify as party-in-interest transactions. The Plan's sponsor pays certain expenses on behalf of the Plan.

Note 11 - Reconciliation of Financial Statements to Form 5500

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

	2014	2013
Net assets available for benefits per the financial statements	$ 19,508,215	$ 18,623,754
Corrective distributions	-	2,057
Net assets available for benefits per Form 5500 at contract value	$ **19,508,215**	$ **18,625,811**

	2014
Net increase in net assets available for benefits per the financial statements	$ 884,461
Prior year corrective distributions	(2,057)
Net increase in net assets available for benefits per the Form 5500	$ **882,404**

Note 12 - Plan Corrections

During 2014, the Plan Sponsor failed to remit to the Plan's Trustee certain loan repayments totaling $1,495 within the period prescribed by ERISA. Delays in remitting contributions to the Trustee were due to administrative errors. The Company is in the process of correcting the Plan.

Note 13 - Subsequent Events

The Plan was amended and restated effective January 1, 2015 which includes all effective amendments occurring since February 5, 2009.

On May 3, 2015 the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with CECO Environmental Corp. ("CECO") and two direct wholly owned subsidiaries of CECO in which CECO will acquire the Company. The completion of the merger agreement is subject to customary closing conditions including the approval of the shareholders of both CECO and the Company and antitrust approval. The transaction is expected to close during 2015 and the impact to the Plan, if any, is not known at this time.

The Plan Administrator has evaluated subsequent events through June 30, 2015, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

Schedule H, Part IV, Line 4a

Schedule of Delinquent Participant Contributions

December 31, 2014

EIN: 75-0724417

Plan 002

Participants Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,495	$ 1,495	$ -	$ -	$ -

See independent auditors' report.

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST

Schedule H, Part IV, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2014

EIN: 75-0724417

Plan 002

(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	(e) Current Value
	Invesco	Invesco Stable Value Return Class 4	$ 3,452,984
	JP Morgan	JP Morgan Dividend Mid Cap Growth A	1,108,366
	The Oakmark	The Oakmark Equity & Income Fund Class II	1,571,124
	American	American Cap World Growth & Income R3	149,134
	Invesco	Invesco Diversified Dividend	1,917,991
	American	American Growth Fund of America R3	2,104,156
	American	American EuroPacific Growth Fund Class R3	1,786,652
	Principal	Principal High Yield Fund	170,397
	Hartford	Hartford Inflation Plus Class R4	460,228
*	Blackrock	Blackrock S&P 500 Index I	1,152,906
	JP Morgan	JP Morgan Small Cap Equity Fund Class A	1,158,862
	Oppenheimer	Oppenheimer Dev Mkts Fund Class A	399,927
	Allianz NFJ	Allianz NFJ Small Cap Value Class A	644,418
	Goldman Sachs	Goldman Sachs Mid Cap Value A	1,418,335
	Legg Mason	Legg Mason Clearbridge Appreciation Fund Class A	37,882
	Pioneer	Pioneer Bond Fund	1,535,808
*	Merrill Lynch	BIF Money Fund	1,065
			19,070,235
*	Notes receivables from participants	Participant loans, interest at 4.00% to 9.75%	411,330
			$ **19,481,565**

Column (d) Cost is not required since all investments are directed by participants.

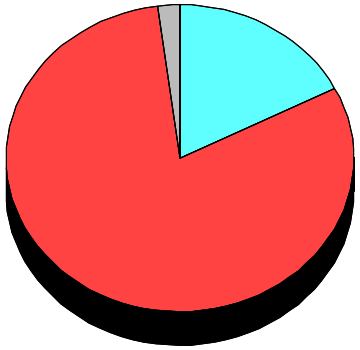
* A party-in-interest as defined by ERISA.

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2014 - 12/31/2014

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 17.52% COMMON / COLLECTIVE TRUSTS
- 80.77% MUTUAL FUNDS
- 2.10% LOANS
- 0.00% PENDING SETTLEMENT FUNDS
- 0.01% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
MONEY MARKET					
BIF MONEY FUND		1.000	(76,287.48)	(76,287.48)	-0.39%
COMMON / COLLECTIVE TRUSTS					
INVESCO STABLE VALUE RET CL 4	3,011,178.3700	1.000	3,011,178.37	3,011,178.37	15.51%
INVESCO STABLE VAL RET CL 4 GM	389,912.8508	1.000	389,912.84	389,912.85	2.01%
TOTAL COMMON / COLLECTIVE TRUSTS			3,401,091.21	3,401,091.22	17.52%
MUTUAL FUNDS					
JPMORGAN DIV MID CAP GR A	33,564.3520	25.140	702,156.28	843,807.81	4.35%
JPMORGAN DIV MID CAP GR A GM	10,695.0673	25.140	236,944.50	268,873.99	1.38%
THE OAKMARK EQ & INC FD CL II	49,582.2397	31.740	1,273,891.84	1,573,740.29	8.11%
AMERICAN CAP WORLD GR & INC R3	3,266.1665	45.820	114,948.91	149,655.75	0.77%

Balances include pending activity

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2014 - 12/31/2014

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
INVESCO DIVERSIFIED DIV FD CLA	44,510.7725	18.300	723,727.53	814,547.14	4.20%
INVESCO DIVERSIFIED DIV A GM	60,857.1944	18.300	1,002,639.69	1,113,686.66	5.74%
AMERICAN GROWTH FD OF AMER R3	29,125.3766	42.020	892,830.61	1,223,848.32	6.30%
AMERICAN GRTH FD OF AMER R3 GM	21,147.4914	42.020	742,855.37	888,617.59	4.58%
AMERICAN EUROPACIFIC GR FD R3	18,718.6533	46.240	725,027.58	865,550.53	4.46%
AMERICAN EUROPACIF GR FD R3 GM	20,115.0563	46.240	840,220.35	930,120.20	4.79%
PRINCIPAL HIGH YIELD FUND	23,192.0464	7.390	175,574.67	171,389.22	0.88%
HARTFORD INFLATION PLUS CL R4	13,730.4595	10.640	161,757.98	146,092.09	0.75%
HARTFORD INFLATION PLUS R4 GM	29,872.8112	10.640	346,648.26	317,846.71	1.64%
BLACKROCK S&P 500 STOCK FUND I	4,676.4082	247.360	735,525.33	1,156,756.33	5.96%
JPMORGAN SMALL CAP EQTY FD CLA	23,370.4925	42.630	816,196.77	996,284.10	5.13%
JPMORGAN SMALL CAP EQTY CLA GM	3,882.1819	42.630	153,845.30	165,497.41	0.85%
OPPENHEIMER DEV MKTS FD CL A	3,218.8676	35.520	114,463.43	114,334.18	0.59%
OPPENHEIMER DEV MKTS CL A-GM	8,124.6946	35.520	287,688.66	288,589.15	1.49%
ALLIANZGI NFJ SMALL-CAP VAL A	16,650.6541	25.740	471,556.91	428,587.84	2.21%
ALLIANZGI NFJ SML-CP VAL A GM	8,510.0570	25.740	241,827.13	219,048.87	1.13%
GOLDMAN SACHS MID CAP VAL A	24,832.3241	41.250	894,849.45	1,024,333.37	5.28%
GOLDMAN SACHS MID CAP VAL A GM	9,669.0318	41.250	380,025.63	398,847.56	2.05%
CLEARBRIDGE APPRECIATION FD A	1,862.0820	20.510	25,796.29	38,191.30	0.20%
PIONEER BOND FUND	77,630.3630	9.800	766,795.19	760,777.56	3.92%

Balances include pending activity

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2014 - 12/31/2014

PEERLESS MFG. CO. RETIREMENT SAVINGS PLAN AND TRUST CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PIONEER BOND FUND GM	80,030.6748	9.800	790,270.10	784,300.61	4.04%
TOTAL MUTUAL FUNDS			13,618,063.76	15,683,324.58	80.77%
LOANS					
LOAN FUND	407,151.2200	1.000	407,151.22	407,151.22	2.10%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	50.0000	1.000	50.00	50.00	0.00%
INVESTMENT TOTAL			17,350,068.71	19,415,329.54	99.99%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			1,015.34	1,015.34	0.01%
TOTAL ASSETS			17,351,084.05	19,416,344.88	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity