

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>US MANUFACTURING CORPORATION 401(K) UNION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>009</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>009</u>	1c Effective date of plan <u>06/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>009</u>				
1c Effective date of plan <u>06/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>US MANUFACTURING CORPORATION</u> <u>28201 VAN DYKE AVENUE</u> <u>WARREN, MI 48093</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>38-1788719</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>586-467-1600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>38-1788719</u>	2c Sponsor's telephone number <u>586-467-1600</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>38-1788719</u>					
2c Sponsor's telephone number <u>586-467-1600</u>					
2d Business code (see instructions) <u>336300</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>07/17/2013</u> Date	<u>MARK ROLL</u> 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 US MANUFACTURING CORPORATION 28201 VAN DYKE AVENUE WARREN, MI 48093		3b Administrator's EIN 38-1788719
		3c Administrator's telephone number 586-467-1600
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		5 383
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	339
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	368
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
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	278
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	14
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 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>US MANUFACTURING CORPORATION 401(K) UNION PLAN</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>US MANUFACTURING CORPORATION</u>	D Employer Identification Number (EIN) <u>38-1788719</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

RETIREMENT FUNDING ADVISORS, INC.

8031 M-15
CLARKSTON, MI 48348

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 72	NONE	13025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEWPORT RETIREMENT SERVICES, INC.

62-1868111

(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 37 60 64	NONE	6635	Yes ☒ No ☐	Yes ☐ No ☒	2366	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
NEWPORT RETIREMENT SERVICES, INC.	15 60	2366
(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.	
WILMINGTON TRUST 51-0099033	REVENUE SHARING USED TO OFFSET PLAN EXPENSES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan US MANUFACTURING CORPORATION 401(K) UNION PLAN	B Three-digit plan number (PN) ▶ 009	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 US MANUFACTURING CORPORATION	D Employer Identification Number (EIN) 38-1788719	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE FUND C		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2250946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 982562
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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
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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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan US MANUFACTURING CORPORATION 401(K) UNION PLAN		B Three-digit plan number (PN) ► 009
C Plan sponsor's name as shown on line 2a of Form 5500 US MANUFACTURING CORPORATION		D Employer Identification Number (EIN) 38-1788719

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)		
(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)	407045	471663
(9) Value of interest in common/collective trusts.....	1c(9)	961807	982562
(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)	3546171	4149019
(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	4915023	5603244

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4915023	5603244
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	101599	
(B) Participants	2a(1)(B)	508000	
(C) Others (including rollovers)	2a(1)(C)	1080	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		610679

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)	16628	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16628

(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)	146931	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		146931

(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)		18350
(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)		367734
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1160322

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	418403	
(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)		418403
f Corrective distributions (see instructions)	2f		500
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)	6625	
(3) Investment advisory and management fees	2i(3)	13025	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		19650
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		438553

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		721769
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		33548

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: **UHY, LLP**

(2) EIN: **20-0694403**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

US MANUFACTURING CORPORATION 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
38-1788719	001

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>US MANUFACTURING CORPORATION 401(K) UNION PLAN</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>US MANUFACTURING CORPORATION</u>	D Employer Identification Number (EIN) <u>38-1788719</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>27-1228437</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

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): _____

**US MANUFACTURING CORPORATION 401(K)
UNION PLAN**

AUDITED FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION

December 31, 2012 and 2011

US MANUFACTURING CORPORATION 401(K) UNION PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Administrator of
US Manufacturing Corporation 401(k) Union Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of US Manufacturing Corporation 401(k) Union Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the supplemental schedules, as shown in the table of contents, as of and for the year ended December 31, 2012, 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wilmington Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

To the Administrator of
US Manufacturing Corporation 401(k) Union Plan
Page Two

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 Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Form 5500 Schedule H, Line 4j – Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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.

The logo for UHY LLP, featuring the letters "UHY" in a stylized, cursive font, followed by "LLP" in a smaller, sans-serif font.

Farmington Hills, Michigan
July 15, 2013

US MANUFACTURING CORPORATION 401(K) UNION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Investments at fair market value:		
Mutual funds	\$ 4,151,975	\$ 3,549,226
Guaranteed investment contract	1,011,219	986,761
Total investments at fair market value	5,163,194	4,535,987
Receivables - Participant loans	471,663	407,045
Adjustment from fair value to contract value for guaranteed investment contract	(28,657)	(24,953)
Net assets available for benefits	\$ 5,606,200	\$ 4,918,079

US MANUFACTURING CORPORATION 401(K) UNION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<u>Years ended December 31,</u>	
	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS		
Investment income:		
Net appreciation in fair value of investments	\$ 384,245	\$ -
Interest - participant loans	16,628	18,577
Interest and dividend income	148,671	113,561
	<u>549,544</u>	<u>132,138</u>
Total investment income		
Contributions:		
Employer	101,599	97,786
Participant	508,000	488,920
Rollover	1,079	121,520
	<u>610,678</u>	<u>708,226</u>
Total contributions		
Total additions	<u>1,160,222</u>	<u>840,364</u>
DEDUCTIONS FROM NET ASSETS		
Net depreciation in fair value of investments	-	105,928
Benefits paid to participants	418,903	470,866
Administrative expenses	19,650	19,326
Transfer from plan	33,548	18,336
	<u>472,101</u>	<u>614,456</u>
Total deductions		
NET INCREASE	688,121	225,908
NET ASSETS AVAILABLE FOR BENEFITS -		
Beginning of year	<u>4,918,079</u>	<u>4,692,171</u>
NET ASSETS AVAILABLE FOR BENEFITS -		
End of year	<u><u>\$ 5,606,200</u></u>	<u><u>\$ 4,918,079</u></u>

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the US Manufacturing Corporation 401(k) Union Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of U.S. Manufacturing Corporation (the Company) who are represented by a collective bargaining unit and have completed 120 days of service. Employees enter the Plan on the first day of the calendar quarter following completion of the eligibility requirements.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee and Administration

Wilmington Trust Company is the Trustee and the investment custodian of the Plan. The Trustee holds all the Plan's assets and executes all investment transactions. The Newport Group performed recordkeeping and administration services on behalf of the Plan.

Contributions

The Plan allows participants to elect to defer from 1 percent to 15 percent of eligible compensation through payroll withholdings to several investment alternatives as directed by the participant. The amount of a participant's contributions for any calendar year may not exceed certain limits under Section 402(g) of the Internal Revenue Code. The limit is \$17,000 and \$16,500 for the years ended December 31, 2012 and 2011, respectively. Participants who have attained age 50 before the end of the year are eligible to make additional "catch-up" contributions.

The Company contributes matching contributions in an amount equal to 20 percent of each participant's contribution. The collective bargaining agreement that covered the participants did not require a mandatory profit sharing contribution for the years ended December 31, 2012 and 2011. The Plan also provides for discretionary employer profit sharing contributions. The Company elected not to make profit sharing contributions for the years ended December 31, 2012 and 2011.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Contributions (Continued)

The Plan may also accept rollover contributions of retirement benefits that originate from another qualified retirement plan or from a "conduit" IRA. However, the Plan Administrator reserves the right to refuse acceptance of any rollover which might affect the status of the Plan. Rollover contributions will be subject to the terms of the Plan will be fully vested and will not be subject to forfeiture.

The Internal Revenue Code also sets limits on total employer and employee contributions made to a participant's account. This limit, referred to as the Annual Addition Limit, is the lesser of \$50,000 and \$49,000 or 100% of a participant's compensation net of salary deferrals for the years ended December 31, 2012 and 2011, respectively.

Participant Accounts

Each participant's account is credited with an allocation of (a) the Company's contribution; (b) the employees' voluntary contributions; and (c) Plan earnings. The accounts are charged for any withdrawals, distributions and administrative fees. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately fully vested in their contributions, employer-matching contributions, and actual earnings thereon. These amounts are not subject to forfeiture for any reason.

A participant vests 20% in Company discretionary contributions after one year of credited service and 20% each successive year through year five, at which time the participant is fully vested. Forfeitures of non-vested balances are used to pay plan administrative expenses.

Participants also become 100% vested in employer contributions when termination of employment is the result of attaining retirement age, and upon death or total disability.

Forfeitures

Forfeitures attributable to contributions shall first be used to pay administration expenses of the Plan. Any remaining forfeitures will be allocated as additional contributions to participants. Forfeitures of approximately \$-0- and \$1,863 were used to pay administration expenses during the Plan years ended December 31, 2012 and 2011, respectively. The balance in the forfeiture account was \$616 and \$336 at December 31, 2012 and 2011, respectively.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Payment of Benefits

Upon termination of service due to death, disability, retirement or other reasons, a participant or their designated beneficiaries may receive a lump-sum payment or payment through periodic installments. The Plan Administrator has the option to issue lump-sum distributions to those participants whose account balances are less than \$5,000. The distributable amount is equal to the value of the participant's vested interest in his or her account. Employees who elect to have their benefit payments deferred continue to share in allocations of investment income and losses but do not share in subsequent allocations of discretionary contributions.

The Plan also allows for in-service distributions upon attainment of age 59 1/2 for any reason, and before age 59 1/2 due to financial hardship, as defined in the Plan document.

Benefit payments are recorded when paid.

Participant Loans

Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The maximum is reduced by the participant's highest outstanding loan balance during the last 12 months. Loan transactions are treated as participant directed investments. Loan terms range from one to five years. Loan terms may exceed five years only in the event the loan proceeds are used to purchase or construct the participant's principal residence. Loans are secured by the balance in the participant's account and bear the prevailing rate of interest. Interest rates on loans outstanding as of December 31, 2012, ranged from 4.25% to 9.25%. Principal and interest is paid ratably through payroll deductions.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to amend, modify, terminate or partially terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested and the net assets would be distributed to the participants according to the participants' account balances.

Administrative Expenses

Professional fees incurred to operate the Plan, such as attorney and audit fees, are paid directly by the Plan Sponsor. Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan.

Other fees and expenses relating to the day-to-day plan operations are paid by the Plan.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of certain accounting policies followed in the preparation of these financial statements.

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting. Employer contributions and income from investments are recorded when earned. Employee contributions are recorded when withheld from pay. Expenses are recorded in the accounting period in which they are incurred.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments represent the Plan's interest in the fair value of the net assets of interest in registered investment companies as determined by the trustee of the Plan, at December 31, 2012 and 2011. Investment transactions are reflected on a trade-date basis. Gains and losses on investment transactions are based on average costs. Dividend income is recorded on the ex-dividend date. Investment income represents the Plan's pro rata share of the aggregate income of the registered investment companies.

Investment income also includes the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses, and the unrealized appreciation (depreciation) of those investments. The Plan's guaranteed investment contract is valued at fair value using a market approach based on market rates of similar contracts.

Allocation of Investment Income and Gains and Losses

Funds contributed by participants are invested at percentages as directed by participants in any one or more of several investment alternatives.

The income, gains or losses in each fund are allocated daily to the applicable participants' accounts in that fund based on the previously reported account balances, adjusted for current period contributions and withdrawals.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Tax Status

The Plan is a non-standardized prototype plan, which has been filed with the Internal Revenue Service and has received a favorable opinion letter dated March 31, 2008 from the Internal Revenue Service (IRS). Management believes the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code and, 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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

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 the years prior to 2009.

Subsequent Events

The Plan has performed a review of events subsequent to the statement of net assets available for benefits through July 15, 2013, the date the financials were available to be issued.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

**NOTE 3 – INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN
(UNAUDITED)**

The Plan engaged Wilmington Trust Company for the years ended December 31, 2012 and 2011 to act as Trustee and Custodian of the Plan. The investment balances and related investment results included in the accompanying financial statements and supplemental schedule of assets held for investment purposes are based solely on information provided by Wilmington Trust Company.

	December 31,	
	2012	2011
Mutual funds, at fair value	\$ 4,151,975	\$ 3,549,226
Guaranteed investment contract, at contract value	\$ 982,562	\$ 961,808
Interest and dividend income	\$ 148,671	\$ 113,561
Net change in value of investments	\$ 384,245	\$ (105,928)
Participant loans	\$ 471,663	\$ 407,045

NOTE 4 – INVESTMENTS

Investments at fair value representing five percent or more of the Plan's net assets are as follows:

	December 31,	
Investment	2012	2011
Wells Fargo Stable Value C	\$ 1,011,219	\$ 986,761
American Funds Growth Fund	N/A	\$ 370,976
American EuroPacific Growth	\$ 341,733	\$ 253,991
Dodge & Cox International	\$ 321,259	\$ 250,105
T. Rowe Price Equity Income	\$ 467,786	\$ 368,739
T. Rowe Blue Chip Growth	\$ 499,682	N/A
Vanguard 500 Index Signal	\$ 355,033	\$ 295,112
Vanguard Total Bond Market Signal	\$ 314,879	\$ 293,264
Pimco Total Return	\$ 731,395	\$ 627,614
Pimco Foreign Bond Fund	N/A	\$ 248,234

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – INVESTMENTS (Continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$384,245 as follows:

Income funds	\$ 4,675
Core funds	105,057
Growth funds	187,591
Debt funds	23,784
Objective funds	40,953
Treasury protected funds	5,675
Stable Value fund	16,510
	\$ 384,245

NOTE 5 – FAIR VALUE MEASUREMENTS

ASC Topic *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic *Fair Value Measurements* as described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – FAIR VALUE MEASUREMENTS (Continued)

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value or certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Income funds	\$ 735,077	\$ -	\$ -	\$ 735,077
Core funds	744,371	-	-	744,371
Growth funds	1,083,259	-	-	1,083,259
Debt funds	1,046,273	-	-	1,046,273
Objective funds	355,033	-	-	355,033
Treasury protected funds	187,962	-	-	187,962
Total Mutual Funds	4,151,975	-	-	4,151,975
Guaranteed investment contract	-	1,011,219	-	1,011,219
Total	<u>\$4,151,975</u>	<u>\$1,011,219</u>	<u>\$ -</u>	<u>\$5,163,194</u>

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – FAIR VALUE MEASUREMENTS (Continued)

	December 31, 2011			Total
	Level 1	Level 2	Level 3	
Mutual Funds:				
Income funds	\$ 616,973	\$ -	\$ -	\$ 616,973
Core funds	1,004,762	-	-	1,004,762
Growth funds	482,554	-	-	482,554
Debt funds	920,878	-	-	920,878
Objective funds	295,112	-	-	295,112
Treasury protected funds	228,947	-	-	228,947
Total Mutual Funds	3,549,226	-	-	3,549,226
Guaranteed investment contract	-	986,761	-	986,761
Total	<u>\$3,549,226</u>	<u>\$ 986,761</u>	<u>\$ -</u>	<u>\$4,535,987</u>

NOTE 6 – GUARANTEED INVESTMENT CONTRACT

Generally accepted accounting principles require that investment contracts held by an investment entity are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets of an investment entity attributable to fully benefit-responsive investment contracts (guaranteed investment contract) because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for plan benefits presents the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

The Plan has entered into a guaranteed investment contract with Wilmington Trust Company for the years ended December 31, 2012 and 2011. The fair value of the investment contract at December 31, 2012 and 2011 was \$1,011,219 and \$986,761, respectively. This contract was being credited with interest at an annual rate of 1.95% and 2.33% during the years ended December 31, 2012 and 2011, respectively. The average yield was approximately 0.94% for 2012 and 1.56% for 2011. Such interest rates are reviewed on a quarterly basis for resetting.

US MANUFACTURING CORPORATION 401(K) UNION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Although not required by the Plan, the Company paid certain administrative expenses on behalf of the Plan in 2012 and 2011. Such expenses were not significant to the Plan's net assets. Such transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Certain plan investments were managed by the Plan's Trustee and Custodian, Wilmington Trust Company during 2012 and 2011, respectively. Transactions involving these investments are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. Fees paid to the trustees for the years ended December 31, 2012 and 2011, were \$19,661 and \$19,326, respectively.

NOTE 8 – FORM 5500 RECONCILIATION

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

	Year ended December 31,	
	2012	2011
Net assets available for plan benefits per the Form 5500	\$ 5,603,244	\$ 4,915,023
Dividend income not shown on the Form 5500	2,956	3,056
Net assets available for plan benefits per the financial statements	<u>\$ 5,606,200</u>	<u>\$ 4,918,079</u>

The following is a reconciliation of the net increase in assets per the Form 5500 to the financial statements:

	Year ended December 31,	
	2012	2011
Net increase in assets per the Form 5500	\$ 721,769	\$ 237,613
Dividend income not shown on the Form 5500	2,956	3,056
Adjustment for prior year dividend income not reflected in the Form 5500	(3,056)	(8,779)
Transfers from Plan not shown as deduction on the Form 5500	<u>(33,548)</u>	<u>(5,982)</u>
Net increase in assets per the financial statements	<u>\$ 688,121</u>	<u>\$ 225,908</u>

US MANUFACTURING CORPORATION 401(K) UNION PLAN

EIN: 38-1788719 PLAN #009

Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a) Party in interest	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
*	Wilmington Trust Retirement and Institutional Services Company	American Europacific Growth	\$ 341,733
*	Wilmington Trust Retirement and Institutional Services Company	Columbia Mid Cap Index Z	117,032
*	Wilmington Trust Retirement and Institutional Services Company	Dodge & Cox International	321,259
*	Wilmington Trust Retirement and Institutional Services Company	Goldman Sachs Growth Opp	140,671
*	Wilmington Trust Retirement and Institutional Services Company	Goldman Sachs Sm Cap Value	108,466
*	Wilmington Trust Retirement and Institutional Services Company	JP Morgan Mid Cap Value	197,612
*	Wilmington Trust Retirement and Institutional Services Company	Pimco Foreign Bd Unhedged Inst	267,291
*	Wilmington Trust Retirement and Institutional Services Company	Pimco Total Return	731,395
*	Wilmington Trust Retirement and Institutional Services Company	T. Rowe Blue Chip Growth	499,682
*	Wilmington Trust Retirement and Institutional Services Company	T. Rowe Price Equity Income	467,786
*	Wilmington Trust Retirement and Institutional Services Company	T. Rowe Price New Horizons	101,174
*	Wilmington Trust Retirement and Institutional Services Company	Vanguard 500 Index Signal	355,033
*	Wilmington Trust Retirement and Institutional Services Company	Vanguyard Inflation Protected Ad	187,962
*	Wilmington Trust Retirement and Institutional Services Company	Vanguard Total Bond Mkt Signal	314,879
*	Wilmington Trust Retirement and Institutional Services Company	Wells Fargo Stable Value C	<u>1,011,219</u>
			5,163,194
*	Participant loans	Participant loans (interest rates from 4.25% to 9.25%) due at various dates	<u>471,663</u>
			<u>\$ 5,634,857</u>

US MANUFACTURING CORPORATION 401(K) UNION PLAN

EIN: 38-1788719 PLAN #009

Form 5500, Schedule H, Line 4j - Schedule of Reportable Transactions

December 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Transaction	Purchase Price	Selling Price	Lease Rental	Expense Incurred with	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Wilmington Trust	American Funds Growth Fund R5 Sale	\$ -	\$ 379,975	\$ -	\$ -	\$ 359,342	\$ -	\$ 20,633
Wilmington Trust	T. Rowe Price Blue Chip Purchase	\$ 433,246	\$ -	\$ -	\$ -	\$ 433,246	\$ 499,682	\$ -

* The commissions and fees related to purchases and sales of investments are included in the cost of the investment or the proceeds from sale and are not separately identified by the trustee.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► US MANUFACTURING CORPORATION 401(K) UNION PLAN

Employer Identification Number: ► 38-1788719

For plan year (beginning/ending): ► 01/01/2012 - 12/31/2012

Plan number: ► 009

(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
	PIMCO TOTAL RETURN	Mutual Fund		729,786
	PIMCO FOREIGN BD UNHEDGED INST	Mutual Fund		266,736
	T. ROWE PRICE EQUITY INCOME	Mutual Fund		467,786
	VANGUARD 500 INDEX SIGNAL	Mutual Fund		355,033
	JP MORGAN MID CAP VALUE	Mutual Fund		197,613
	COLUMBIA MID CAP INDEX Z	Mutual Fund		117,032
	GOLDMAN SACHS GROWTH OPP	Mutual Fund		140,671
	GOLDMAN SACHS SM CAP VALUE	Mutual Fund		108,300
	T. ROWE PRICE NEW HORIZONS	Mutual Fund		101,174
	DODGE & COX INTERNATIONAL	Mutual Fund		321,259
	AMERICAN EUROPACIFIC GROWTH	Mutual Fund		341,733
	WELLS FARGO STABLE VALUE C	Common Collective Trust		982,562
	VANGUARD INFL PROTECTED SEC	Mutual Fund		187,962
	VANGUARD TOTAL BOND MARKET	Mutual Fund		314,253
	T. ROWE BLUE CHIP GROWTH	Mutual Fund		499,682
	LOAN FUND	Participant Loans. Various Interest Rates and Maturity Dates.		471,663