

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>SOS METALS, INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan	<u>01/01/2000</u>		
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan	<u>01/01/2000</u>						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SOS METALS, INC.</u> <u>201 E. GARDENA BLVD.</u> <u>GARDENA, CA 90248</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>95-3417361</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>310-217-8848</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>423930</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>95-3417361</u>	2c Sponsor's telephone number	<u>310-217-8848</u>	2d Business code (see instructions)	<u>423930</u>
2b Employer Identification Number (EIN)	<u>95-3417361</u>						
2c Sponsor's telephone number	<u>310-217-8848</u>						
2d Business code (see instructions)	<u>423930</u>						

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/30/2013</u>	<u>PEER HASHMI</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address SOS METALS, INC. 201 E. GARDENA BLVD. GARDENA, CA 90248		3b Administrator's EIN 95-3417361
		3c Administrator's telephone number 310-217-8848
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		5 261
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	240
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	13
d Subtotal. Add lines 6a , 6b , and 6c	6d	256
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	256
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	158
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 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan SOS METALS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SOS METALS, INC.	D Employer Identification Number (EIN) 95-3417361

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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

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

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

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

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

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

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

(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)

CETERA ADVISOR NETWORKS LLC

04-2654524

(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	ADVISOR	11849	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	9521	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AM CENT MDCPVAL INV - AMERICAN CENT 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BLKRRK EQUITY DIV I - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BLKRRK LATIN AMER I - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
LD ABT ALPHA STRAT A - DST SYSTEMS, 43-1581814	0.25%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
LD ABT ALPHA STRAT I - DST SYSTEMS, 43-1581814	0.10%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
NUVEEN MDCP INDEX I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PRU/J MID CAP GR Z - PRUDENTIAL MUT 22-3703799	0.25%	
(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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>SOS METALS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOS METALS, INC.</u>	D Employer Identification Number (EIN) <u>95-3417361</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	8842	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	343457	274772
	(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)	114821	123589
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1834387	2135616
	(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	2301507	2533977

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	2301507	2533977
---	-----------	---------	---------

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)		
(B) Participants	2a(1)(B)	248324	
(C) Others (including rollovers)	2a(1)(C)	78894	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		327218
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(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)	5906	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5942
(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)	47202	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		47202
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		192921
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		573283

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	317634	
(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)		317634
f Corrective distributions (see instructions)	2f		1809
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21370	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		21370
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		340813

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		232470
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: JONES AND MALHOTRA

(2) EIN: 95-4668647

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>SOS METALS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOS METALS, INC.</u>	D Employer Identification Number (EIN) <u>95-3417361</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>04-6568107</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

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

Schedule R (Form 5500) 2012
v. 120126

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):

SOS Metals, Inc. 401(K) Profit Sharing Plan

Report on Financial Statements
(With Supplementary Information)

December 31, 2012 and 2011

SOS Metals, Inc. 401(K) Profit Sharing Plan

Financial Statements

December 31, 2012 and 2011

Table of Contents

Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits, December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available For Benefits for the Year Ended December 31, 2012	4
Notes to the Financial Statements	5 – 12
Supplemental Schedule of Schedule H, Part IV, line 4i – Schedule of Assets (Held At End of Year) as of December 31, 2012	13

Independent Auditors' Report

To the Participants and Plan Administrator of
SOS Metals, Inc. 401(K) Profit Sharing Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SOS Metals, Inc. 401(K) Profit Sharing Plan ("the Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012, and 2011, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 205.103-8 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, as we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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, 2012, and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
SOS Metals, Inc. 401(K) Profit Sharing Plan:

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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule of Assets (Held At End of Year) as of December 31, 2012, which is the responsibility of the Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 of Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule 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 schedule, 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.

Jones & Malhotra

July 3, 2013
Los Angeles, California

SOS Metals, Inc. 401(K) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

ASSETS

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Registered investment companies	<u>\$ 2,410,388</u>	<u>\$ 2,177,844</u>
Total investments	<u>2,410,388</u>	<u>2,177,844</u>
Receivables:		
Participant contributions receivable	-	✓ 8,842
Notes receivable from participants	<u>✓ 123,589</u>	<u>✓ 114,821</u>
Total receivables	<u>123,589</u>	<u>123,663</u>
Net assets available for benefits	<u><u>\$ ✓ 2,533,977</u></u>	<u><u>\$ ✓ 2,301,507</u></u>

See accompanying notes to the financial statements

SOS Metals, Inc. 401(K) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of registered investment companies	✓ 192,921	
Dividends from registered investment companies	✓ 47,238	\$ ✓ 240,159
Interest income on notes receivable from participants		✓ 5,906
Contributions from participants - salary deferrals		✓ 248,324
Rollover contributions from participants		✓ 78,894
Total additions		<u>573,283</u>

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	✓ 319,443	
Administration fees	✓ 21,370	✓ 340,813
Net increase		✓ 232,470

Net assets available for benefits:

Beginning of year		<u>2,301,507</u>
End of year		<u><u>\$ 2,533,977</u></u>

See accompanying notes to the financial statements

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements

December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the SOS Metals, Inc. 401(K) Profit Sharing Plan (the "Plan") is provided for general information purposes only. The Plan agreement should be referred to for a more complete description of the Plan's provisions.

General

The Plan, adopted as of January 1, 2000, is a defined contribution Plan covering substantially all employees of SOS Metals, Inc.; SOS Metals San Diego, LLC; SOS Metals Midwest Division, LLC; Trans World Alloys, LP and SOS Waste Management, Inc. dba SOS Ecology (collectively called the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (the "ERISA"). The Employer is responsible for oversight of the Plan. The Employer determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility

Employees who have attained 21 years of age and have completed at least 3 months of service are eligible to participate in the Plan and receive Employer matching and profit sharing contributions. Employees can enter the Plan on the first day of the month following satisfaction of eligibility requirements.

Contributions

Each year participants may contribute a certain percentage of their pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Employer may match, at its discretion, a fixed amount or a set percentage of each eligible employee's contribution as determined by its board of directors. Additional amounts including profit sharing contributions may also be contributed at the option of the Employer. Contributions are subject to certain IRS limitations. There were no Employer contributions for the years ended December 31, 2012 and 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and, (b) Plan's earnings, and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested in annual increments of 20 percent, vesting at 20 percent in the second year of credited service, and up to 100 percent in the sixth year of credited service.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Normal retirement age is 65 years. The Plan does not permit early retirement.

Forfeited Accounts

That portion of an employee's interest, which is not vested upon the employee's break in service, is forfeited. The non-vested forfeited balances can be reallocated as of the end of the Plan year to the participants in the same manner as Employer's contributions or can be used to pay for Plan related expenses. At December 31, 2012 and 2011 the balances in the forfeited non-vested account were \$1,245 and \$0, respectively.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to 50 percent of their total vested balance, subject to a minimum of \$1,000 and a maximum amount of \$50,000. The notes are secured by the vested balance in the participant's account. The Plan provisions require a reasonable interest rate to be charged on the notes, and principal and interest to be paid ratably through regular payroll deductions. Currently, interest charged on the notes ranges from 5% to 7% and the notes mature between April 2013 and May 2022. At December 31, 2012 and 2011 the outstanding balances on notes receivable from participants were \$123,589 and \$114,821, respectively.

Tax Status

The Plan is based on a volume submitter profit sharing 401(K) Plan agreement. The Internal Revenue Service has issued an opinion letter dated March 31, 2008 granting approval to the volume submitter Plan document. Under this arrangement the Plan is not obligated to file for a separate determination letter. Although the Plan has been amended, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Tax Status (continued)

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 Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions. Currently the U.S. Department of Labor has informed the Plan administrator that the Plan has been selected for a limited review for the period 2008 through current. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Investment Options, Management and Administration

The Plan has engaged Fidelity Management Trust Company ("FMTC") as the Plan trustee and the record keeper of the Plan. The assets of each fund within the Plan are invested under an arrangement with FMTC, the trustee. All expenses incurred in maintaining the Plan are paid by the Plan unless the Employer, at its discretion elects to pay all or part of the expenses. These expenses include fees of the Plan trustee, third-party administrators and accountants. Loan origination fees associated with notes receivable from participants are usually paid by the borrowing participants. Upon enrollment in the Plan, a participant may direct their contributions in the various investment options offered by FMTC. Participants should carefully read the prospectus before investing in the various investment options offered under the Plan.

Related-Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company who is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for investment management services are included in net appreciation/depreciation in fair value of investments as they are paid through revenue sharing, rather than as a direct payment. Fees paid by the Plan to its financial advisor and to third party administrators aggregated \$21,370 for the year ended December 31, 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions

Contributions from participants are recorded based on payroll withholdings during the year.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's trustee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See note on fair value measurements below. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Certain other fees related to the administration of the Plan are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include

- 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; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

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

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

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the plan's fair value measurements at December 31, 2012 and 2011:

	Fair Value Measurements at December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Registered investment companies:				
Bond funds	\$ 121,504	\$ -	\$ -	\$ 121,504
Domestic equity funds	406,420	-	-	406,420
International/global equity funds	13,084	-	-	13,084
Target date funds	1,586,274	-	-	1,586,274
Money market funds	274,772	-	-	274,772
Other funds	8,334	-	-	8,334
Total registered investment companies	2,410,388	-	-	2,410,388
Total investments at fair value	\$ 2,410,388	\$ -	\$ -	\$ 2,410,388

	Fair Value Measurements at December 31, 2011			
	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies:				
Bond funds	\$ 100,502	\$ -	\$ -	\$ 100,502
Domestic equity funds	317,694	-	-	317,694
International/global equity funds	8,334	-	-	8,334
Target date funds	1,401,609	-	-	1,401,609
Money market funds	343,457	-	-	343,457
Other funds	6,248	-	-	6,248
Total registered investment companies	2,177,844	-	-	2,177,844
Total investments at fair value	\$ 2,177,844	\$ -	\$ -	\$ 2,177,844

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 3 - 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 become 100 percent vested in the Employer's contribution portion of their account.

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5 (c) of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

	December 31	
	2012	2011
Investments, at fair value:		
Registered investment companies	\$ 2,410,388	\$ 2,177,844
Receivables:		
Notes receivable from participants	123,589	114,821
	<u>\$ 2,533,977</u>	<u>\$ 2,292,665</u>
	Year Ended	
	December 31, 2012	
Investment income:		
Net appreciation in fair value of registered investment companies	192,921	
Dividends from registered investment companies	<u>47,238</u>	\$ 240,159
Interest income on notes receivable from participants		<u>5,906</u>
		<u>\$ 246,065</u>

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of Schedule H, Part IV, line 4i – Schedule of Assets (Held At End of Year).

SOS Metals, Inc. 401(K) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2012 and 2011

NOTE 5 - SCHEDULE OF ASSETS HELD FOR INVESTMENTS

The following presents investments that represent 5 percent or more of the plan's net assets:

Description	Fair Value at December 31	
	2012	2011
Dreyfus S&P 500 Index Fund	\$ 293,777	\$ 237,469
Fidelity Advisor Freedom 2015 Fund	154,807	265,018
Fidelity Advisor Freedom 2020 Fund	210,453	180,643
Fidelity Advisor Freedom 2025 Fund	227,999	197,342
Fidelity Advisor Freedom 2030 Fund	299,008	332,141
Fidelity Advisor Freedom 2035 Fund	241,856	186,939
Fidelity Advisor Freedom 2055 Fund	185,264	-
Fidelity Cash Management Prime Fund	-	343,457
Fidelity Retirement Government Money Market	274,772	-

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 \$192,921 as follows:

Registered investment companies	192,921
	<u>\$ 192,921</u>

NOTE 6 – RISKS AND UNCERTAINTIES

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

NOTE 7 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 3, 2013, the date the financial statements were available to be issued. The Plan is not aware of any other significant events that have a material impact on its financial statements.

SUPPLEMENTAL SCHEDULE

SOS Metals, Inc. 401(K) Profit Sharing Plan
Schedule H, Part IV, Line 4i
Schedule of Assets (Held At End of Year)
As of December 31, 2012
Employer ID number 95-3417361, Plan number 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Fidelity Management Trust Co.	Allianz NFJ Small-Cap Value Instl Cl.	\$	71
*	Fidelity Management Trust Co.	American Century Mid Cap Value Inv Cl.		41
*	Fidelity Management Trust Co.	Blackrock Equity Dividend Instl Cl.		786
*	Fidelity Management Trust Co.	Columbia Contrarian Core Fund Class A		13
*	Fidelity Management Trust Co.	Dreyfus S&P 500 Index Fund		293,777
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2005 Fund - Institutional Class		25,187
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2010 Fund - Institutional Class		45,525
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2015 Fund - Institutional Class		154,807
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2020 Fund - Institutional Class		210,453
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2025 Fund - Institutional Class		227,999
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2030 Fund - Institutional Class		299,008
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2035 Fund - Institutional Class		241,856
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2040 Fund - Institutional Class		91,763
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2045 Fund - Institutional Class		78,536
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2050 Fund - Institutional Class		21,272
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2055 Fund - Institutional Class		185,264
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom Income Fund - Institutional Class		4,604
*	Fidelity Management Trust Co.	Fidelity Advisor Government Income Fund - Institutional Class		28,173
*	Fidelity Management Trust Co.	Fidelity Advisor International Discovery Fund - Institutional Class		123
*	Fidelity Management Trust Co.	Fidelity Advisor New Insights Fund - Institutional Class		95,464
*	Fidelity Management Trust Co.	Fidelity Advisor Real Estate Fund - Class I		8,334
*	Fidelity Management Trust Co.	Fidelity Advisor Small Cap Fund - Institutional Class		15,317
*	Fidelity Management Trust Co.	Fidelity Advisor Strategic Income Fund - Class I		36,856
*	Fidelity Management Trust Co.	Fidelity Retirement Government Money Market		274,772
*	Fidelity Management Trust Co.	Invesco Developing Markets Fund R5 Class		4,002
*	Fidelity Management Trust Co.	JPMorgan High Yield Fund Class R5		176
*	Fidelity Management Trust Co.	Lord Abbett Alpha Strategy Fund Class I		90
*	Fidelity Management Trust Co.	MFS International Diversification Fund Class R4		8,959
*	Fidelity Management Trust Co.	Nuveen Midcap Index Fund Class I		610
*	Fidelity Management Trust Co.	Pimco Total Return IV Instl Cl.		56,299
*	Fidelity Management Trust Co.	Prudential Jennison Mid Cap Growth Fund Class Z		251
*(1)	Fidelity Management Trust Co.	Notes Receivable from Participants		123,589
Total			\$	<u>2,533,977</u>

* Party-in-interest (as defined in the ERISA regulations)

** Cost omitted for participant directed investments

(1) Notes receivable from participants are secured by the vested balance in the participant's account. Terms range from 1 to 5 years unless it is for the purchase of a primary residence.

See report of independent public accountants and accompanying notes to the financial statements.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate

SCS Metals, Inc. 401(K) Profit Sharing Plan
Schedule H, Part IV, Line 4i
Schedule of Assets (Held At End of Year)
As of December 31, 2012
Employer ID number 95-3417361, Plan number 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Fidelity Management Trust Co.	Allianz NIF Small-Cap Value Instl Cl.	\$	71
*	Fidelity Management Trust Co.	American Century Mid Cap Value Inv Cl.		41
*	Fidelity Management Trust Co.	Blackrock Equity Dividend Instl Cl.		786
*	Fidelity Management Trust Co.	Columbia Contrarian Core Fund Class A		13
*	Fidelity Management Trust Co.	Dreyfus S&P 500 Index Fund		293,777
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2005 Fund - Institutional Class		25,187
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2010 Fund - Institutional Class		45,525
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2015 Fund - Institutional Class		154,807
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2020 Fund - Institutional Class		210,453
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2025 Fund - Institutional Class		227,999
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2030 Fund - Institutional Class		299,008
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2035 Fund - Institutional Class		241,856
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2040 Fund - Institutional Class		91,763
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2045 Fund - Institutional Class		78,536
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2050 Fund - Institutional Class		21,272
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom 2055 Fund - Institutional Class		185,264
*	Fidelity Management Trust Co.	Fidelity Advisor Freedom Income Fund - Institutional Class		4,604
*	Fidelity Management Trust Co.	Fidelity Advisor Government Income Fund - Institutional Class		28,173
*	Fidelity Management Trust Co.	Fidelity Advisor International Discovery Fund - Institutional Class		123
*	Fidelity Management Trust Co.	Fidelity Advisor New Insights Fund - Institutional Class		95,464
*	Fidelity Management Trust Co.	Fidelity Advisor Real Estate Fund - Class I		8,334
*	Fidelity Management Trust Co.	Fidelity Advisor Small Cap Fund - Institutional Class		15,317
*	Fidelity Management Trust Co.	Fidelity Advisor Strategic Income Fund - Class I		36,856
*	Fidelity Management Trust Co.	Fidelity Retirement Government Money Market		274,772
*	Fidelity Management Trust Co.	Invesco Developing Markets Fund R5 Class		4,002
*	Fidelity Management Trust Co.	JPMorgan High Yield Fund Class R5		176
*	Fidelity Management Trust Co.	Lord Abbett Alpha Strategy Fund Class I		90
*	Fidelity Management Trust Co.	MFS International Diversification Fund Class R4		8,959
*	Fidelity Management Trust Co.	Nuveen Midcap Index Fund Class I		610
*	Fidelity Management Trust Co.	Pimco Total Return IV Instl Cl.		56,299
*	Fidelity Management Trust Co.	Prudential Jennison Mid Cap Growth Fund Class Z.		251
*(1)	Fidelity Management Trust Co.	Notes Receivable from Participants		123,589
Total			\$	<u>2,533,977</u>

* Party-in-interest (as defined in the ERISA regulations)

** Cost omitted for participant directed investments

(1) Notes receivable from participants are secured by the vested balance in the participant's account. Terms range from 1 to 5 years unless it is for the purchase of a primary residence.

See report of independent public accountants and accompanying notes to the financial statements.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate