

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <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>UNITED COPPER IND., INC 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>09/01/2000</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNITED COPPER INDUSTRIES, INC</u> <u>2727 GEESLING ROAD</u> <u>DENTON, TX 76208</u>	2b Employer Identification Number (EIN) <u>45-3237337</u>	2c Sponsor's telephone number <u>940-243-7676</u>	2d Business code (see instructions) <u>335900</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.	08/08/2013	CHARLES BANHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 169
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	148
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	10
d Subtotal. Add lines 6a , 6b , and 6c	6d	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	158
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	156
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: 3D 2E 2F 2G 2J 2T		
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>UNITED COPPER IND., INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED COPPER INDUSTRIES, INC</u>	D Employer Identification Number (EIN) <u>45-3237337</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
MERRILL LYNCH,PIERCE,FENNER & SMITH

13-5674085

(b) Enter name and EIN or address of person who provided you disclosure 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)

ASCENSUS

11-3665754

(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?
37 99 15 60 50	RECORDKEEPER	5879	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 ☐

(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
ASCENSUS	15 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.	
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan UNITED COPPER IND., INC 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UNITED COPPER INDUSTRIES, INC				D Employer Identification Number (EIN) 45-3237337	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: CAP PRESERVATION TRUST					
b Name of sponsor of entity listed in (a): FEDERATED					
c EIN-PN 22-2712853-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 340020	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

Schedule D (Form 5500) 2012 v. 120126

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>UNITED COPPER IND., INC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED COPPER INDUSTRIES, INC</u>	D Employer Identification Number (EIN) <u>45-3237337</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)		4932
	(2) Participant contributions	1b(2)		7294
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17967	1865
	(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)	350629	292379
	(9) Value of interest in common/collective trusts	1c(9)	529815	340020
	(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)	1969231	2672158
	(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	2867642	3318648

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	2867642	3318648
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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)	179373	
(B) Participants	2a(1)(B)	263091	
(C) Others (including rollovers)	2a(1)(C)	45475	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		487939

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)	13341	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13341

(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)	51942	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		51942

(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)		-4748
(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)		214069
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		762543

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	305658	
(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)		305658
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5879	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5879
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		311537

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		451006
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: WHITLEY PENN LLP

(2) EIN: 75-2393478

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>UNITED COPPER IND., INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED COPPER INDUSTRIES, INC</u>	D Employer Identification Number (EIN) <u>45-3237337</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>45-0404698</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): _____

**UNITED COPPER IND., INC.
401(k) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**Years Ended December 31, 2012 and 2011
with Report of Independent Auditors**

**UNITED COPPER IND., INC.
401(k) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Trustees of the
United Copper Ind., Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the United Copper Ind., Inc. 401(k) 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 then ended, 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 investment information, which was certified by Ascensus, the record keeper, on behalf of Frontier 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 record keeper on behalf of 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.

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 Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of 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 for 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 record keeper on behalf of 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.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Fort Worth, Texas
August 2, 2013

UNITED COPPER IND., INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
	<hr/>	<hr/>
Assets		
Investments, at fair value:		
Money market fund	\$ 1,865	\$ 17,967
Mutual funds	2,672,158	1,969,231
Common collective trust	340,020	529,815
Total investments at fair value	<hr/> 3,014,043	<hr/> 2,517,013
Receivables:		
Employer contributions	4,932	-
Participant contributions	7,294	-
Notes receivable from participants	292,379	350,629
Total receivables	<hr/> 304,605	<hr/> 350,629
Net assets available for benefits at fair value	3,318,648	2,867,642
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	<hr/> (5,887)	<hr/> (11,271)
Net assets available for benefits	<hr/> <hr/> \$ 3,312,761	<hr/> <hr/> \$ 2,856,371

See accompanying notes to financial statements.

UNITED COPPER IND., INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2012	2011
	<hr/>	<hr/>
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	\$ 214,705	\$ (79,360)
Interest and dividends	51,942	42,452
Total investment income (loss)	<hr/> 266,647	<hr/> (36,908)
Interest income on notes receivable from participants	13,341	14,178
Contributions:		
Participant	263,091	239,189
Employer	179,373	186,418
Rollovers	45,475	-
Total contributions	<hr/> 487,939	<hr/> 425,607
Transfer from Cambridge Lee Non-Union Plan	<hr/> -	<hr/> 27,681
Total additions to net assets	767,927	430,558
Deductions from Net Assets		
Benefits paid to participants	305,658	185,102
Administrative expenses	5,879	9,321
Total deductions from net assets	<hr/> 311,537	<hr/> 194,423
Net increase in net assets available for benefits	456,390	236,135
Net assets available for benefits at beginning of year	<hr/> 2,856,371	<hr/> 2,620,236
Net assets available for benefits at end of year	<hr/> <hr/> \$ 3,312,761	<hr/> <hr/> \$ 2,856,371

See accompanying notes to financial statements.

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of the Plan

Plan Description

The following brief description of the United Copper Ind., Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. The Plan is sponsored by United Copper Industries, Inc. (the “Plan Sponsor” or the “Company”). Participants should refer to the Plan document for more complete information. The Company’s corporate offices are located in Denton, Texas.

General

The Plan is a defined contribution plan available to all employees of the Company who have attained age 18, have completed twelve months and 1,000 hours of service. All employees of the Company are eligible to participate in the Plan. Once the age and service requirements are met, eligible employees may enter the Plan on the first day of the next quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The purpose of the Plan is to encourage the Company’s employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the “Code”) as defined in the Plan document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year may make catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Company contributes an amount equal to 3% of the participant’s eligible compensation for the Plan year, whether or not the participant is making elective deferrals.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of: (a) the Company’s contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

A. Description of the Plan – continued

Vesting

Participants are immediately vested in their voluntary contributions and employer contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their account balance. Note receivable terms range up to five years or longer for the purchase of a primary residence. The notes receivable are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate plus 1%. As of December 31, 2012, interest rates range from 4.25% to 7.00%. Principal and interest is paid ratably through payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

Participants are not permitted to receive a hardship distribution from salary reduction contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals in 1% increments into any of the Plan's investment options.

Plan Expenses

In accordance with Plan provisions, administrative expenses are paid by the Company with the exception of transaction processing fees, which are charged upon a participant's execution of certain transactions and also record keeping fees, which the Company approves to be paid by the Plan.

B. Summary of Significant Accounting Policies

Basis of Accounting

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

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

B. Summary of Significant Accounting Policies – continued

Use of Estimates

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

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the Plan year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. For information related to the Plan’s valuation methodologies under FASB ASC 820, see Note C of these financial statements.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fully Benefit-Responsive Investment Contracts

The Plan accounts for a fully benefit-responsive investment contract at contract value in accordance with FASB ASC 962, *Plan Accounting - Defined Contribution Pension Plans*. Investment contracts held by a defined contribution plan are typically reported at fair value. However, under FASB ASC 962, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FASB ASC 962, the accompanying statement of net assets available for benefits presents the fair value of the investment contracts and the adjustment from fair value to contract value. The accompanying statement of changes in net assets available for benefits is prepared on a basis that reflects income credited to participants but not realized and unrealized gains and losses on the investment contracts (contract value).

The common collective trust holds guaranteed investment contracts, separate account guaranteed investment contracts, and synthetic guaranteed investment contracts and is considered a fully benefit responsive investment. All guaranteed investment contracts and the associated wrap contracts are stated at fair value, therefore, an adjustment from fair value to contract value is presented in the Plan’s statement of net assets available for benefits as of December 31, 2012 and 2011.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

B. Summary of Significant Accounting Policies – continued

Contributions

Under the accrual basis of accounting, contributions from the participants and the Company are recorded in the period in which they are contributed to the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

C. Fair Value Measurements

FASB ASC 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the assets or liabilities.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

C. Fair Value Measurements – continued

FASB ASC 820 requires the financial statements describe the methodologies used to measure the fair value of assets and liabilities. Management has described below the methodology used to measure each major category of investments. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- The money market fund is valued based on the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.
- Mutual funds are measured using the estimated net asset values of the shares held by the Plan at year end and are classified within Level 1 of the valuation hierarchy.
- The common collective trust is determined by values reported by the Plan's third-party trustee, audited financial statements of the fund, and transaction prices before and after the Plan's year-end and is classified within Level 2 of the valuation hierarchy.

The following table presents the investments carried at fair value as of December 31, 2012 and 2011, by caption in the statement of net assets available for benefits and by the FASB ASC 820 valuation hierarchy (as described above). The Plan has no assets classified within Level 3 of the valuation hierarchy. Investments measured at fair value on a recurring basis as of December 31:

	2012		
	Level 1	Level 2	Total
Mutual funds:			
Intermediate-term bond funds	\$ 774,643	\$ -	\$ 774,643
Large cap blended funds	444,950	-	444,950
International funds	326,673	-	326,673
Large cap value fund	299,401	-	299,401
Large cap growth fund	268,883	-	268,883
Mid cap value funds	141,673	-	141,673
Small cap value fund	112,988	-	112,988
Mid cap growth funds	110,425	-	110,425
Small cap growth fund	108,055	-	108,055
High yield income fund	84,467	-	84,467
Money market fund	1,865	-	1,865
Common collective trust	<u>-</u>	<u>340,020</u>	<u>340,020</u>
Total	<u>\$ 2,674,023</u>	<u>\$ 340,020</u>	<u>\$ 3,014,043</u>

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

C. Fair Value Measurements – continued

	2011		
	Level 1	Level 2	Total
Mutual funds:			
Intermediate-term bond funds	\$ 553,393	\$ -	\$ 553,393
Large cap growth funds	201,623	-	201,623
International funds	286,854	-	286,854
Large cap blended funds	238,180	-	238,180
Large cap value funds	260,839	-	260,839
Mid cap value funds	150,426	-	150,426
Small cap growth fund	75,017	-	75,017
Mid cap blended fund	72,839	-	72,839
Small cap value fund	80,298	-	80,298
High yield income fund	49,762	-	49,762
Money market fund	17,967	-	17,967
Common collective trust	-	529,815	529,815
Total	<u>\$ 1,987,198</u>	<u>\$ 529,815</u>	<u>\$ 2,517,013</u>

D. Investments

Investments that represent 5% or more of net assets available for benefits at December 31, are as follows:

	2012
American Century Diversified Bond Fund	\$ 416,609
Loomis Sayles Investment Grade Bond Fund A	358,034
Federated Capital Preservation Trust	340,020
BlackRock Equity Dividend Fund A	299,401
JP Morgan Large Cap Growth Fund A	268,883
BlackRock S&P 500 Index Fund Class I	256,851
BlackRock Global Allocation Fund Class A	220,221
American Funds Europacific Growth Fund	179,044

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

D. Investments – continued

	2011
American Century Diversified Bond Fund	\$ 550,312
Federated Capital Preservation Trust	529,815
BlackRock Global Allocation Fund Class A	277,685
Eaton Vance Large Cap Value Fund A	249,249
American Funds Growth Fund of America	199,762
American Funds Europacific Growth Fund	187,902
Perkins Mid Cap Value Fund	150,342

The net realized and unrealized gain (loss) on investments for the years ended December 31, 2012 and 2011, respectively, was comprised primarily from mutual funds.

E. Tax Status

The Company has adopted a non-standardized prototype plan and trust document on which the Internal Revenue Service (“IRS”) has issued an opinion letter, dated March 31, 2008, stating that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

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 position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, 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 Company believes it is no longer subject to income tax examination for years prior to 2009.

F. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invests in shares of mutual funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions and are exempt from prohibited transaction rules.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

G. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA.

H. Information Certified by the Recordkeeper on Behalf of the Trustee

The plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator limited auditing procedures with respect to the investment information certified by the record keeper on behalf of the trustee, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year).

I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2012 and 2011 per the accompanying financial statements to the Form 5500.

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial	\$ 3,312,761	\$ 2,856,371
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>5,887</u>	<u>11,271</u>
Net assets available for benefits per the Form 5500	<u>\$ 3,318,648</u>	<u>\$ 2,867,642</u>

The following is a reconciliation of the net increase in assets available for benefits as of December 31, per the accompanying financial statements to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net increase in assets available for benefits per the financial statements	\$ 456,390	\$ 236,135
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(5,384)</u>	<u>11,271</u>
Net increase in assets available for benefits per the Form 5500	<u>\$ 451,006</u>	<u>\$ 247,406</u>

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

I. Reconciliation of Financial Statements to Form 5500 – continued

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. Government reporting rules were used in preparing the Form 5500 for the years ended December 31, 2012 and 2011, whereas the Plan's financial statements have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America. Government reporting rules require the common collective trust to be reported at fair value, while accounting standards require it to be reported at contract value.

J. Subsequent Events

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for potential recognition or disclosure through August 2, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

UNITED COPPER IND., INC. 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 45-3237337

Plan #: 001

(a)	(b) Identity of issuer, 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
	American Century	American Century Diversified Bond Fund	**	\$ 416,609
	Loomis Sayles	Loomis Sayles Investment Grade Bond Fund A	**	358,034
	Federated	Federated Capital Preservation Trust	**	340,020
	BlackRock	BlackRock Equity Dividend Fund A	**	299,401
	JPMorgan	JP Morgan Large Cap Growth Fund A	**	268,883
	BlackRock	BlackRock S&P 500 Index Fund Class I	**	256,851
	BlackRock	BlackRock Global Allocation Fund Class A	**	220,221
	American Funds	American Funds Europacific Growth Fund	**	179,044
	Janus Capital	Perkins Mid Cap Value Fund A	**	141,576
	Invesco	Invesco Small Cap Value Fund A	**	112,988
	Eaton Vance	Eaton Vance Atlanta Cap SMID - Cap Fund A	**	110,425
	Prudential	Prudential Jennison Small Co. Fund, Inc. Class A	**	108,055
	MFS	MFS Global Equity Fund A	**	106,452
	Franklin	Franklin High Income Fund A	**	84,467
	ClearBridge	ClearBridge Appreciation Fund A	**	9,055
*	Frontier Trust Company	Money Market Fund	**	1,865
	Dreyfus	Dreyfus Active MidCap Fund Class A	**	97
*	Participant loans	Interest rates ranging from 4.25% to 7.00% with various due dates	-0-	292,379
				<u>\$3,306,422</u>

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: UNITED COPPER IND., INC. 401(K) PLAN

Plan Number: 131720

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
LIGRX	Loomis Sayles Invmt Grade Bond A	12 dollars per fund position
PGOAX	Prudential Jennison Small Company Fund A	12 dollars per fund position
VSCAX	(CL) Invesco Small Cap Value Fund A	12 dollars per fund position
SHAPX	Legg Mason ClearBridge Appreciation A	12 dollars per fund position
OLGAX	JPMorgan Large Cap Growth Fund A	12 dollars per fund position
MWEFX	MFS Global Equity Fund A	12 dollars per fund position
MDLOX	BlackRock Global Allocation Fund A	12 dollars per fund position
MDHIX	BlackRock High Income Fund	12 dollars per fund position
FCPFT	Federated Capital Preservation	10 basis points
MDDVX	BlackRock Eqty Dividend A	12 dollars per fund position
RWICX	American Funds Cap World Gr and IncR3	12 dollars per fund position
JDPAX	Perkins Mid Cap Value Fund A	12 dollars per fund position
EHSTX	Eaton Vance Large Cap Value Fund A	12 dollars per fund position
EAASX	Eaton Vance Atlanta Cap SMID-Cap Fund A	12 dollars per fund position
BMEAX	BlackRock U.S. Opportunities Portfo	12 dollars per fund position
ADFAX	American Century Diversified Bond A	12 dollars per fund position
FHAIX	Franklin High Income Fund A	12 dollars per fund position
GMFCPFT	GM Federated Capital Preservation	10 basis points
MDFGX	BlackRock Capital Appreciation Fund A	12 dollars per fund position
GMMDDVX	GM BlackRock Eqty Dividend A	12 dollars per fund position
GMFCPFT	GM Federated Capital Preservation	N/A
FCPFT	Federated Capital Preservation	N/A
GMVSCAX	GM (CL) Invesco Small Cap Value Fund A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: UNITED COPPER IND., INC. 401(K) PLAN

Plan Number: 131720

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMRGACX	GM American Funds Growth of America R3	12 dollars per fund position
GMRERCX	GM American Funds EuroPacific GrowthR3	12 dollars per fund position
GMPGOAX	GM Prudential Jennison Small Company A	12 dollars per fund position
GMOLGAX	GM JPMorgan Large Cap Growth Fund A	12 dollars per fund position
RERCX	American Funds EuroPacific GrowthR3	12 dollars per fund position
GMMDLOX	GM BlackRock Global Allocation Fund A	12 dollars per fund position
RGACX	American Funds Growth Fund of America R3	12 dollars per fund position
GMLIGRX	GM Loomis Sayles Invmt Grade Bond A	12 dollars per fund position
GMJDPAX	GM Perkins Mid Cap Value Fund A	12 dollars per fund position
GMEHSTX	GM Eaton Vance Large Cap Value Fund A	12 dollars per fund position
GMEAASX	GM Eaton Vance Atlanta Cap SMID-Cap A	12 dollars per fund position
GMBMEAX	GM BlackRock U.S. Opportunities Por	12 dollars per fund position
GMADFAX	GM American Century Diversified Bond A	12 dollars per fund position
DNLDX	Dreyfus Active MidCap Fund A	12 dollars per fund position
MASRX	BlackRock S&P 500 Index Instl	N/A
GMMWEFX	GM MFS Global Equity Fund A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)
Formula Description - Additional Fee Notes

Plan Name: UNITED COPPER IND., INC. 401(K) PLAN
Plan Number: 131720
Broker Dealer: Merrill Lynch

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

**UNITED COPPER IND., INC.
401(k) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**Years Ended December 31, 2012 and 2011
with Report of Independent Auditors**

**UNITED COPPER IND., INC.
401(k) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Trustees of the
United Copper Ind., Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the United Copper Ind., Inc. 401(k) 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 then ended, 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 investment information, which was certified by Ascensus, the record keeper, on behalf of Frontier 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 record keeper on behalf of 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.

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 Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of 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 for 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 record keeper on behalf of 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.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Fort Worth, Texas
August 2, 2013

UNITED COPPER IND., INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
	<hr/>	<hr/>
Assets		
Investments, at fair value:		
Money market fund	\$ 1,865	\$ 17,967
Mutual funds	2,672,158	1,969,231
Common collective trust	340,020	529,815
Total investments at fair value	<hr/> 3,014,043	<hr/> 2,517,013
Receivables:		
Employer contributions	4,932	-
Participant contributions	7,294	-
Notes receivable from participants	292,379	350,629
Total receivables	<hr/> 304,605	<hr/> 350,629
Net assets available for benefits at fair value	3,318,648	2,867,642
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	<hr/> (5,887)	<hr/> (11,271)
Net assets available for benefits	<hr/> <hr/> \$ 3,312,761	<hr/> <hr/> \$ 2,856,371

See accompanying notes to financial statements.

UNITED COPPER IND., INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2012	2011
	<hr/>	<hr/>
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	\$ 214,705	\$ (79,360)
Interest and dividends	51,942	42,452
Total investment income (loss)	<hr/> 266,647	<hr/> (36,908)
Interest income on notes receivable from participants	13,341	14,178
Contributions:		
Participant	263,091	239,189
Employer	179,373	186,418
Rollovers	45,475	-
Total contributions	<hr/> 487,939	<hr/> 425,607
Transfer from Cambridge Lee Non-Union Plan	<hr/> -	<hr/> 27,681
Total additions to net assets	767,927	430,558
Deductions from Net Assets		
Benefits paid to participants	305,658	185,102
Administrative expenses	5,879	9,321
Total deductions from net assets	<hr/> 311,537	<hr/> 194,423
Net increase in net assets available for benefits	456,390	236,135
Net assets available for benefits at beginning of year	<hr/> 2,856,371	<hr/> 2,620,236
Net assets available for benefits at end of year	<hr/> <hr/> \$ 3,312,761	<hr/> <hr/> \$ 2,856,371

See accompanying notes to financial statements.

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of the Plan

Plan Description

The following brief description of the United Copper Ind., Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. The Plan is sponsored by United Copper Industries, Inc. (the “Plan Sponsor” or the “Company”). Participants should refer to the Plan document for more complete information. The Company’s corporate offices are located in Denton, Texas.

General

The Plan is a defined contribution plan available to all employees of the Company who have attained age 18, have completed twelve months and 1,000 hours of service. All employees of the Company are eligible to participate in the Plan. Once the age and service requirements are met, eligible employees may enter the Plan on the first day of the next quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The purpose of the Plan is to encourage the Company’s employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the “Code”) as defined in the Plan document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year may make catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Company contributes an amount equal to 3% of the participant’s eligible compensation for the Plan year, whether or not the participant is making elective deferrals.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of: (a) the Company’s contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

A. Description of the Plan – continued

Vesting

Participants are immediately vested in their voluntary contributions and employer contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their account balance. Note receivable terms range up to five years or longer for the purchase of a primary residence. The notes receivable are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate plus 1%. As of December 31, 2012, interest rates range from 4.25% to 7.00%. Principal and interest is paid ratably through payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

Participants are not permitted to receive a hardship distribution from salary reduction contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals in 1% increments into any of the Plan's investment options.

Plan Expenses

In accordance with Plan provisions, administrative expenses are paid by the Company with the exception of transaction processing fees, which are charged upon a participant's execution of certain transactions and also record keeping fees, which the Company approves to be paid by the Plan.

B. Summary of Significant Accounting Policies

Basis of Accounting

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

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

B. Summary of Significant Accounting Policies – continued

Use of Estimates

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

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the Plan year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. For information related to the Plan’s valuation methodologies under FASB ASC 820, see Note C of these financial statements.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fully Benefit-Responsive Investment Contracts

The Plan accounts for a fully benefit-responsive investment contract at contract value in accordance with FASB ASC 962, *Plan Accounting - Defined Contribution Pension Plans*. Investment contracts held by a defined contribution plan are typically reported at fair value. However, under FASB ASC 962, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FASB ASC 962, the accompanying statement of net assets available for benefits presents the fair value of the investment contracts and the adjustment from fair value to contract value. The accompanying statement of changes in net assets available for benefits is prepared on a basis that reflects income credited to participants but not realized and unrealized gains and losses on the investment contracts (contract value).

The common collective trust holds guaranteed investment contracts, separate account guaranteed investment contracts, and synthetic guaranteed investment contracts and is considered a fully benefit responsive investment. All guaranteed investment contracts and the associated wrap contracts are stated at fair value, therefore, an adjustment from fair value to contract value is presented in the Plan’s statement of net assets available for benefits as of December 31, 2012 and 2011.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

B. Summary of Significant Accounting Policies – continued

Contributions

Under the accrual basis of accounting, contributions from the participants and the Company are recorded in the period in which they are contributed to the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

C. Fair Value Measurements

FASB ASC 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the assets or liabilities.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

C. Fair Value Measurements – continued

FASB ASC 820 requires the financial statements describe the methodologies used to measure the fair value of assets and liabilities. Management has described below the methodology used to measure each major category of investments. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- The money market fund is valued based on the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.
- Mutual funds are measured using the estimated net asset values of the shares held by the Plan at year end and are classified within Level 1 of the valuation hierarchy.
- The common collective trust is determined by values reported by the Plan's third-party trustee, audited financial statements of the fund, and transaction prices before and after the Plan's year-end and is classified within Level 2 of the valuation hierarchy.

The following table presents the investments carried at fair value as of December 31, 2012 and 2011, by caption in the statement of net assets available for benefits and by the FASB ASC 820 valuation hierarchy (as described above). The Plan has no assets classified within Level 3 of the valuation hierarchy. Investments measured at fair value on a recurring basis as of December 31:

	2012		
	Level 1	Level 2	Total
Mutual funds:			
Intermediate-term bond funds	\$ 774,643	\$ -	\$ 774,643
Large cap blended funds	444,950	-	444,950
International funds	326,673	-	326,673
Large cap value fund	299,401	-	299,401
Large cap growth fund	268,883	-	268,883
Mid cap value funds	141,673	-	141,673
Small cap value fund	112,988	-	112,988
Mid cap growth funds	110,425	-	110,425
Small cap growth fund	108,055	-	108,055
High yield income fund	84,467	-	84,467
Money market fund	1,865	-	1,865
Common collective trust	-	340,020	340,020
Total	\$ 2,674,023	\$ 340,020	\$ 3,014,043

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

C. Fair Value Measurements – continued

	2011		
	Level 1	Level 2	Total
Mutual funds:			
Intermediate-term bond funds	\$ 553,393	\$ -	\$ 553,393
Large cap growth funds	201,623	-	201,623
International funds	286,854	-	286,854
Large cap blended funds	238,180	-	238,180
Large cap value funds	260,839	-	260,839
Mid cap value funds	150,426	-	150,426
Small cap growth fund	75,017	-	75,017
Mid cap blended fund	72,839	-	72,839
Small cap value fund	80,298	-	80,298
High yield income fund	49,762	-	49,762
Money market fund	17,967	-	17,967
Common collective trust	-	529,815	529,815
Total	<u>\$ 1,987,198</u>	<u>\$ 529,815</u>	<u>\$ 2,517,013</u>

D. Investments

Investments that represent 5% or more of net assets available for benefits at December 31, are as follows:

	2012
American Century Diversified Bond Fund	\$ 416,609
Loomis Sayles Investment Grade Bond Fund A	358,034
Federated Capital Preservation Trust	340,020
BlackRock Equity Dividend Fund A	299,401
JP Morgan Large Cap Growth Fund A	268,883
BlackRock S&P 500 Index Fund Class I	256,851
BlackRock Global Allocation Fund Class A	220,221
American Funds Europacific Growth Fund	179,044

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

D. Investments – continued

	2011
American Century Diversified Bond Fund	\$ 550,312
Federated Capital Preservation Trust	529,815
BlackRock Global Allocation Fund Class A	277,685
Eaton Vance Large Cap Value Fund A	249,249
American Funds Growth Fund of America	199,762
American Funds Europacific Growth Fund	187,902
Perkins Mid Cap Value Fund	150,342

The net realized and unrealized gain (loss) on investments for the years ended December 31, 2012 and 2011, respectively, was comprised primarily from mutual funds.

E. Tax Status

The Company has adopted a non-standardized prototype plan and trust document on which the Internal Revenue Service (“IRS”) has issued an opinion letter, dated March 31, 2008, stating that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

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 position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, 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 Company believes it is no longer subject to income tax examination for years prior to 2009.

F. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invests in shares of mutual funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions and are exempt from prohibited transaction rules.

UNITED COPPER IND., INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (continued)

G. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA.

H. Information Certified by the Recordkeeper on Behalf of the Trustee

The plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator limited auditing procedures with respect to the investment information certified by the record keeper on behalf of the trustee, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year).

I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2012 and 2011 per the accompanying financial statements to the Form 5500.

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial	\$ 3,312,761	\$ 2,856,371
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>5,887</u>	<u>11,271</u>
Net assets available for benefits per the Form 5500	<u>\$ 3,318,648</u>	<u>\$ 2,867,642</u>

The following is a reconciliation of the net increase in assets available for benefits as of December 31, per the accompanying financial statements to the Form 5500:

	<u>2012</u>	<u>2011</u>
Net increase in assets available for benefits per the financial statements	\$ 456,390	\$ 236,135
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(5,384)</u>	<u>11,271</u>
Net increase in assets available for benefits per the Form 5500	<u>\$ 451,006</u>	<u>\$ 247,406</u>

UNITED COPPER IND., INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

I. Reconciliation of Financial Statements to Form 5500 – continued

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. Government reporting rules were used in preparing the Form 5500 for the years ended December 31, 2012 and 2011, whereas the Plan's financial statements have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America. Government reporting rules require the common collective trust to be reported at fair value, while accounting standards require it to be reported at contract value.

J. Subsequent Events

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for potential recognition or disclosure through August 2, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

UNITED COPPER IND., INC. 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 45-3237337

Plan #: 001

(a)	(b) Identity of issuer, 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
	American Century	American Century Diversified Bond Fund	**	\$ 416,609
	Loomis Sayles	Loomis Sayles Investment Grade Bond Fund A	**	358,034
	Federated	Federated Capital Preservation Trust	**	340,020
	BlackRock	BlackRock Equity Dividend Fund A	**	299,401
	JPMorgan	JP Morgan Large Cap Growth Fund A	**	268,883
	BlackRock	BlackRock S&P 500 Index Fund Class I	**	256,851
	BlackRock	BlackRock Global Allocation Fund Class A	**	220,221
	American Funds	American Funds Europacific Growth Fund	**	179,044
	Janus Capital	Perkins Mid Cap Value Fund A	**	141,576
	Invesco	Invesco Small Cap Value Fund A	**	112,988
	Eaton Vance	Eaton Vance Atlanta Cap SMID - Cap Fund A	**	110,425
	Prudential	Prudential Jennison Small Co. Fund, Inc. Class A	**	108,055
	MFS	MFS Global Equity Fund A	**	106,452
	Franklin	Franklin High Income Fund A	**	84,467
	ClearBridge	ClearBridge Appreciation Fund A	**	9,055
*	Frontier Trust Company	Money Market Fund	**	1,865
	Dreyfus	Dreyfus Active MidCap Fund Class A	**	97
*	Participant loans	Interest rates ranging from 4.25% to 7.00% with various due dates	-0-	292,379
				<u>\$3,306,422</u>

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

UNITED COPPER IND., INC. 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 45-3237337

Plan #: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	American Century	American Century Diversified Bond Fund	**	\$ 416,609
	Loomis Sayles	Loomis Sayles Investment Grade Bond Fund A	**	358,034
	Federated	Federated Capital Preservation Trust	**	340,020
	BlackRock	BlackRock Equity Dividend Fund A	**	299,401
	JPMorgan	JP Morgan Large Cap Growth Fund A	**	268,883
	BlackRock	BlackRock S&P 500 Index Fund Class I	**	256,851
	BlackRock	BlackRock Global Allocation Fund Class A	**	220,221
	American Funds	American Funds Europacific Growth Fund	**	179,044
	Janus Capital	Perkins Mid Cap Value Fund A	**	141,576
	Invesco	Invesco Small Cap Value Fund A	**	112,988
	Eaton Vance	Eaton Vance Atlanta Cap SMID - Cap Fund A	**	110,425
	Prudential	Prudential Jennison Small Co. Fund, Inc. Class A	**	108,055
	MFS	MFS Global Equity Fund A	**	106,452
	Franklin	Franklin High Income Fund A	**	84,467
	ClearBridge	ClearBridge Appreciation Fund A	**	9,055
*	Frontier Trust Company	Money Market Fund	**	1,865
	Dreyfus	Dreyfus Active MidCap Fund Class A	**	97
*	Participant loans	Interest rates ranging from 4.25% to 7.00% with various due dates	-0-	292,379
				<u>\$3,306,422</u>

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name UNITED COPPER IND., INC 401(K) PLAN

EIN: 45-3237337

Plan Sponsor's Name UNITED COPPER INDUSTRIES, INC

PN: 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
	BlackRock	BlackRock Global Allocation Fund A	0	220,221
	BlackRock	BlackRock S&P 500 Index Instl	0	256,851
	BlackRock	BlackRock Eqty Dividend A	0	100,256
	Dreyfus	Dreyfus Active MidCap Fund A	0	97
	Prudential	Prudential Jennison Small Company Fund A	0	63,833
	American Funds	American Funds EuroPacific GrowthR3	0	87,875
	Prudential	GM Prudential Jennison Small Company A	0	44,223

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name UNITED COPPER IND., INC 401(K) PLAN

EIN: 45-3237337

Plan Sponsor's Name UNITED COPPER INDUSTRIES, INC

PN: 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
	American Funds	GM American Funds EuroPacific Growth	0	91,169
	Loomis Sayles	Loomis Sayles Invmt Grade Bond A	0	35,655
	American Century	American Century Diversified Bond A	0	101,754
	ClearBridge	ClearBridge Appreciation Fund A	0	9,055
	Invesco	(CL) Invesco Small Cap Value Fund A	0	67,420
	American Century	GM American Century Diversified Bond A	0	314,855
	Invesco	GM (CL) Invesco Small Cap Value Fund A	0	45,569

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name UNITED COPPER IND., INC 401(K) PLAN

EIN: 45-3237337

Plan Sponsor's Name UNITED COPPER INDUSTRIES, INC

PN: 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
	Perkins	Perkins Mid Cap Value Fund A	0	78,708
	Perkins	GM Perkins Mid Cap Value Fund A	0	62,868
	Franklin	Franklin High Income Fund A	0	84,467
	Federated	Federated Capital Preservation	0	178,033
	Federated	GM Federated Capital Preservation	0	161,987
	JPMorgan	JPMorgan Large Cap Growth Fund A	0	88,095
	Eaton Vance	Eaton Vance Atlanta Cap SMID-Cap Fund A	0	45,078

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name UNITED COPPER IND., INC 401(K) PLAN

EIN: 45-3237337

Plan Sponsor's Name UNITED COPPER INDUSTRIES, INC

PN: 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
	MFS	MFS Global Equity Fund A	0	11,906
	JPMorgan	GM JPMorgan Large Cap Growth Fund A	0	180,788
	Eaton Vance	GM Eaton Vance Atlanta Cap SMID-Cap A	0	65,346
	MFS	GM MFS Global Equity Fund A	0	94,546
	BlackRock	GM BlackRock Eqty Dividend A	0	199,145
	Loomis Sayles	GM Loomis Sayles Invmt Grade Bond A	0	322,378
	Participants Loan Account	Various Rates and Maturities	0	292,379

Plan Name	UNITED COPPER IND., INC 401(K) PLAN	EIN:	45-3237337
Plan Sponsor's Name	UNITED COPPER INDUSTRIES, INC	PN:	001

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