

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2012 or fiscal plan year beginning <u>05/01/2012</u> and ending <u>12/31/2012</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input checked="" type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information						
<b>1a</b> Name of plan <u>GM NAMEPLATE, INC. PROFIT SHARING 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>12/01/2002</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>	<b>1c</b> Effective date of plan <u>12/01/2002</u>			
<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>						
<b>1c</b> Effective date of plan <u>12/01/2002</u>							
<b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)  <u>GM NAMEPLATE, INC.</u>  <u>2040 15TH AVENUE WEST</u> <u>SEATTLE, WA 98119</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>2b</b> Employer Identification Number (EIN) <u>91-0612253</u></td> <td style="width: 20%;"></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number <u>206-301-1181</u></td> <td></td> </tr> <tr> <td><b>2d</b> Business code (see instructions) <u>332810</u></td> <td></td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN) <u>91-0612253</u>		<b>2c</b> Sponsor's telephone number <u>206-301-1181</u>		<b>2d</b> Business code (see instructions) <u>332810</u>	
<b>2b</b> Employer Identification Number (EIN) <u>91-0612253</u>							
<b>2c</b> Sponsor's telephone number <u>206-301-1181</u>							
<b>2d</b> Business code (see instructions) <u>332810</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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature. <b>Signature of plan administrator</b>	<u>09/05/2013</u> Date	<u>DEBBIE THOMPSON</u> Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	Filed with authorized/valid electronic signature. <b>Signature of employer/plan sponsor</b>	<u>09/05/2013</u> Date	<u>DEBBIE THOMPSON</u> Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	Filed with authorized/valid electronic signature. <b>Signature of DFE</b>	<u>09/05/2013</u> Date	<u>ALAN ELSER</u> 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)

<b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address  GM NAMEPLATE, INC.  2040 15TH AVENUE WEST SEATTLE, WA 98119		<b>3b</b> Administrator's EIN 91-0612253
		<b>3c</b> Administrator's telephone number 206-301-1181
<b>4</b> 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: <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 890
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	771
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	8
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	115
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	894
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	9
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	903
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	554
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

For calendar plan year 2012 or fiscal plan year beginning **05/01/2012** and ending **12/31/2012**

<b>A</b> Name of plan <b>GM NAMEPLATE, INC. PROFIT SHARING 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>002</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>GM NAMEPLATE, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>91-0612253</b>

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
**FID.INV.INST.OPS.CO.**

**04-2647786**

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

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	3534	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

MORGAN STANLEY SMITH BARNEY

26-4310632

(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?
49 99	ADVISOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	366	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>ALL/BERN INTL GRTH A - ALLIANCEBERN</p> <p>13-3211780</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p><b>(b)</b> Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p><b>(c)</b> Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>COL MID CAP GR A - COLUMBIA MGT INV      P.O. BOX 8081 BOSTON, MA 02266</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p><b>(b)</b> Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p><b>(c)</b> Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>INVS EQL WT S&amp;P500 A - INVESCO INVE      11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS EQUITY & INC A - INVESCO INVES	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS GRTH & INC A - INVESCO INVESTM	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS MDCP CORE EQ A - INVESCO CANAD	P.O. BOX 4739 HOUSTON, TX 77210	0.35%



**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
INVS S&P 500 INDEX A - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
INVS SM CAP GRTH A - INVESCO CANADA P.O. BOX 4739 HOUSTON, TX 77210	0.35%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
INVS SM CAP VAL A - INVESCO INVESTM 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>MFS INTL GROWTH R3 - MFS SERVICE CE</p> <p>04-2865649</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p><b>(b)</b> Service Codes (see instructions)</p> <p>60</p>		
<p><b>(c)</b> Enter amount of indirect compensation</p> <p>0</p>		
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>MS LIQUID ASSETS - MORGAN STANLEY S</p> <p>13-3799749</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p><b>(b)</b> Service Codes (see instructions)</p> <p>60</p>		
<p><b>(c)</b> Enter amount of indirect compensation</p> <p>0</p>		
<p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR DEV MKTS A - OFI GLOBAL ASSE TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281</p>		
<p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR MS SELECT A - OFI GLOBAL ASS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R4 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

**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)

<b>a</b> Name: <span style="color: blue;">BADER MARTIN PS</span>	<b>b</b> EIN: <span style="color: blue;">91-1501421</span>
<b>c</b> Position: <span style="color: blue;">ACCOUNTANT</span>	
<b>d</b> Address: <span style="color: blue;">1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104</span>	<b>e</b> Telephone: <span style="color: blue;">206-621-1900</span>

Explanation: REDUCTION OF COST

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 05/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>GM NAMEPLATE, INC. PROFIT SHARING 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<u>002</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GM NAMEPLATE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>91-0612253</u>	

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MIP CL 1</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>04-3022712-024</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>66795</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

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



<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2012 or fiscal plan year beginning <b>05/01/2012</b> and ending <b>12/31/2012</b>		
<b>A</b> Name of plan <b>GM NAMEPLATE, INC. PROFIT SHARING 401(K) PLAN</b>		<b>B</b> Three-digit plan number (PN) <b>►</b> <b>002</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>GM NAMEPLATE, INC.</b>		<b>D</b> Employer Identification Number (EIN)  <b>91-0612253</b>

Part I Asset and Liability Statement			
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	72909	0
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	51377	0
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	1473779	1803718
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	123426	113295
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	814566	864866
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>	79047	66795
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	26669904	28162596
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	29285008	31011270

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	29285008	31011270
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**Part II Income and Expense Statement**

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

**Income**

		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>		
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	1154501	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	330885	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		1485386
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	109	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	28647	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		28756
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>	1505	
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	843132	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		844637
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>	19173	
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>	21317	
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		-2144
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>	5904	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		5904

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)		190
(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)		40355
c Other income.....	2c		
d Total income. Add all <b>income</b> amounts in column (b) and enter total.....	2d		2403084

**Expenses**

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	673367	
(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)		673367
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)		
(3) Investment advisory and management fees .....	2i(3)		
(4) Other .....	2i(4)	3455	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3455
j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	2j		676822

**Net Income and Reconciliation**

k Net income (loss). Subtract line 2j from line 2d.....	2k		1726262
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: MOSS ADAMS LLP

(2) EIN: 91-0189318

**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		8375
4b		X	

	Yes	No	Amount
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		500000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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	
<b>h</b> 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	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....		X	

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

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

**5b(1)** Name of plan(s)

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

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 05/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>GM NAMEPLATE, INC. PROFIT SHARING 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>002</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>GM NAMEPLATE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>91-0612253</u>

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>	<u>0</u>
<b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b>	

<b>Part II</b>	<b>Funding Information</b> (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)
----------------	--

<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
<b>5</b> 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.			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>		
<b>c</b> 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).....	<b>6c</b>		
If you completed line 6c, skip lines 8 and 9.			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

<b>Part IV</b>	<b>ESOPs</b> (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.
----------------	---

<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_

## **COMMUNICATION WITH THOSE CHARGED WITH GOVERNANCE AND INTERNAL CONTROL RELATED MATTERS**

Plan Administrator Committee  
GM Nameplate, Inc.  
401(k) Profit Sharing Plan

We have completed a Department of Labor (DOL) limited scope audit of the financial statements of GM Nameplate, Inc. 401(k) Profit Sharing Plan (Plan) as of and for the period ended December 31, 2012. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4 to those financial statements. Because of the significance of the information we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedule taken as a whole. Professional standards require that we provide you with the following information related to our audit.

### **Our Responsibility under Auditing Standards Generally Accepted in the United States of America**

As part of our audit, we considered the internal control of the Plan except that we did not, as part of the scope limitation discussed in the first paragraph, include a consideration of internal control relating to the information summarized in Note 4 to those financial statements. Such considerations were solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

Our responsibility is to plan and perform the audit in accordance with auditing standards generally accepted in the United States of America and to design the audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we considered the Plan's internal control solely for the purposes of determining our audit procedures and not to provide assurance concerning such internal control.

We are also responsible for communicating significant matters related to the financial statement audit that, in our professional judgment, are relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.



## **Our Responsibility under Auditing Standards Generally Accepted in the United States of America, continued**

You should understand our audit was not specifically designed for and should not be relied upon to disclose matters affecting Plan qualifications or compliance with the ERISA and Internal Revenue Code requirements.

## **Other Information in Documents Containing Audited Financial Statements**

The AICPA's Audit and Accounting Guide for Employee Benefit Plans requires that, before an auditor's report on the Plan's financial statements can be included with a filed Form 5500 (including any related schedules), the auditor must review the Form 5500 and consider whether there are any material inconsistencies between the other information in the form and the audited financial statements (including the required supplementary schedule or any material misstatement of fact).

Our responsibility for other information in the Form 5500 does not extend beyond the financial information identified in our report. We do not have an obligation to perform any procedures to corroborate other information contained in the form, except as described above. However, we have read the information contained in the Schedule H and nothing came to our attention that caused us to believe such information or its manner of presentation is materially inconsistent with the information as it is presented in the financial statements.

## **Planned Scope and Timing of the Audit**

We performed the audit according to the planned scope and timing previously communicated to you in our engagement letter dated April 2, 2013, and our 2012 audit planning communication with those charged with governance emailed to Jeff Perry on July 8, 2013.

## **Qualitative Aspects of Accounting Practices**

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements. There were no changes in the application of existing accounting policies during the period under audit. We noted no transactions entered into by the Plan during the period for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

There were no changes in the application of existing accounting policies during the period. We noted no transactions entered into by the Plan during the period for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

### **Significant Accounting Estimates**

Accounting estimates may be an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates may be particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

We did not note any significant accounting estimates in the financial statements. Significant accounting estimates are not commonly inherent in a defined contributions plan with investments that are all readily marketable.

### **Financial Statement Disclosures**

The disclosures in the financial statements are consistent, clear, and understandable. Certain financial statement disclosures may be particularly sensitive because of their significance to financial statement users.

The comments below include references to the Plan sponsor and the Plan's management. The Plan sponsor is defined as the employer responsible for the establishment and maintenance of the Plan; Plan's management are the personnel at the employer who have fiduciary responsibility for the Plan.

We did not note any disclosures in the financial statements that we consider sensitive to potential users.

### **Significant Difficulties Encountered in Performing the Audit**

We encountered no significant difficulties in dealing with management in performing and completing our audit.

### **Corrected and Uncorrected Misstatements**

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management.

We did not note any known or likely misstatements in the course of the engagement.

### **Disagreements with Management**

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report no such disagreements arose during the course of our audit.

## **Management Representations**

We have requested certain representations from management that are included in the management representation letter dated August 29, 2013.

## **Management Consultation with Other Independent Accountants**

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a “second opinion” in certain situations. If a consultation involves application of an accounting principle to the Plan’s financial statements or a determination of the type of auditor’s opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

## **Major Issues Discussed with Management Prior to Retention of the Auditor**

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each period prior to retention as the Plan’s auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

## **Communication of Internal Control Related Matters**

We were engaged to perform an audit of the financial statements and supplementary schedule of the Plan as of and for the period ended December 31, 2012. In our report dated August 29, 2013, we disclaimed an opinion on the Plan’s 2012 financial statements and supplementary schedule because of the election by the Plan administrator to limit the scope of our audit with respect to information that was certified by the trustee of the Plan (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, as amended). In planning and performing our limited scope audit of the financial statements and supplementary schedule of the Plan as of and for the period ended December 31, 2012, in accordance with auditing standards generally accepted in the United States of America, we considered the Plan’s internal control over financial reporting (internal control) as a basis for designing our auditing procedures, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan’s internal control. Had the scope of our audit not been limited as described above, other matters might have come to our attention that would have been reported to you.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Plan’s financial statements will not be prevented, or detected and corrected on a timely basis.

## Other Significant Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Our consideration of internal control was for the limited purpose described in the first paragraph and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control that we consider to be material weaknesses, as defined above. The following other matters were noted during our audit and discussed with management:

While conducting testing surrounding loans to participants, we noted that loan payments were not immediately being withheld from one participants pay or remitted to the Plan in a timely manner. The error occurred in December 2012 and was undetected until April 2013. The payroll department and Fidelity corrected the issue through catch-up payments, and was made whole by June 15, 2013. A new control process has been implemented by the payroll and human resources departments to ensure proper checks and balances are being completed in both systems to prevent an error in the future.

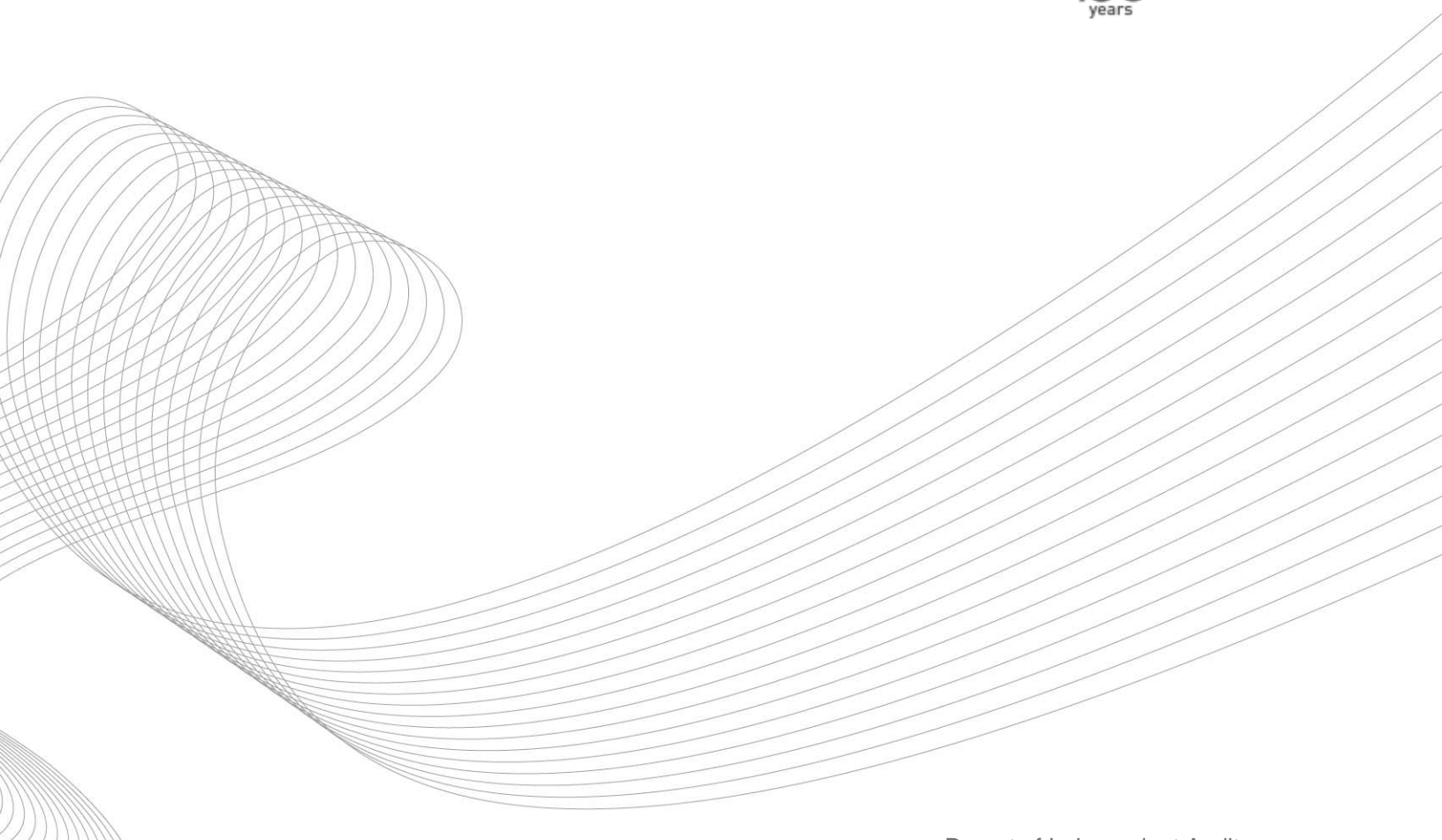
Prior to us completing our audit procedures, the human resource specialist notified the engagement team of an error surrounding deferrals and supplied the audit team with documentation of the corrective action. The error occurred on bonus compensation during a time of transition in the human resource department. The error has been appropriately disclosed in the Supplementary Information, Schedule H, Line 4a – Schedule of delinquent contributions. Certain controls have been instituted to ensure the timely contribution of employee deferrals on bonus compensation.



This communication is intended solely for the use of the Administrative Committee, Board of Trustees, and management of the Plan, and is not intended to be, and should not be used by anyone other than these specified parties.

We were pleased to serve and be associated with the Plan as their independent auditors for 2012. We provide the above information to assist you in performing your oversight responsibilities.

Spokane, Washington

A large, abstract graphic composed of numerous thin, grey, curved lines that sweep across the upper half of the page. The lines are more densely packed on the left side, creating a sense of depth and movement, and then fan out towards the right.

Report of Independent Auditors  
and Financial Statements  
with Supplementary Information for

**GM Nameplate  
401(k) Retirement Plan**

December 31, 2012 and April 30, 2012

**MOSS ADAMS<sub>LLP</sub>**

Certified Public Accountants | Business Consultants

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## REPORT OF INDEPENDENT AUDITORS

To the Plan Administrative Committee of  
GM Nameplate 401(k) Retirement Plan

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of GM Nameplate 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012, and April 30, 2012, and the related statement of changes in net assets available for benefits for the period ended December 31, 2012, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the period then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

## **REPORT OF INDEPENDENT AUDITORS (continued)**

### ***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 Matters***

The financial statements of the Plan as of April 30, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform any auditing procedures with respect to the investments information certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. Their report, dated February 13, 2013, indicated that because of the significance of the information they did not audit, (a) they were unable to, and did not, express an opinion on the April 30, 2012, financial statements and supplementary schedule taken as a whole and, (b) the form and content of the information included in the year ended April 30, 2012, financial statements and supplementary schedule, other than that derived from information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The Schedule H, Line 4i – Schedule of assets (held at end of year) and Schedule H, Line 4a – Schedule of Delinquent Contributions as of or for the period ended December 31, 2012, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

### **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 supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Spokane, Washington  
August 29, 2013



**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

---

	December 31, 2012	April 30, 2012
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 28,162,596	\$ 26,669,904
Stable value funds	64,884	79,047
Common stock	113,295	123,426
Money market account	1,792,642	1,468,785
Total investments, at fair value	30,133,417	28,341,162
Receivables		
Notes receivable from participants	864,866	814,566
Employer contributions	168,527	73,831
Employee contributions	-	51,377
	1,033,393	939,774
Cash and cash equivalents	11,076	4,994
NET ASSETS AVAILABLE FOR BENEFITS	\$ 31,177,886	\$ 29,285,930

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

---

	Period Ended December 31, 2012
<hr/>	
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 40,687
Interest and dividends	845,531
	<hr/>
Net investment income	886,218
	<hr/>
Interest income on notes receivable from participants	28,647
	<hr/>
Contributions	
Employer	168,527
Participant	1,154,501
Rollovers	330,885
	<hr/>
	1,653,913
	<hr/>
Total additions	2,568,778
	<hr/>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	673,367
Administrative expenses	3,455
	<hr/>
Total deductions	676,822
	<hr/>
Change in net assets	1,891,956
 NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	29,285,930
	<hr/>
End of year	\$ 31,177,886
	<hr/> <hr/>

## **GM NAMEPLATE 401(k) RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **Note 1 – Description of Plan**

The following description of the GM Nameplate 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General** – The Plan is a defined contribution tax-sheltered retirement program that allows all full-time employees, age eighteen or older, of GM Nameplate (Company) to participate in a voluntary contribution plan. Participants must complete at least 1,000 hours of service during the Plan year, and be employed as of the last day of the Plan year, to be eligible to receive any employer paid discretionary contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Company is the Plan's sponsor and serves as the Plan administrator.

The Plan year end was amended in July 2012 from April 30 to December 31.

**Contributions** – Contributions to the Plan are made through employee deferrals on earned compensation and participant directed rollovers from a tax qualified plan. Participants may contribute on a tax-deferred basis or make after-tax Roth contributions up to the annual limitations as prescribed by the Internal Revenue Service (IRS). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participant accounts are credited with the Company's discretionary matching contribution, if any, as of the end of the Plan year. The Company made a discretionary matching contribution of \$168,527 for the period ended December 31, 2012.

**Participant accounts** – Each participant's account is credited with the participant's contributions and Company matching contributions as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the investment of their contributions into various investment options offered by the Plan.

**Vesting** – Participants are vested immediately in all contributions plus actual earnings thereon.

**Retirement benefits and distributions** – At retirement, or any other termination of employment, participants may withdraw any or all of their account balance as provided by the rules of the investment trustee. Possible options include lump sum and installment payments. Married participants must obtain written consent from their spouse to take a lump sum distribution from the Plan in any form other than a qualified joint and survivor annuity. Participants may keep their balance in the Plan until minimum distributions as determined by the IRS rules at age 70½. Participants may elect to rollover their account balance to any eligible retirement plan, if the new Plan accepts such rollovers. Payouts prior to age 59½ will be subject to a 10% early distribution Federal tax penalty.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

---

#### **Note 1 – Description of Plan (continued)**

**Distributions during employment** – Vested contributions may be withdrawn for the following circumstances: hardship, withdrawals of rollover contributions, participants performing qualified military service, after the participant attained age 70½, and after normal retirement age, defined by the Plan as age 55.

**Notes receivable from participants** – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2012, the rates of interest on outstanding loans ranged from 4.25% to 9.25% with various maturities through September 2021.

**Plan termination** – Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

#### **Note 2 – Summary of Accounting Policies**

**Basis of accounting** – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

**Use of estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Recent accounting pronouncements** – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy.

## **GM NAMEPLATE 401(k) RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **Note 2 – Summary of Accounting Policies (continued)**

**Investment valuation** – Investments are stated at fair value as certified by the Plan’s trustee, Fidelity Management Trust Company. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Income recognition** – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

**Payment of benefits** – Benefits are recorded when paid.

**Expenses** – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant’s account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

**Notes receivable from participants** – Notes receivable from participants are measured at amortized cost, which represents the unpaid principal balance plus accrued but unpaid interest, and are classified as notes receivable. Delinquent notes receivable from participants are reclassified as distributions based on the terms of the Plan agreement.

**Subsequent events** – Subsequent events are events or transactions that occur after the statements of net assets available for benefits date but before the financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statements of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan’s financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statements of net assets available for benefits but arose after the statements of net assets available for benefits date and before the financial statements are available to be issued.

The Plan has evaluated subsequent events through August 29, 2013, which is the date the financial statements are available to be issued.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### Note 3 – Investments

The following presents investments that represent 5% or more of the Plan's net assets as of:

	December 31, 2012	April 30, 2012
Fidelity Investor Large Cap Fund Class A	\$ 3,851,995	\$ 3,806,087
Columbia Mid Cap Growth Fund Class A	3,112,214	3,230,601
Thornburg International Value R4	3,037,740	3,002,300
Fidelity Advisor Government Income Fund Class A	2,456,930	2,643,459
Fidelity Advisor Strategic Income Class A	2,181,337	**
Oppenheimer Main Street Select A	2,140,189	2,125,789
Invesco Equity Income Fund Class A	1,850,350	1,829,404
Morgan Stanley Liquid Assets	1,792,642	1,468,785
Invesco Small Cap Value Fund Class A	1,740,919	1,723,176

\*\*Investment did not represent 5% or more of net assets available for benefits

During the period ending December 31, 2012, the Plan's investments (including gains and losses on investments purchased, sold, and held during the year) appreciated/depreciated in fair value as follows:

Registered investment companies	\$ 885,633
Collective trust fund	585
	<u>\$ 886,218</u>

#### Note 4 – Fair Value Measurements

FASB Accounting Standards Code (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described below:

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

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### Note 4 – Fair Value Measurements (continued)

- Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012, and April 30, 2012.

**Registered investment companies (mutual funds)** – Shares of registered investment company funds (or mutual funds) are valued at the net asset value (NAV) of shares held by the Plan and are valued at the closing price reported on the active market on which the individual securities are traded.

**Common stock** – Common stock is valued at the closing price reported on the active markets on which the individual securities are traded.

**Money market fund** – The money market account is a public investment vehicle valued using \$1 for the NAV. The money market account is classified within Level 1 of the valuation hierarchy.

**Stable value fund** – The Managed Income Portfolio (Portfolio) is a commingled pool managed by Fidelity Management Trust Company that seeks to preserve principal while earning a level of interest income consistent with principal preservation. The Portfolio strives to maintain a stable NAV of \$1 per share although there is no guarantee that it will be able to do so. The Portfolio's yield will fluctuate.

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

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

#### Note 4 – Fair Value Measurements (continued)

During 2012, there were no significant transfers into and out of each level of the fair value hierarchy. Transfers between levels are recognized as of the end of the reporting period.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012, and April 30, 2012:

Fair Value Measurement at December 31, 2012				
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value funds	\$ 2,805,837	\$ -	\$ -	\$ 2,805,837
Equity funds	2,162,812	-	-	2,162,812
Income funds	4,944,206	-	-	4,944,206
Index funds	11,169,941	-	-	11,169,941
Balanced funds	2,641,850	-	-	2,641,850
Growth funds	1,141,561	-	-	1,141,561
International funds	3,205,827	-	-	3,205,827
Other funds	90,562	-	-	90,562
Stable value fund	-	64,884	-	64,884
Common stock	113,295	-	-	113,295
Money market	1,792,642	-	-	1,792,642
Total investments at fair value	<u>\$ 30,068,533</u>	<u>\$ 64,884</u>	<u>\$ -</u>	<u>\$ 30,133,417</u>
Fair Value Measurement at April 30, 2012				
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value funds	\$ 2,735,462	\$ -	\$ -	\$ 2,735,462
Equity funds	2,150,207	-	-	2,150,207
Income funds	4,121,411	-	-	4,121,411
Index funds	11,339,420	-	-	11,339,420
Balanced funds	1,952,233	-	-	1,952,233
Growth funds	1,301,185	-	-	1,301,185
International funds	3,067,513	-	-	3,067,513
Other funds	2,473	-	-	2,473
Stable value fund	-	79,047	-	79,047
Common stock	123,426	-	-	123,426
Money market	1,468,785	-	-	1,468,785
Total investments at fair value	<u>\$ 28,262,115</u>	<u>\$ 79,047</u>	<u>\$ -</u>	<u>\$ 28,341,162</u>



## **GM NAMEPLATE 401(k) RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **Note 5 – Tax Status**

The Plan document is a prototype standardized defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, management has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the year ended April 30, 2009.

#### **Note 6 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

#### **Note 7 – Information Certified By the Trustee**

The Plan administrator has 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, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012, and April 30, 2012.
- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period ended December 31, 2012.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### Note 7 – Information Certified By the Trustee (continued)

- Investments reflected on the supplementary schedule of assets (held at end of year).

#### Note 8 – Party in Interest Transactions

Plan investments include shares of registered investment company funds managed by Fidelity Investments. Fidelity is the trustee of the Plan and is an affiliate of the aforementioned management company; therefore, transactions with this entity qualify as exempt party in interest transactions. Fees paid by the Plan for investment management services to Fidelity were \$3,455 for the period ended December 31, 2012.

#### Note 9 – Reconciliation to Form 5500

The following is a reconciliation of the net assets available for benefits between the financial statements and Form 5500 as of December 31 and April 30:

	December 31, 2012	April 30, 2012
Net assets available for benefits, per the financial statements	\$ 31,177,885	\$ 29,285,930
Less amounts accrued for participant receivables	-	(51,377)
Less amounts accrued for employer receivables	(168,527)	(73,831)
Plus fair value adjustment to stable value fund	1,911	-
	<u>1,911</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 31,011,269</u>	<u>\$ 29,160,722</u>

The following is a reconciliation of the change in net assets available for benefits between the financial statements and Form 5500 for the period ended December 31, 2012:

Change in net assets per the financial statements	\$ 1,891,956
Plus fair value adjustment to stable value fund	1,911
Plus other adjustments	922
Less current year receivable	<u>(168,527)</u>
Net income per Form 5500	<u>\$ 1,726,262</u>

**SUPPLEMENTARY SCHEDULE REQUIRED BY THE DEPARTMENT OF LABOR**

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT CONTRIBUTIONS**

---

Plan Sponsor's EIN: 91-0612253  
Plan Number: 002

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant				
	\$ -	\$ 8,375	\$ -	\$ -

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

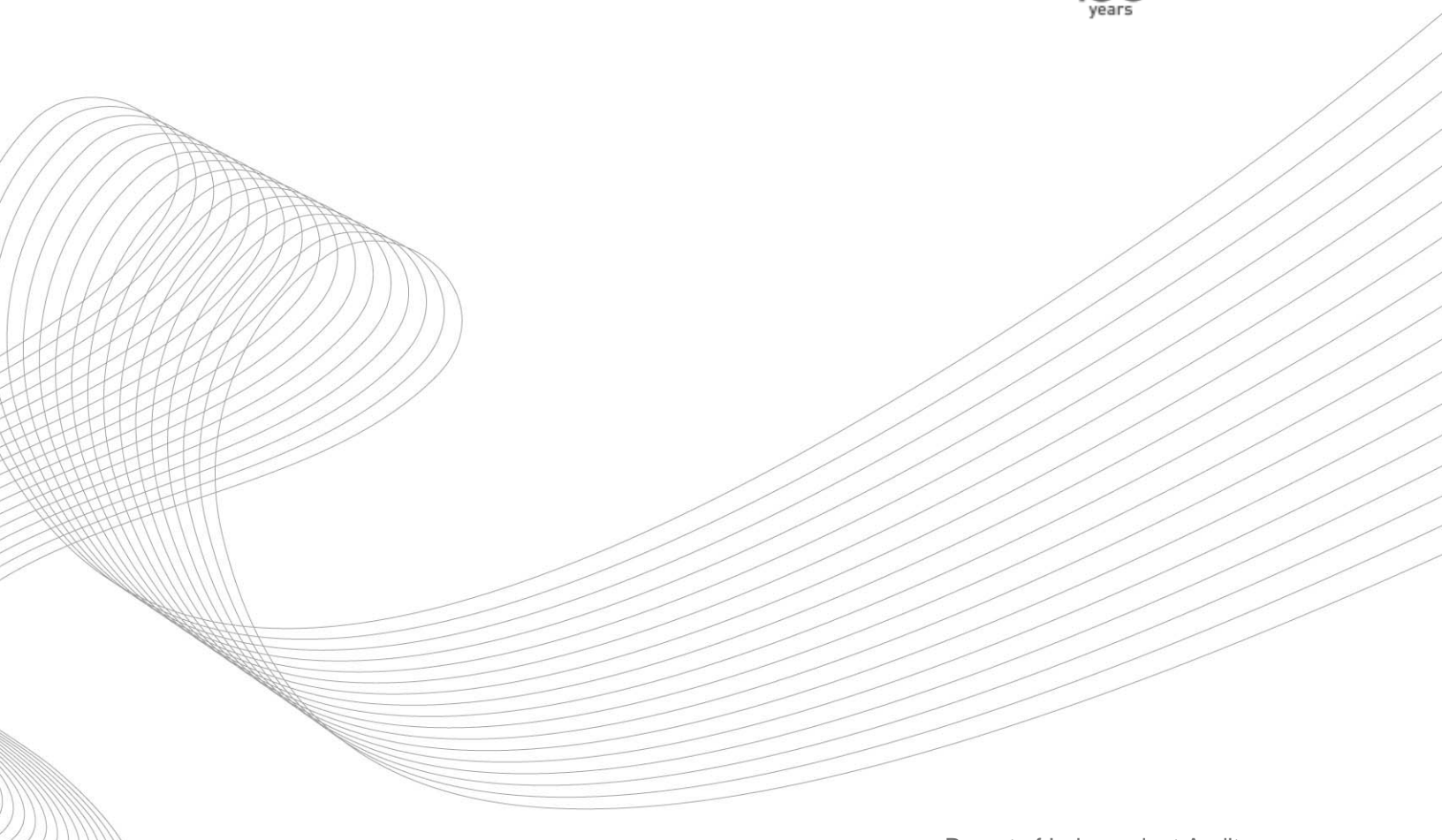
Plan Sponsor's EIN: 91-0612253

Plan Number: 002

		(c)	December 31, 2012	
(a)	(b) Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Large Cap Fund Class A	Registered Investment Company	**	\$ 3,851,995
	Columbia Mid Cap Growth Fund Class A	Registered Investment Company	**	3,112,214
	Thornburg International Value R4	Registered Investment Company	**	3,037,740
*	Fidelity Advisor Government Income Fund Class A	Registered Investment Company	**	2,456,930
*	Fidelity Advisor Strategic Income Class A	Registered Investment Company	**	2,181,337
	Oppenheimer Main Street Select A	Registered Investment Company	**	2,140,189
	Invesco Equity & Income Class A	Registered Investment Company	**	1,850,350
	Invesco Small Cap Value A	Registered Investment Company	**	1,740,919
	Invesco Growth & Income Class A	Registered Investment Company	**	1,064,918
	Invesco Equally-Weighted S&P 500 Fund	Registered Investment Company	**	1,063,865
	Invesco S&P 500 Index Fund Class A	Registered Investment Company	**	1,001,678
*	Fidelity Advisor Freedom 2020 Class A	Registered Investment Company	**	653,081
*	Fidelity Advisor Freedom 2040 Class A	Registered Investment Company	**	571,956
*	Fidelity Advisor New Insights Class A	Registered Investment Company	**	539,257
*	Fidelity Advisor Freedom 2015 Class A	Registered Investment Company	**	379,591
	Invesco Small Cap Growth Fund Class A	Registered Investment Company	**	349,724
*	Fidelity Advisor Freedom 2035 Class A	Registered Investment Company	**	338,036
	Invesco Midcap Core Equity Fund Class A	Registered Investment Company	**	312,462
*	Fidelity Advisor Freedom Income Fund Class A	Registered Investment Company	**	305,939
	Fidelity Advisor Stock Selector All Cap Class A	Registered Investment Company	**	252,580
*	Fidelity Advisor Freedom 2010 Class A	Registered Investment Company	**	208,863
*	Fidelity Advisor Freedom 2030 Class A	Registered Investment Company	**	189,041
*	Fidelity Advisor Freedom 2025 Class A	Registered Investment Company	**	187,027
	MFS International Growth Fund R3	Registered Investment Company	**	168,087
	Oppenheimer Developing Markets Fund Class A	Registered Investment Company	**	75,569
*	Fidelity Advisor Freedom 2045 Class A	Registered Investment Company	**	66,529
*	Fidelity Advisor Freedom 2050 Class A	Registered Investment Company	**	26,234
*	Fidelity Advisor Freedom 2005 Class A	Registered Investment Company	**	20,225
*	Other Fidelity Brokeragelink Account Asset	Registered Investment Company	**	14,992
*	Fidelity Advisor Freedom 2055 Class A	Registered Investment Company	**	1,268
	Fidelity Managed Income Portfolio Class I	Stable Value Fund	**	64,884
	Cash and cash equivalents	Cash	**	11,076
	Brokeragelink common stock	Common stock	**	113,295
	Morgan Stanley Liquid Assets	Money Market Account	**	1,792,642
		Interest rates range from 4.25% to 9.25%, maturing through September 2021	---	864,866
*	Participant loans			<u>\$ 31,009,359</u>

\* Indicates party in interest.

\*\* Information is not required as investments are participant directed.

A large, abstract graphic composed of numerous thin, grey, curved lines that sweep across the upper half of the page. The lines are more densely packed on the left side, creating a sense of depth and movement, and then fan out towards the right.

Report of Independent Auditors  
and Financial Statements  
with Supplementary Information for

**GM Nameplate  
401(k) Retirement Plan**

December 31, 2012 and April 30, 2012

**MOSS ADAMS<sub>LLP</sub>**

Certified Public Accountants | Business Consultants

*Acumen. Agility. Answers.*

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## REPORT OF INDEPENDENT AUDITORS

To the Plan Administrative Committee of  
GM Nameplate 401(k) Retirement Plan

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of GM Nameplate 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012, and April 30, 2012, and the related statement of changes in net assets available for benefits for the period ended December 31, 2012, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the period then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.



## **REPORT OF INDEPENDENT AUDITORS (continued)**

### ***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 Matters***

The financial statements of the Plan as of April 30, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform any auditing procedures with respect to the investments information certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. Their report, dated February 13, 2013, indicated that because of the significance of the information they did not audit, (a) they were unable to, and did not, express an opinion on the April 30, 2012, financial statements and supplementary schedule taken as a whole and, (b) the form and content of the information included in the year ended April 30, 2012, financial statements and supplementary schedule, other than that derived from information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The Schedule H, Line 4i – Schedule of assets (held at end of year) and Schedule H, Line 4a – Schedule of Delinquent Contributions as of or for the period ended December 31, 2012, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

### **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 supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Spokane, Washington  
August 29, 2013

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

---

	December 31, 2012	April 30, 2012
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 28,162,596	\$ 26,669,904
Stable value funds	64,884	79,047
Common stock	113,295	123,426
Money market account	1,792,642	1,468,785
Total investments, at fair value	30,133,417	28,341,162
Receivables		
Notes receivable from participants	864,866	814,566
Employer contributions	168,527	73,831
Employee contributions	-	51,377
	1,033,393	939,774
Cash and cash equivalents	11,076	4,994
NET ASSETS AVAILABLE FOR BENEFITS	\$ 31,177,886	\$ 29,285,930

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

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	Period Ended December 31, 2012
<hr/>	
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 40,687
Interest and dividends	845,531
	<hr/>
Net investment income	886,218
	<hr/>
Interest income on notes receivable from participants	28,647
	<hr/>
Contributions	
Employer	168,527
Participant	1,154,501
Rollovers	330,885
	<hr/>
	1,653,913
	<hr/>
Total additions	2,568,778
	<hr/>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	673,367
Administrative expenses	3,455
	<hr/>
Total deductions	676,822
	<hr/>
Change in net assets	1,891,956
	<hr/>
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	29,285,930
	<hr/>
End of year	\$ 31,177,886
	<hr/> <hr/>

## **GM NAMEPLATE 401(k) RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **Note 1 – Description of Plan**

The following description of the GM Nameplate 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General** – The Plan is a defined contribution tax-sheltered retirement program that allows all full-time employees, age eighteen or older, of GM Nameplate (Company) to participate in a voluntary contribution plan. Participants must complete at least 1,000 hours of service during the Plan year, and be employed as of the last day of the Plan year, to be eligible to receive any employer paid discretionary contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Company is the Plan's sponsor and serves as the Plan administrator.

The Plan year end was amended in July 2012 from April 30 to December 31.

**Contributions** – Contributions to the Plan are made through employee deferrals on earned compensation and participant directed rollovers from a tax qualified plan. Participants may contribute on a tax-deferred basis or make after-tax Roth contributions up to the annual limitations as prescribed by the Internal Revenue Service (IRS). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participant accounts are credited with the Company's discretionary matching contribution, if any, as of the end of the Plan year. The Company made a discretionary matching contribution of \$168,527 for the period ended December 31, 2012.

**Participant accounts** – Each participant's account is credited with the participant's contributions and Company matching contributions as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the investment of their contributions into various investment options offered by the Plan.

**Vesting** – Participants are vested immediately in all contributions plus actual earnings thereon.

**Retirement benefits and distributions** – At retirement, or any other termination of employment, participants may withdraw any or all of their account balance as provided by the rules of the investment trustee. Possible options include lump sum and installment payments. Married participants must obtain written consent from their spouse to take a lump sum distribution from the Plan in any form other than a qualified joint and survivor annuity. Participants may keep their balance in the Plan until minimum distributions as determined by the IRS rules at age 70½. Participants may elect to rollover their account balance to any eligible retirement plan, if the new Plan accepts such rollovers. Payouts prior to age 59½ will be subject to a 10% early distribution Federal tax penalty.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### **Note 1 – Description of Plan (continued)**

**Distributions during employment** – Vested contributions may be withdrawn for the following circumstances: hardship, withdrawals of rollover contributions, participants performing qualified military service, after the participant attained age 70½, and after normal retirement age, defined by the Plan as age 55.

**Notes receivable from participants** – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2012, the rates of interest on outstanding loans ranged from 4.25% to 9.25% with various maturities through September 2021.

**Plan termination** – Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

#### **Note 2 – Summary of Accounting Policies**

**Basis of accounting** – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

**Use of estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Recent accounting pronouncements** – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

---

#### Note 2 – Summary of Accounting Policies (continued)

**Investment valuation** – Investments are stated at fair value as certified by the Plan’s trustee, Fidelity Management Trust Company. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Income recognition** – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

**Payment of benefits** – Benefits are recorded when paid.

**Expenses** – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant’s account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

**Notes receivable from participants** – Notes receivable from participants are measured at amortized cost, which represents the unpaid principal balance plus accrued but unpaid interest, and are classified as notes receivable. Delinquent notes receivable from participants are reclassified as distributions based on the terms of the Plan agreement.

**Subsequent events** – Subsequent events are events or transactions that occur after the statements of net assets available for benefits date but before the financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statements of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan’s financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statements of net assets available for benefits but arose after the statements of net assets available for benefits date and before the financial statements are available to be issued.

The Plan has evaluated subsequent events through August 29, 2013, which is the date the financial statements are available to be issued.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### Note 3 – Investments

The following presents investments that represent 5% or more of the Plan's net assets as of:

	December 31, 2012	April 30, 2012
Fidelity Investor Large Cap Fund Class A	\$ 3,851,995	\$ 3,806,087
Columbia Mid Cap Growth Fund Class A	3,112,214	3,230,601
Thornburg International Value R4	3,037,740	3,002,300
Fidelity Advisor Government Income Fund Class A	2,456,930	2,643,459
Fidelity Advisor Strategic Income Class A	2,181,337	**
Oppenheimer Main Street Select A	2,140,189	2,125,789
Invesco Equity Income Fund Class A	1,850,350	1,829,404
Morgan Stanley Liquid Assets	1,792,642	1,468,785
Invesco Small Cap Value Fund Class A	1,740,919	1,723,176

\*\*Investment did not represent 5% or more of net assets available for benefits

During the period ending December 31, 2012, the Plan's investments (including gains and losses on investments purchased, sold, and held during the year) appreciated/depreciated in fair value as follows:

Registered investment companies	\$ 885,633
Collective trust fund	585
	<u>\$ 886,218</u>

#### Note 4 – Fair Value Measurements

FASB Accounting Standards Code (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described below:

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

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### Note 4 – Fair Value Measurements (continued)

- Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012, and April 30, 2012.

**Registered investment companies (mutual funds)** – Shares of registered investment company funds (or mutual funds) are valued at the net asset value (NAV) of shares held by the Plan and are valued at the closing price reported on the active market on which the individual securities are traded.

**Common stock** – Common stock is valued at the closing price reported on the active markets on which the individual securities are traded.

**Money market fund** – The money market account is a public investment vehicle valued using \$1 for the NAV. The money market account is classified within Level 1 of the valuation hierarchy.

**Stable value fund** – The Managed Income Portfolio (Portfolio) is a commingled pool managed by Fidelity Management Trust Company that seeks to preserve principal while earning a level of interest income consistent with principal preservation. The Portfolio strives to maintain a stable NAV of \$1 per share although there is no guarantee that it will be able to do so. The Portfolio's yield will fluctuate.

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



# GM NAMEPLATE 401(k) RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

### Note 4 – Fair Value Measurements (continued)

During 2012, there were no significant transfers into and out of each level of the fair value hierarchy. Transfers between levels are recognized as of the end of the reporting period.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012, and April 30, 2012:

Fair Value Measurement at December 31, 2012				
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value funds	\$ 2,805,837	\$ -	\$ -	\$ 2,805,837
Equity funds	2,162,812	-	-	2,162,812
Income funds	4,944,206	-	-	4,944,206
Index funds	11,169,941	-	-	11,169,941
Balanced funds	2,641,850	-	-	2,641,850
Growth funds	1,141,561	-	-	1,141,561
International funds	3,205,827	-	-	3,205,827
Other funds	90,562	-	-	90,562
Stable value fund	-	64,884	-	64,884
Common stock	113,295	-	-	113,295
Money market	1,792,642	-	-	1,792,642
Total investments at fair value	<u>\$ 30,068,533</u>	<u>\$ 64,884</u>	<u>\$ -</u>	<u>\$ 30,133,417</u>
Fair Value Measurement at April 30, 2012				
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value funds	\$ 2,735,462	\$ -	\$ -	\$ 2,735,462
Equity funds	2,150,207	-	-	2,150,207
Income funds	4,121,411	-	-	4,121,411
Index funds	11,339,420	-	-	11,339,420
Balanced funds	1,952,233	-	-	1,952,233
Growth funds	1,301,185	-	-	1,301,185
International funds	3,067,513	-	-	3,067,513
Other funds	2,473	-	-	2,473
Stable value fund	-	79,047	-	79,047
Common stock	123,426	-	-	123,426
Money market	1,468,785	-	-	1,468,785
Total investments at fair value	<u>\$ 28,262,115</u>	<u>\$ 79,047</u>	<u>\$ -</u>	<u>\$ 28,341,162</u>

## **GM NAMEPLATE 401(k) RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **Note 5 – Tax Status**

The Plan document is a prototype standardized defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, management has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the year ended April 30, 2009.

#### **Note 6 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

#### **Note 7 – Information Certified By the Trustee**

The Plan administrator has 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, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012, and April 30, 2012.
- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period ended December 31, 2012.

## GM NAMEPLATE 401(k) RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### **Note 7 – Information Certified By the Trustee (continued)**

- Investments reflected on the supplementary schedule of assets (held at end of year).

#### **Note 8 – Party in Interest Transactions**

Plan investments include shares of registered investment company funds managed by Fidelity Investments. Fidelity is the trustee of the Plan and is an affiliate of the aforementioned management company; therefore, transactions with this entity qualify as exempt party in interest transactions. Fees paid by the Plan for investment management services to Fidelity were \$3,455 for the period ended December 31, 2012.

#### **Note 9 – Reconciliation to Form 5500**

The following is a reconciliation of the net assets available for benefits between the financial statements and Form 5500 as of December 31 and April 30:

	December 31, 2012	April 30, 2012
Net assets available for benefits, per the financial statements	\$ 31,177,885	\$ 29,285,930
Less amounts accrued for participant receivables	-	(51,377)
Less amounts accrued for employer receivables	(168,527)	(73,831)
Plus fair value adjustment to stable value fund	1,911	-
	<u>1,911</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 31,011,269</u>	<u>\$ 29,160,722</u>

The following is a reconciliation of the change in net assets available for benefits between the financial statements and Form 5500 for the period ended December 31, 2012:

Change in net assets per the financial statements	\$ 1,891,956
Plus fair value adjustment to stable value fund	1,911
Plus other adjustments	922
Less current year receivable	<u>(168,527)</u>
Net income per Form 5500	<u>\$ 1,726,262</u>

**SUPPLEMENTARY SCHEDULE REQUIRED BY THE DEPARTMENT OF LABOR**

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT CONTRIBUTIONS**

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Plan Sponsor's EIN: 91-0612253  
Plan Number: 002

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
<u>Participant Contributions Transferred Late to Plan</u>	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	<u>PTE 2002-51</u>
Check here if Late Participant				
	<u>\$ -</u>	<u>\$ 8,375</u>	<u>\$ -</u>	<u>\$ -</u>

**GM NAMEPLATE 401(k) RETIREMENT PLAN**  
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

Plan Sponsor's EIN: 91-0612253

Plan Number: 002

		(c)	December 31, 2012	
(a)	(b) Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Large Cap Fund Class A	Registered Investment Company	**	\$ 3,851,995
	Columbia Mid Cap Growth Fund Class A	Registered Investment Company	**	3,112,214
	Thornburg International Value R4	Registered Investment Company	**	3,037,740
*	Fidelity Advisor Government Income Fund Class A	Registered Investment Company	**	2,456,930
*	Fidelity Advisor Strategic Income Class A	Registered Investment Company	**	2,181,337
	Oppenheimer Main Street Select A	Registered Investment Company	**	2,140,189
	Invesco Equity & Income Class A	Registered Investment Company	**	1,850,350
	Invesco Small Cap Value A	Registered Investment Company	**	1,740,919
	Invesco Growth & Income Class A	Registered Investment Company	**	1,064,918
	Invesco Equally-Weighted S&P 500 Fund	Registered Investment Company	**	1,063,865
	Invesco S&P 500 Index Fund Class A	Registered Investment Company	**	1,001,678
*	Fidelity Advisor Freedom 2020 Class A	Registered Investment Company	**	653,081
*	Fidelity Advisor Freedom 2040 Class A	Registered Investment Company	**	571,956
*	Fidelity Advisor New Insights Class A	Registered Investment Company	**	539,257
*	Fidelity Advisor Freedom 2015 Class A	Registered Investment Company	**	379,591
	Invesco Small Cap Growth Fund Class A	Registered Investment Company	**	349,724
*	Fidelity Advisor Freedom 2035 Class A	Registered Investment Company	**	338,036
	Invesco Midcap Core Equity Fund Class A	Registered Investment Company	**	312,462
*	Fidelity Advisor Freedom Income Fund Class A	Registered Investment Company	**	305,939
	Fidelity Advisor Stock Selector All Cap Class A	Registered Investment Company	**	252,580
*	Fidelity Advisor Freedom 2010 Class A	Registered Investment Company	**	208,863
*	Fidelity Advisor Freedom 2030 Class A	Registered Investment Company	**	189,041
*	Fidelity Advisor Freedom 2025 Class A	Registered Investment Company	**	187,027
	MFS International Growth Fund R3	Registered Investment Company	**	168,087
	Oppenheimer Developing Markets Fund Class A	Registered Investment Company	**	75,569
*	Fidelity Advisor Freedom 2045 Class A	Registered Investment Company	**	66,529
*	Fidelity Advisor Freedom 2050 Class A	Registered Investment Company	**	26,234
*	Fidelity Advisor Freedom 2005 Class A	Registered Investment Company	**	20,225
*	Other Fidelity Brokeragelink Account Asset	Registered Investment Company	**	14,992
*	Fidelity Advisor Freedom 2055 Class A	Registered Investment Company	**	1,268
	Fidelity Managed Income Portfolio Class I	Stable Value Fund	**	64,884
	Cash and cash equivalents	Cash	**	11,076
	Brokeragelink common stock	Common stock	**	113,295
	Morgan Stanley Liquid Assets	Money Market Account	**	1,792,642
		Interest rates range from 4.25% to 9.25%, maturing through September 2021	---	864,866
*	Participant loans			<u>\$ 31,009,359</u>

\* Indicates party in interest.

\*\* Information is not required as investments are participant directed.