Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GENERAL ATOMICS 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1967

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

GENERAL ATOMICS

P. O. BOX 85608
SAN DIEGO, CA 92186-5608

2b Employer Identification Number (EIN)
95-3735102

2c Sponsor's telephone number
858-455-3000

2d Business code (see instructions)
541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	KARIN YATES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JOHN DRISCOLL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	8694
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	8176
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	1123
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	9299
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	13
f Total. Add lines **6d** and **6e**	**6f**	9312
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	8806
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	237
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2R 3H 2S 2T 3F

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan
GENERAL ATOMICS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL ATOMICS

D Employer Identification Number (EIN)
95-3735102

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).. . . . . [X] 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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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)

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71 72	NONE	62068	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

HANLON INVESTMENT MANAGEMENT

22-3723068

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	23605	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MAYER HOFFMAN MCCANN PC

43-1947695

(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?
10 50	NONE	19000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	17689	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HOKANSON ASSOCIATES INC

33-0761375

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	13642	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FISHER INVESTMENTS

20-2480800

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	7688	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

CHARLES SCHWAB BANK

42-1558009

(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?
52 59 62	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO INC AND AFFIL	15 37 38 59	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.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
GENERAL ATOMICS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL ATOMICS

D Employer Identification Number (EIN)
95-3735102

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1116	1288
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	454233	544653
(2) Participant contributions	1b(2)	5798	640
(3) Other	1b(3)	281203	1375409
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	42289328	42955678
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	157735	125596
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	12349113	15165691
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	307090526	391139351
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	55418787	58339397

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	418047839	509647703
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	423096	756151
k Total liabilities (add all amounts in lines 1g through1j)	1k	423096	756151
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	417624743	508891552

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	16768065	
(B) Participants	2a(1)(B)	51509698	
(C) Others (including rollovers)	2a(1)(C)	7944583	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		76222346
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	47364	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	552978	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		600342
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	11670294	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		11670294
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		33982342
c Other income	2c		5014768
d Total income. Add all **income** amounts in column (b) and enter total	2d		127490092
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	36174653	
(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)		36174653
f Corrective distributions (see instructions)	2f		6601
g Certain deemed distributions of participant loans (see instructions)	2g		3590
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	20750	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	17689	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		38439
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		36223283
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		91266809
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MAYER HOFFMAN MCCANN P.C. **(2)** EIN: 43-1947695

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
GENERAL ATOMICS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL ATOMICS

D Employer Identification Number (EIN)
95-3735102

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General Atomics 401(k) Retirement Savings Plan

Financial Statements
and Supplemental Schedule
December 31, 2012 and 2011

General Atomics 401(k) Retirement Savings Plan

Table of Contents to Financial Statements and Supplemental Schedule

	Page(s)
Financial Statements:	
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Notes to Financial Statements	5 - 11
Supplemental Schedule:*	
Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) at December 31, 2012	12

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

Mayer Hoffman McCann P.C.
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Independent Auditors' Report

To the Plan Administrator and Participants of
the **General Atomics 401(k) Retirement Savings Plan:**

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the **General Atomics 401(k) Retirement Savings Plan** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by The Charles Schwab 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 certifications from the Trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, which is the responsibility of Plan management, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 supplemental schedule.

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

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

Mayer Hoffman McCann P.C.

San Diego, California
October 9, 2013

General Atomics 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits
(Dollar amounts in thousands)

	December 31, 2012	2011
Assets		
Investments, at fair value (Note 2)	$ 492,561	$ 404,958
Receivables:		
Securities sold	1,375	281
Employer contributions	545	454
Participant contributions	1	6
Notes receivable from participants	15,166	12,349
Total receivables	17,087	13,090
Total assets	509,648	418,048
Liabilities		
Payable for securities purchased	756	423
Total liabilities	756	423
Net assets available for benefits	$ 508,892	$ 417,625

The accompanying notes are an integral part of these financial statements

General Atomics 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits
(Dollar amounts in thousands)

	Year ended December 31, 2012
Additions	
Interest	$ 47
Net appreciation in fair value of investments	38,997
Dividends	11,670
Interest on notes receivable from participants	553
Contributions:	
Employer	16,768
Participants	51,510
Participant rollovers	7,945
Total additions	127,490
Deductions	
Distributions to participants	36,185
Administrative expenses	38
Total deductions	36,223
Net increase in net assets available for benefits	91,267
Net assets available for benefits	
Beginning of year	417,625
End of year	$ 508,892

The accompanying notes are an integral part of this financial statement

NOTE 1 - DESCRIPTION OF PLAN

The General Atomics 401(k) Retirement Savings Plan (the Plan) is a defined contribution plan covering all eligible employees of General Atomics and its affiliates (collectively referred to as the Company). Employees, with the exception of Temporary Employees, become eligible to participate in the Plan on the first day of employment. Temporary Employees become eligible on the first day of the payroll period following 90 days of employment. These financial statements include general information about the Plan. The Plan Document contains the complete description of the Plan's provisions and benefits. Unless the context otherwise requires, terms used in the notes to financial statements which are capitalized are defined terms within the Plan Document.

The Plan is administered by the Benefits Committee of General Atomics (the Plan Administrator) and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by the Pension Protection Act of 2006 (PPA). Investment assets are held in trust by The Charles Schwab Trust Company (the Trustee). Recordkeeping services are performed by Schwab Retirement Plan Services, Inc. (the Recordkeeper).

Additional information about the Plan is contained in the Plan Document. Copies of this document are available at the Company's intranet and the General Atomics' Human Resources Department.

Contributions

Highly Compensated Participants, as defined by the Plan Document, may elect to defer and contribute from 1 to 15 percent of their Compensation. Participants who are not Highly Compensated may elect to defer and contribute from 1 to 50 percent of their Compensation. Participant contributions are matched by the Company through a bi-weekly Matching Contribution equal to 50 percent of the Participant's contribution up to the first 6 percent contributed. The Plan provides for contributions to be invested in various funds. Each Participant has the option to direct the investment of all contributions to any of the funds offered by the Plan. Eligible employees are automatically enrolled in the Plan at 4 percent deferral rate after 30 days of eligibility unless they take action to affirmatively elect a different deferral rate or to elect not to participate. Participants aged 50 or older before the close of the plan year are eligible to make "catch-up" contributions. "Catch-up" contributions are pre-tax deferrals and are limited by applicable statutes.

Vesting

Salary deferrals (including earnings thereon) are immediately vested. Participants vest in the Company's matching contributions and their earnings at the rate of 25 percent after two years of service and an additional 25 percent for each year thereafter, with 100 percent vesting after five years.

Participant Loans

Participants may borrow from their account balances an amount not to exceed the lesser of $50,000 (amount not in thousands) or 50 percent of their vested account balance. The minimum loan amount allowed by the Plan is $1,000 (amount not in thousands). A participant may have up to two loans outstanding at any time. General purpose participant loans must be repaid within 5 years and residential purpose loans have a maximum repayment term of 15 years. The interest rate charged on amounts loaned to participants is equal to the prime lending rate as of the loan origination date, plus 1%.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. See Note 5 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

Net Appreciation (Depreciation) in Fair Value of Investments

The net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the change in unrealized appreciation (depreciation) on those investments, is presented in the Statement of Changes in Net Assets Available for Benefits.

Notes Receivable from Participants

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

Distributions to Participants

Distributions to Participants are recorded when paid.

Administrative Expenses

Certain annual Plan administrative expenses are paid for by the Plan. Other Plan administrative expenses are paid by the Company. Administrative expenses paid for by the Plan totaled $38 for the year ended December 31, 2012.

Forfeitures

Plan forfeitures used to offset matching contributions totaled $443 for the year ended December 31, 2012. At December 31, 2012 and 2011, there was a balance of $30 and $7, respectively, remaining in the unallocated forfeiture account.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect Participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades, among others.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Plan Administrator has reviewed all events or transactions that occurred after December 31, 2012 up through October 9, 2013, the date these financial statements were available to be issued.

Subsequent to year-end, the Plan was amended to add a provision, effective for Plan years beginning January 1, 2013, for employer contributions in such amounts as are necessary to satisfy vacation, holiday and health and welfare fringe benefit requirements under applicable law. The impact of this amendment is not expected to be material to the Plan's net assets or changes in net assets.

NOTE 3 - TRUST ARRANGEMENT AND INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Trustee administers the investment assets of the Plan and executes transactions therein. Differences between amounts certified by the Trustee on a settlement date basis and the amounts accounted for in the accompanying financial statements on a trade date basis arise from amounts receivable and amounts payable for pending trades as disclosed in the accompanying Statements of Net Assets Available for Benefits. The following is a summary of the Plan's financial information and data certified by the Trustee as complete and accurate in accordance with 29 CFR 2520. 103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

- Investments at fair value totaling $493,179 and $404,816 at December 31, 2012 and 2011, respectively.
- Notes receivable from participants totaling $15,135 and $12,328 at December 31, 2012 and 2011, respectively.
- Interest, interest on notes receivable from participants, dividends and net appreciation in fair value of investments totaling $30, $544, $11,670, and $39,015, respectively, for the year ended December 31, 2012.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year) at December 31, 2012, as certified by the Trustee on a settlement date basis:

Schwab 1000 Index Fund	$ 55,231
Wells Fargo Adv Growth	52,185
Franklin U.S. Government Securities	43,910
Schwab Value Advantage Instl	43,019
Artisan International Fund	38,421
Janus Balanced Fund	28,647
Vanguard Target Retirement 2030	25,039
Royce Special Equity Instl	24,668
Vanguard Target Retirement 2040	23,504
Ivy Mid Cap Growth	22,281
Vanguard Target Retirement 2020	21,016
Hartford Dividend Growth	20,825
Vanguard Target Retirement 2050	11,687
Vanguard Target Retirement Income	10,150
Vanguard Target Retirement 2025	4,216
Vanguard Target Retirement 2035	3,772
Vanguard Target Retirement 2045	3,369
Vanguard Target Retirement 2015	2,326
Personal Choice Retirement Fund	58,913
Notes Receivable From Participants	15,135
	$ 508,314

- Investments representing 5% or more of the Plan's net assets at December 31, 2012 and 2011, as certified by the Trustee on a settlement date basis:

	2012	2011
Schwab 1000 Index Fund	$ 55,231	$ 47,176
Wells Fargo Adv Growth	52,185	39,059
Franklin U.S. Government Securities	43,910	41,095
Schwab Value Advantage Instl	43,019	42,289
Artisan International Fund	38,421	30,680
Janus Balanced Fund	28,647	23,913

NOTE 4 - INVESTMENTS

Each of the following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 on a trade date basis:

	2012	2011
Schwab 1000 Index Fund	$ 55,199	$ 47,181
Wells Fargo Adv Growth	52,171	39,063
Franklin U.S. Government Securities	43,927	41,093
Schwab Value Advantage Instl	42,956	42,289
Artisan International Fund	38,416	30,680
Janus Balanced Fund	28,622	23,911

During 2012, the Plan's investments (including realized and unrealized gains and losses) appreciated by $38,997 as follows:

Mutual Funds	$ 36,290
Common Stock	2,590
Bonds	44
Other	73
	$ 38,997

NOTE 5 - FAIR VALUE MEASUREMENTS

The FASB's authoritative guidance on fair value measurements provides a framework for measuring fair value and assumes that an orderly transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. Fair value measurements are based on an exit price model.

The guidance on fair value measurements establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs, where available. This hierarchy prioritizes the inputs to the valuation methodology into three broad levels, as follows:

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

Level 2: Observable inputs, other than Level 1 inputs, such as quoted prices for similar assets and liabilities in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data through correlation.

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

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. None of the Plan's investments are valued using Level 3 inputs.

The following is a description of the valuation methodologies used for Plan investments measured at fair value, all consistently applied.

Mutual Funds and Money Market Funds: Valued at the net asset value of shares held by the Plan. The net asset values are based on prices in active markets.

Equity Securities: Equity securities held directly within the Personal Choice Retirement Fund of the Plan consist of common and preferred shares with quoted prices in active markets.

Exchange-Traded Funds: Valued at the net asset value of shares held directly within the Personal Choice Retirement Fund of the Plan. The net asset values are based on prices in active markets.

Cash Equivalents: The Plan's cash equivalents are held directly within the Personal Choice Retirement Fund and are primarily short-term certificates of deposit. The fair values of cash equivalents are measured on a recurring basis and are based on observable market prices. However, since these cash equivalents are not exchanged in an active market, their inputs are categorized as Level 2 inputs.

Corporate Bonds: These securities are held directly within the Personal Choice Retirement Fund of the Plan and are valued by independent pricing sources using pricing models maximizing observable inputs and incorporating price quotes from multiple dealers, on identical or similar securities of issuers with similar credit ratings.

Public Limited Partnerships: These securities are held directly within the Personal Choice Retirement Fund of the Plan and are valued at the closing price as reported on the active market on which the individual securities are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator believes the valuation methods are appropriate and consistent with methods used by 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.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

	Investments at Fair Value as of December 31, 2012			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Domestic equity funds	$ 213,376	$ -	$ -	$ 213,376
Lifecycle funds	105,349	-	-	105,349
Fixed income funds	48,665	-	-	48,665
International equity funds	40,803	-	-	40,803
Total mutual funds	408,193	-	-	408,193
Money market funds	58,810	-	-	58,810
Equity securities	20,122	-	-	20,122
Exchange-traded funds	3,883	-	-	3,883
Cash equivalents	-	1,062	-	1,062
Corporate bonds	-	365	-	365
Public limited partnerships	126	-	-	126
Total investments at fair value	$ 491,134	$ 1,427	$ -	$ 492,561

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Domestic equity funds	$ 174,917	$ -	$ -	$ 174,917
Lifecycle funds	69,222	-	-	69,222
Fixed income funds	45,283	-	-	45,283
International equity funds	32,926	-	-	32,926
Total mutual funds	322,348	-	-	322,348
Money market funds	57,374	-	-	57,374
Equity securities	20,084	-	-	20,084
Exchange-traded funds	3,486	-	-	3,486
Cash equivalents	-	803	-	803
Corporate bonds	-	705	-	705
Public limited partnerships	158	-	-	158
Total investments at fair value	$ 403,450	$ 1,508	$ -	$ 404,958

NOTE 6 - PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, it reserves the right to do so at any time subject to the provisions of ERISA. If the Plan were to be terminated, Participants would become fully vested in Matching Contributions at that time.

NOTE 7 - TAX STATUS

The Plan has obtained a favorable tax determination letter from the Internal Revenue Service (IRS) dated July 31, 2008. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in various funds managed by the Plan Trustee and, therefore, the related transactions qualify as party-in-interest transactions as defined by ERISA. The Trustee is authorized to invest in securities under its management and control on behalf of the Plan. For the year ended December 31, 2012, the Trustee made purchases and sales of such securities amounting to $70,665 and $65,973, respectively.

Members of the Plan Sponsor's Benefits Committee also participate in the Plan.

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: General Atomics
NAME OF PLAN: General Atomics 401(k) Retirement Savings Plan
EIN: 95-3735102
PLAN NUMBER: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.25%)		15,165,691
*	SCHWAB VALUE ADV INST PRIME SH	Money Market / Cash Equivalent		42,955,678
	PCRA	Self-Directed Brokerage Account		58,339,397
	ARTISAN INTERNATIONAL FUND	Registered Investment Company		38,416,084
	FRANKLIN US GOVT SEC ADV	Registered Investment Company		43,926,823
	HARTFORD DIV GROWTH Y	Registered Investment Company		20,767,404
	IVY MID CAP GROWTH Y	Registered Investment Company		22,292,865
	JANUS BALANCED CL I	Registered Investment Company		28,621,903
	ROYCE SPECIAL EQUITY INSTL	Registered Investment Company		24,644,192
*	SCHWAB 1000 INDEX FUND	Registered Investment Company		55,199,275
	VANGUARD TARGET RETIREMNT 2015	Registered Investment Company		2,329,708
	VANGUARD TARGET RETIREMNT 2020	Registered Investment Company		20,988,084
	VANGUARD TARGET RETIREMNT 2025	Registered Investment Company		4,177,828
	VANGUARD TARGET RETIREMNT 2030	Registered Investment Company		25,028,931
	VANGUARD TARGET RETIREMNT 2035	Registered Investment Company		3,770,883
	VANGUARD TARGET RETIREMNT 2040	Registered Investment Company		23,601,785
	VANGUARD TARGET RETIREMNT 2045	Registered Investment Company		3,359,650
	VANGUARD TARGET RETIREMNT 2050	Registered Investment Company		11,694,384
	VANGUARD TARGET RETMT INCOME	Registered Investment Company		10,148,153
	WELLS FARGO ADV GROWTH FD I	Registered Investment Company		52,171,399
	LIMITED PARTNERSHIP	Limited Partnership		125,596

GENERAL ATOMICS 401(K) RETIREMENT SAVINGS PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2012

EIN: 95-3735102

Plan Number: 002

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Artisan	39-1811840	Rate of 0.39% of average daily balance of asset(s)
Franklin Templeton Investment Funds	13-2670991	Rate of 0.15% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317783	Rate of 0.10% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.39% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.10% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.05% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.10% of average daily balance of assets
Wells Fargo Advantage	41-0449260	Rate of 0.15% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Absolute Strategies	20-1269668	Rate of 0.10% of average daily balance of asset(s)
Acadian Funds	04-2929221	Rate of 0.40% of average daily balance of asset(s)
Alger	13-2665689	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.02 - 0.40% of average daily balance of assets
Alpine	13-3982412	Range of 0.10 - 0.50% of average daily balance of assets
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Range of 0.28 - 0.35% of average daily balance of assets
American Funds	95-1411037	Range of 0.05 - 0.37% of average daily balance of assets
AQR Funds	Not Available	Rate of 0.10% of average daily balance of asset(s)
Arbitrage Fund	36-4380398	Rate of 0.40% of average daily balance of asset(s)
Artio Global	13-6174048	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Aston	20-4747475	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BBH	36-4469928	Rate of 0.10% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Century Funds	87-0381220	Rate of 0.40% of average daily balance of asset(s)
Champlain Funds	20-1367417	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.10 - 0.40% of average daily balance of assets
CRM	13-3156718	Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Range of 0.10 - 0.36% of average daily balance of assets
Dreyfus	13-2614959	Range of 0.06 - 0.48% of average daily balance of assets
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
E.I.I.	13-3162003	Rate of 0.07% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.05% of average daily balance of asset(s)
First Eagle	13-3392291	Range of 0.08 - 0.40% of average daily balance of assets
FMI Funds	39-1861095	Rate of 0.40% of average daily balance of asset(s)
Franklin Templeton Investment Funds	13-2670991	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Greenspring	52-1267740	Rate of 0.40% of average daily balance of asset(s)
Guggenheim Investments	48-1175174	Range of 0.40 - 0.45% of average daily balance of assets
Guinness Atkinson	98-0534338	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.43% of average daily balance of asset(s)
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317783	Rate of 0.40% of average daily balance of asset(s)
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
HighMark	31-1211022	Rate of 0.10% of average daily balance of asset(s)
Hussman Funds	Not Available	Rate of 0.05% of average daily balance of asset(s)

ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
ING Funds	95-4516049	Rate of 0.30% of average daily balance of asset(s)
Invesco	58-2287224	Range of 0.40 - 0.50% of average daily balance of assets
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
Jacob	Not Available	Rate of 0.40% of average daily balance of asset(s)
James Advantage	31-0891459	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Range of 0.10 - 0.35% of average daily balance of assets
John Hancock	04-3483032	Rate of 0.50% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.50% of average daily balance of asset(s)
Laudus Funds	94-3106735	Range of 0.10 - 0.25% of average daily balance of assets
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
Legg Mason	52-1200960	Rate of 0.40% of average daily balance of asset(s)
Lord Abbett	13-3731507	Rate of 0.40% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.50% of average daily balance of asset(s)
Managers Funds	06-1298481	Range of 0.07 - 0.50% of average daily balance of assets
Manning & Napier	16-0995736	Rate of 0.40% of average daily balance of asset(s)
Marsico Investment Fund	84-1434992	Rate of 0.40% of average daily balance of asset(s)
Matthew 25	23-2804868	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Merger	13-3036274	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Range of 0.35 - 0.40% of average daily balance of assets
MFS	Not Available	Rate of 0.45% of average daily balance of asset(s)
Motley Fool	54-1742975	Rate of 0.40% of average daily balance of asset(s)
Muhlenkamp	25-1405412	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Range of 0.04 - 0.40% of average daily balance of assets
Needham	22-3408336	Rate of 0.40% of average daily balance of asset(s)
Neuberger Berman	13-5521910	Range of 0.29 - 0.35% of average daily balance of assets
Northern Funds	39-1777365	Rate of 0.40% of average daily balance of asset(s)
Nuveen	36-3817266	Range of 0.40 - 0.50% of average daily balance of assets
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Oberweis	Not Available	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.07 - 0.50% of average daily balance of assets
Paradigm Funds	Not Available	Rate of 0.45% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Pax World	02-0280580	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
Perritt	04-3788672	Rate of 0.40% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Prudential Investments	22-3703799	Rate of 0.40% of average daily balance of asset(s)
Pyxis Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Range of 0.06 - 0.45% of average daily balance of assets
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Saturna Capital	91-1454817	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
Shelton Capital Management	Not Available	Rate of 0.10% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.03% of average daily balance of asset(s)
TCW	95-2749628	Rate of 0.06% of average daily balance of asset(s)
Third Avenue	01-0690900	Range of 0.04 - 0.44% of average daily balance of assets
TIAA-CREF Mutual Funds	13-1624203	Range of 0.30 - 0.34% of average daily balance of assets
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Touchstone	31-0487145	Range of 0.10 - 0.40% of average daily balance of assets
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
Van Eck	13-3210061	Rate of 0.40% of average daily balance of asset(s)

Virtus	95-4191764	Rate of 0.10% of average daily balance of asset(s)
Wasatch	87-0319391	Range of 0.35 - 0.40% of average daily balance of assets
Weitz	47-0693748	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)
Westcore	84-1284659	Range of 0.40 - 0.50% of average daily balance of assets
Westport Funds	06-1087640	Rate of 0.40% of average daily balance of asset(s)
Westwood	04-1983910	Rate of 0.07% of average daily balance of asset(s)
Wintergreen Funds	20-2940772	Rate of 0.40% of average daily balance of asset(s)