

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☒ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>06/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29</u> <u>1723 SOUTHWEST BOULEVARD</u> <u>WICHITA, KS 67213</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>48-0413828</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>316-941-4311</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>48-0413828</u>	2c Sponsor's telephone number <u>316-941-4311</u>	2d Business code (see instructions) <u>238900</u>	
2b Employer Identification Number (EIN) <u>48-0413828</u>					
2c Sponsor's telephone number <u>316-941-4311</u>					
2d Business code (see instructions) <u>238900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/11/2013</u> Date	<u>KIRBY CLARK</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	<u>10/11/2013</u> Date	<u>SEAN ANDERSON</u> 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) <u>RICHARD L. MORROW, CPA</u> <u>MORROW & CO., LLC</u> <u>421 E 3RD ST. N</u> <u>WICHITA, KS 67202</u>			Preparer's telephone number (optional) <u>316-263-2223</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 264
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	179
b Retired or separated participants receiving benefits.....	6b	106
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a , 6b , and 6c	6d	285
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	286
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	286
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7 15
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(K) PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29	D Employer Identification Number (EIN) 48-0413828	

Part I	Service Provider Information (see instructions)
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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 R.W. GREENE & ASSOCIATES, INC.	2850 N SWAN ROAD SUITE 140 TUCSON, AZ 85712
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(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)

SPENCER FANE BRITT & BROWNE LLP

1000 WALNUT STREET
SUITE 1400
KANSAS CITY, MO 64106

44-0561981

(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?
29	ATTORNEY	29187	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

QUALIFIED PLAN SOLUTIONS, LC

PO BOX 547
COLWICH, KS 67030

05-0538699

(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?
13	CONTRACT ADMINISTRATOR	25234	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

MORROW & CO., LLC

421 E 3RD ST N
WICHITA, KS 67202

48-1142797

(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	AUDITOR	8650	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29</u>	D Employer Identification Number (EIN) <u>48-0413828</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	14078	13803
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	8963	11748
	(2) Participant contributions	1b(2)	10526	14375
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	215571	224319
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(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)	2337917	2835537
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	22008	15588

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2609063	3115370

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	7230	7140
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7230	7140

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2601833	3108230
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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
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	126980	
(B) Participants	2a(1)(B)	145484	
(C) Others (including rollovers)	2a(1)(C)	450	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		272914
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	16	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16
(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)	30242	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		30242
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		284678
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		587850

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9867	
(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)		9867
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)	37837	
(2) Contract administrator fees	2i(2)	25234	
(3) Investment advisory and management fees	2i(3)	1730	
(4) Other	2i(4)	6785	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		71586
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		81453

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		506397
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: MORROW & CO., LLC CPAS

(2) EIN: 48-1142797

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		400000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29</u>	D Employer Identification Number (EIN) <u>48-0413828</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-2269494</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN

YEARS ENDED DECEMBER 31, 2012 AND 2011

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All other supplemental schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, as they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Sheet Metal Workers International Association Local 29 – 401(k) Plan
Wichita, Kansas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Sheet Metal Workers International Association Local 29 – 401(k) Plan**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of **Sheet Metal Workers International Association Local 29 – 401(k) Plan** as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets (Held at End of Year), Schedule of Reportable Transactions, and Schedules of Administrative Expenses, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements, but the Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

October 7, 2013

Morrison: C LLC

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value:		
Money Market Funds	\$ 224,319	\$ 215,571
Mutual Funds	<u>2,835,537</u>	<u>2,337,917</u>
	<u>3,059,856</u>	<u>2,553,488</u>
Receivables:		
Employers' Contribution	11,748	8,963
Participants' Contribution	<u>14,375</u>	<u>10,526</u>
	<u>26,123</u>	<u>19,489</u>
Investments In Transit	15,588	22,008
Cash in Bank	<u>13,803</u>	<u>14,078</u>
Total Assets	<u>3,115,370</u>	<u>2,609,063</u>
LIABILITIES		
Accrued Plan Expenses and Payables	<u>7,140</u>	<u>7,230</u>
Total Liabilities	<u>7,140</u>	<u>7,230</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,108,230</u>	<u>\$ 2,601,833</u>

The accompanying Notes to Financial Statements
are an integral part of this statement.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment Income:		
Net appreciation (depreciation)		
in fair value of investments	\$ 284,678	\$ (113,691)
Dividends	30,258	47,236
	<u>314,936</u>	<u>(66,455)</u>
Contributions:		
Employers	126,980	130,247
Participants	145,484	107,001
Rollover	450	3,487
	<u>272,914</u>	<u>240,735</u>
Total Additions	<u>587,850</u>	<u>174,280</u>
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	(9,867)	(86,343)
Administrative Expenses	<u>(71,586)</u>	<u>(70,747)</u>
Total Deductions	<u>(81,453)</u>	<u>(157,090)</u>
NET INCREASE (DECREASE)	506,397	17,190
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>2,601,833</u>	<u>2,584,643</u>
END OF YEAR	<u>\$ 3,108,230</u>	<u>\$ 2,601,833</u>

The accompanying Notes to Financial Statements
are an integral part of this statement.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1: DESCRIPTION OF THE PLAN

The following description of the Sheet Metal Workers International Association Local 29 - 401(k) Plan provides only general information. Participants should refer to the Plan Agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a multi-employer defined contribution retirement income plan, covering eligible employees of contractors who are required to make contributions under their collective bargaining agreement, office employees of the Union, and certain employees of the Joint Apprenticeship committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was effective June 1, 1998.

The Plan is administered by a six member Board of Trustees, comprised of three members of The Sheet Metal Workers International Association Local 29 (Union) and three members of The Association of Mechanical and Sheet Metal Contractors of Kansas (Association). The trustees have delegated certain administrative duties to Qualified Plan Solutions, LC. Funds are invested in mutual funds and money market funds through various issuers.

Contributions

Employers contribute from \$.25 per hour worked for first through fourth year apprentices to \$.50 per hour worked for journeymen. Eligible participants may make contributions in specified amounts ranging from \$0 to \$3.60 per hour worked. Rollovers are permitted by the Plan. The Plan received \$450 in rollover contributions during 2012 and \$3,487 in 2011. Both employer and employee contributions are exempt from current taxable income, although employee contributions are subject to FICA and Medicare taxes. Benefits paid from the Plan are taxable at that time.

Participant Accounts

Investments are 100% Participant Directed. Separate accounts are maintained for each participant. Each participant account is credited with the employer's contribution, the participant's contribution (and rollovers), and the participant's share of investment gains and losses. Each account is charged with the participants share of investment losses and expenses, benefits paid, and expenses of the Plan.

The trustees determine eligible investment funds. Participants may choose which of the eligible funds their accounts are to be invested in.

Vesting

Participants are always 100% vested in their elective contributions plus or minus earnings and expenses thereon. Participants who have one or more hours of service after December 31, 2006 will be 100% vested for their employer's contribution.

Payment of Benefits

Effective May 6, 2003, the Trustees amended the Plan to terminate all distribution options other than the lump sum distribution option for substantially all distributions occurring on or after June 1, 2003.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

NOTE 1: DESCRIPTION OF THE PLAN (Continued)

Termination of the Plan

The Trustees of the Plan have the right to amend this Plan at any time subject to certain restrictions. Information pertaining to plan termination is described in more detail in note 8.

Upon termination of the Plan, after payment of all expenses and proportional adjustment of accounts of participants to reflect expenses, income, gains and losses, participants shall be entitled to receive the amounts in their respective accounts. The Trustees, at their discretion, may make payment to participants in cash or in kind and in the form of immediate or deferred payment annuity contracts.

Risk and Uncertainties

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accrual Accounting

The financial statements are prepared using the accrual method of accounting. Accordingly, contributions, income, and expenses applicable to the year are recognized in that year.

Valuation of Investments

Investments are stated at fair market value based on quoted market prices which reflect the net asset value of shares held by the Plan at year-end.

Payment of Benefits

Benefit payments are reflected when paid.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year presentation.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect: 1) the reported amounts of assets and liabilities, 2) disclosures such as contingencies, and 3) the reported amounts of revenues and expenses included in such financial statements. Actual results could differ from those estimates.

NOTE 3: TAX STATUS

The Plan obtained its latest determination letter on March 29, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

NOTE 4: INVESTMENTS

The following presents information on investments at December 31, 2012 and 2011. Investments that individually represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified.

Participant Directed Investments	December 31, 2012		December 31, 2011	
	Shares	Fair Value	Shares	Fair Value
Columbia Dividend Income R	60,107.090	\$ 886,580	0.000	\$ 0
Columbia Balances R	26,187.073	753,402	0.000	0
American Funds Money Market	224,319.100	224,319	0.000	0
Lord Abbett High Yield R3	33,211.086	262,035	0.000	0
ClearBridge Sm Cap Gr R	15,498.285	308,726	0.000	0
DWS Balanced Fund A	0.000	0	72,738.407	640,098
DWS High Income Fund A	0.000	0	50,720.540	234,836
DWS Equity Dividend A	0.000	0	22,709.946	717,634
DWS Dreman Small Cap Value Fund A	0.000	0	7,555.629	244,349
DWS Cash Investment Trust A	0.000	0	215,570.820	215,571
Total Individual Investments Representing 5% or more of Plan's net assets		2,435,062		2,052,488
All Other Investments		624,794		501,000
Total Investments		<u>\$ 3,059,856</u>		<u>\$ 2,553,488</u>

Investment income for the years ended December 31, 2012 and 2011 including net appreciation (depreciation) in fair value of investments and dividends, by asset class, is as follows:

Participant Directed Investments	December 31 2012	December 31 2011
	\$	\$
Money Market Funds	16	33
Mutual Funds		
Bond Funds	37,277	13,747
Balanced Funds	69,075	(11,444)
U.S. Equity Funds	63,077	(34,508)
International Equity Funds	145,491	(34,283)
Total Investment Income	<u>\$ 314,936</u>	<u>\$ (66,455)</u>

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

NOTE 5: FAIR VALUE MEASUREMENTS

FASB ASC 820, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Money Market Funds - Fair Value is determined using the amortized cost valuation method which approximates the fair value of the underlying net assets of the fund.

Mutual Funds - Valued at the net asset value (NAV) of shares held by the plan at year end.

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

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

NOTE 5: FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011.

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 224,319	-	-	\$ 224,319
Mutual Funds				
Bond Funds	391,734	-	-	391,734
Balanced Funds	753,402	-	-	753,402
U.S. Equity Funds	574,302	-	-	574,302
International Equity Funds	1,116,099	-	-	1,116,099
	<u>\$ 3,059,856</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 3,059,856</u>
Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 215,571	-	-	\$ 215,571
Mutual Funds				
Bond Funds	296,648	-	-	296,648
Balanced Funds	640,098	-	-	640,098
U.S. Equity Funds	504,486	-	-	504,486
International Equity Funds	896,685	-	-	896,685
	<u>\$ 2,553,488</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 2,553,488</u>

NOTE 6: SUBSEQUENT EVENTS

Subsequent events were evaluated for disclosure through October 7, 2013 and no reportable events occurred after the balance sheet and before October 7, 2013. These financial statements are available for issue October 7, 2013.

NOTE 7: FORFEITURES

Forfeitures are used to defray expenses of administering the Plan. Forfeited non-vested accounts totaled \$1,732.44 and \$3,330.82 for 2012 and 2011, respectively.

NOTE 8: PLAN TERMINATION

The Trustees reserve the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of total or partial termination of the Plan, the assets of the Plan shall be allocated to the Participants and former Participants in accordance with the termination provision specified by the Pension Benefit Guaranty Corporation and the Internal Revenue Service.

Although it has not formally been ratified, it is the intent of the Trustees to merge the Plan into the Sheet Metal Workers' National Supplemental Savings Fund in order to minimize cost to Plan participants. This merger is anticipated to become effective sometime in 2014.

SUPPLEMENTARY INFORMATION

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN

EIN 48-0413828 PLAN #001

SCHEDULE 4, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, date of interest, collateral, par, or maturity value	Shares	(d) Cost	(e) Current Value
*	Eaton Vance	Atlanta Capital Small Cap R	7,562.200 shares	Participant Directed	\$ 127,725
*	Delaware	Delaware Corporate Bond R	7,024.700 shares	Participant Directed	43,694
*	Waddell & Reed	Ivy Science & Technology R	4,443.470 shares	Participant Directed	155,299
*	Columbia	Columbia Dividend Income R	60,107.090 shares	Participant Directed	886,580
*	Aberdeen	Aberdeen Intl Equity R	5,417.498 shares	Participant Directed	74,220
*	Columbia	Columbia Balanced R	26,187.073 shares	Participant Directed	753,402
*	JP Morgan	LPMorgan Large Cap Growth R2	1,000.635 shares	Participant Directed	23,775
*	Columbia	Columbia Contrarian Core R	7,076.656 shares	Participant Directed	114,076
*	Am. Funds	American Funds Money Market R2	224,319.100 shares	Participant Directed	224,319
*	Putnam	Putnam U.S. Government Income R	6,423.059 shares	Participant Directed	86,005
*	Lord Abbett	Lord Abbett High Yield R3	33,211.086 shares	Participant Directed	262,035
*	ClearBridge	ClearBridge Sm Cap Gr R	15,498.285 shares	Participant Directed	308,726
					<u>\$ 3,059,856</u>

See Independent Auditors' Report.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN

EIN 48-0413828 PLAN #001
SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

Units	Description Of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
226,024.83	DWS Cash Investment Trust A	\$ N/A	\$ 226,025	\$ 226,026	\$ 226,025	\$ (1)
8,183.41	DWS Small Cap Value A	N/A	305,568	283,406	305,568	22,162
23,310.87	DWS Equity Dividend A	N/A	856,675	981,974	856,675	(125,299)
76,219.21	DWS Global Income Builder A	N/A	736,278	690,524	736,278	45,754
55,350.25	DWS High Income Fund A	N/A	273,430	277,190	273,430	(3,760)
9,460.69	DWS technology Fund A	N/A	152,128	111,947	152,128	40,181
4,363.97	Ivy Science & technology R	152,128	N/A	152,128	N/A	N/A
58,897.44	Columbia Dividend Income R	900,542	N/A	900,542	N/A	N/A
25,467.90	Columbia Balance R	736,277	N/A	736,277	N/A	N/A
226,025.34	American Funds Money Market R2	226,025	N/A	226,025	N/A	N/A
34,350.52	Lord Abbett High Yield R3	273,430	N/A	273,430	N/A	N/A
14,683.75	ClearBridge Sm Cap Gr R	305,569	N/A	305,569	N/A	N/A

See Independent Auditors' Report

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN
SCHEDULES OF ADMINISTRATIVE EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Administrative Service Fees	\$ 25,234	\$ 24,724
Investment Recordkeeping Fees	1,730	5,698
Insurance and Bonds	6,818	4,269
Auditing and Accounting	7,350	7,100
Employer Audits	1,300	2,600
Attorney Fees	29,187	26,358
Office and Miscellaneous	0	0
Contractor Overpayments not Refunded	<u>(33)</u>	<u>(2)</u>
	<u>\$ 71,586</u>	<u>\$ 70,747</u>

See Independent Auditors' Report.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(k) PLAN

**EIN 48-0413828 PLAN #001
SCHEDULE 4, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, date of interest, collateral, par, or maturity value	Shares	(d) Cost	(e) Current Value
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See Independent Auditors' Report.

SHEET METAL WORKERS INTERNATIONAL ASSOCIATION LOCAL 29 - 401(K) PLAN

**EIN 48-0413828 PLAN #001
SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012**

Units	Description Of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
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58,897.44	Columbia Dividend Income R	900,542	N/A	900,542	N/A	N/A
25,467.90	Columbia Balance R	736,277	N/A	736,277	N/A	N/A
226,025.34	American Funds Money Market R2	226,025	N/A	226,025	N/A	N/A
34,350.52	Lord Abbett High Yield R3	273,430	N/A	273,430	N/A	N/A
14,683.75	ClearBridge Sm Cap Gr R	305,569	N/A	305,569	N/A	N/A

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