

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

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

Part II	Basic Plan Information —enter all requested information						
1a Name of plan GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>05/17/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>05/17/2007</u>		
1b Three-digit plan number (PN) ►	<u>001</u>						
1c Effective date of plan	<u>05/17/2007</u>						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) GE AVIATION SYSTEMS LLC 1 NEUMANN WAY CINCINNATI, OH 45215	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>38-2733944</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>513-243-2000</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>336410</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>38-2733944</u>	2c Sponsor's telephone number	<u>513-243-2000</u>	2d Business code (see instructions)	<u>336410</u>
2b Employer Identification Number (EIN)	<u>38-2733944</u>						
2c Sponsor's telephone number	<u>513-243-2000</u>						
2d Business code (see instructions)	<u>336410</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.	<u>10/11/2013</u>	<u>SHERYL EDWARDS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address BENEFITS COMMITTEE FOR CERTAINGEAFFILIATED PLANS 1 NEUMANN WAY J 110 CINCINNATI, OH 45215		3b Administrator's EIN 38-2733944
		3c Administrator's telephone number 214-960-3403
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		5 841
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	797
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	69
d Subtotal. Add lines 6a , 6b , and 6c	6d	869
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	875
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	696
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	8
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 GE AVIATION SYSTEMS LLC	D Employer Identification Number (EIN) 38-2733944

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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

IVINSPHILLIPS&BARKER

52-1229560

(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/LEGAL	6371	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	18500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation DODGE & COX STOCK - BOSTON FINANCIA 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.10%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation MGRS/C MID CAP INST - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.10%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation ROYCE PREMIER INST - BOSTON FINANCI 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.05%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TEMPLETON FOREIGN AD - FRANKLIN TEM 94-3167260	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TOUCHSTONE 303 BROADWAY, STE 1100 CINCINNATI, OH 45020	16.00

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan 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 GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GE AVIATION SYSTEMS LLC				D Employer Identification Number (EIN) 38-2733944	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3409765	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

Schedule D (Form 5500) 2012 v. 120126

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

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

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

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

SCHEDULE H (Form 5500) 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
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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>GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GE AVIATION SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>38-2733944</u>	

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	0	562
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6997181	8325928
(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)	100865	154088
(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)	2102988	1838411
(9) Value of interest in common/collective trusts.....	1c(9)	3510182	3409765
(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)	28369448	32181414
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41080664	45910168

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41080664	45910168
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	950575	
(B) Participants	2a(1)(B)	2583461	
(C) Others (including rollovers)	2a(1)(C)	196491	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3730527

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	747	
(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)	92581	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		93328

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1760	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1033884	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1035644

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	765155	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	758286	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		6869

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	919	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		919

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		53898
(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)		3073720
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7994905

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3099757	
(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)		3099757
f Corrective distributions (see instructions)	2f		4981
g Certain deemed distributions of participant loans (see instructions).....	2g		37634
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	23029	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		23029
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3165401

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4829504
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: **KPMG**

(2) EIN: **12-5565207**

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		90000000
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>GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GE AVIATION SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>38-2733944</u>

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

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

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

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

Part III	Amendments
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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
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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.
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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): _____



GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

December 31, 2012 and 2011

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⁽ⁱ⁾ Schedules required by Form 5500 which are not applicable have not been included.



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditor's Report

Plan Administrator
GE Incentive Savings Plan for Union Employees
of Aviation Systems and Unison Engine Components:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 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 H, line 4i, Schedule of Assets (held at end of year) as of December 31, 2012 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.

KPMG LLP

October 9, 2013

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments at fair value (notes 3 and 4)	\$ 44,071,757	\$ 38,977,676
Notes receivable from participants	<u>2,030,909</u>	<u>2,244,706</u>
Net assets available for plan benefits prior to adjustment	46,102,666	41,222,382
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (note 2)	<u>(97,578)</u>	<u>(86,575)</u>
Net assets available for plan benefits	<u>\$ 46,005,088</u>	<u>\$ 41,135,807</u>

See accompanying notes to financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments (note 3)	\$ 3,081,506	\$ (1,420,731)
Dividend and interest income	<u>1,079,286</u>	<u>973,001</u>
	<u>4,160,792</u>	<u>(447,730)</u>
Interest on notes receivable from participants	<u>92,581</u>	<u>91,224</u>
Contributions:		
Employee	2,779,952	2,531,123
Employer	<u>950,575</u>	<u>886,109</u>
	<u>3,730,527</u>	<u>3,417,232</u>
Total additions	<u>7,983,900</u>	<u>3,060,726</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,091,593	4,136,285
Expenses and loan fees (note 1)	<u>23,026</u>	<u>21,258</u>
Total deductions	<u>3,114,619</u>	<u>4,157,543</u>
Net increase (decrease) in net assets	4,869,281	(1,096,817)
Net assets available for plan benefits at:		
Beginning of year	<u>41,135,807</u>	<u>42,232,624</u>
End of year	\$ <u><u>46,005,088</u></u>	\$ <u><u>41,135,807</u></u>

See accompanying notes to financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components (the “Plan”) is a defined contribution plan sponsored by GE Aviation Systems LLC (the “Company”), an affiliate of General Electric Company (“GE”). The Plan is subject to applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

On May 5, 2007, at which time the plan commenced operations, GE acquired Smiths Aerospace Group Limited and certain aerospace businesses of Smiths Group PLC. As part of that acquisition, Smiths Aerospace employees and certain Smiths Group employees became employees of the Company or of affiliates of the Company and were participating in the Smiths Group Incentive Savings Plan for Union Employees (the “Prior Plan”). The assets and liabilities of the Prior Plan were transferred into the Plan on May 16, 2007.

On March 20, 2009, Times Microwave Systems (“TMS”) was sold to Amphenol Corporation. As of this date, TMS ceased participating in the Plan. The Plan was amended to reflect the termination of TMS’ participation.

On July 14, 2011, Unison Engine Components – Mountaintop (“Mountaintop”) was sold. As of this date, the Mountaintop site ceased participating in the Plan. The Plan was amended to reflect the termination of Mountaintop’s participation.

Fidelity Management Trust Company (“FMTC”) is the Plan’s Trustee and Fidelity Investments Institutional Operations Company, Inc. (“FIIOC”) is the recordkeeper.

The following description of the Plan is provided for general information purposes only. The complete terms of the Plan are provided in the GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components Plan document (the “Plan Document”). Information concerning the Plan, including benefits and vesting provisions is included in the Summary Plan Document (“SPD”) and other material made available to participants.

Participant Contributions and Investment Options

Participants are permitted to allocate their account balances to one or more of the following investment options:

- (a) Fidelity Retirement Fund – This money market fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity by investing in money market instruments.
- (b) Fidelity BrokerageLink Self-Directed Investment Fund – A self-directed brokerage account through Fidelity Brokerage Services that allows plan participants to invest in common stock and mutual funds.
- (c) Fidelity Intermediate Bond Fund – This fund seeks a high level of current income. It normally invests at least 80% of assets in investment-grade bonds of all types and repurchase agreements of those securities.
- (d) Fidelity Blue Chip Growth Fund – This fund seeks growth of capital over the long term. It invests its assets primarily in common stocks of well-known and established companies. It normally invests 80% of assets in blue chip companies.
- (e) Fidelity Low Priced Stock Fund – This fund seeks capital appreciation. It normally invests at least 80% of assets in low priced stocks (priced at or below \$35 per share at the time of investment).
- (f) Fidelity Diversified International Stock Fund – The fund seeks capital appreciation. It primarily invests in non-U.S. common stocks and allocates investments across countries and regions.
- (g) Fidelity Freedom Funds- These funds seek high current income; capital appreciation is a secondary objective. They are designed for investors already in retirement or those planning to retire around the year specified. The funds invest in a combination of Fidelity equity, fixed-income, and money market funds.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

- (h) Spartan Extended Market Index Fund – This fund seeks total returns that match those of the Wilshire 4500 index (the “Index”). It normally invests at least 80% of assets in stocks that are included in the Index.
- (i) Spartan US Equity Index Fund – This fund seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the U.S. It normally invests at least 80% of assets in common stocks included in the S&P 500 index.
- (j) Fidelity US Bond Index Fund – This fund seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital Aggregate Bond index.
- (k) Allianz Cadence Capital Management Mid-Cap I Fund – This fund seeks growth of capital. It primarily invests at least 80% of net assets in common stocks of companies with medium market capitalizations.
- (l) Dodge & Cox Stock Fund – This fund seeks long-term growth of principal and income. The fund invests primarily in a diversified portfolio of common stocks. It may also invest in other types of securities which are convertible into common stock.
- (m) Vanguard PrimeCap Fund Admiral Shares – This fund seeks long-term capital appreciation. It invests in stocks considered to have above-average earnings growth potential that is not reflected in their current market prices.
- (n) Templeton Foreign Fund Advisor Class– This fund seeks long-term capital growth. It invests primarily in the equity securities of companies located outside the U. S., including emerging markets. The fund may invest in debt securities of countries and governments located anywhere in the world.
- (o) Royce Premier Institutional Fund - The Fund seeks long-term growth of capital. The Fund invests in a limited number of equity securities of small-cap companies. It looks for companies that it considers "premier" - those that have excellent business strengths and/or prospects for growth, high internal rates of return and low leverage.
- (p) Fidelity Managed Income Fund – This fund’s primary objective is to preserve principal while achieving a rate of return competitive with rates earned over an extended period of time by comparable fixed income investment products. This fund invests primarily in pooled investment contracts with short-term maturities.

Audited financial statements and prospectuses or other disclosure documents of the registered investment companies (“mutual funds”) are made available to participants.

Participants may elect to defer from 1% to 40% of their pre-tax compensation, subject to limitations imposed by law. In addition, participants may elect to make after-tax contributions in an amount equal to from 1% to 10% of their eligible compensation. Participants may also contribute amounts as “rollover” provisions representing distributions from other qualified defined benefit or defined contribution plans of a former employer.

The United States Internal Revenue Code (“IRC”) limits the amount of pre-tax contributions that can be made each year. The limit for participants under age of 50 was generally \$17,000 and \$16,500 in 2012 and 2011, respectively. For participants who were at least age 50 during the year, the limit was generally \$22,500 and \$22,000 in 2012 and 2011, respectively.

Employer Contributions

The Company makes a matching contribution to eligible employees in amounts equal to the matchable percentage as determined by the specific collective bargaining agreement governing each entity. The Company may also make profit sharing contributions to eligible employees in an amount as determined by the Company, as described in the Plan Documents.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

Vesting

Participants are immediately fully vested in their contributions as well as the earnings thereon. The Plan provides for participants to be vested in Company matching contributions and profit sharing contributions under the following schedule and is based on vesting years of service:

<u>Years of Service</u>	<u>Percent</u>
Less than 1	0%
At least 1 year, but less than 2 years	20%
At least 2 years, but less than 3 years	40%
At least 3 years, but less than 4 years	60%
At least 4 years, but less than 5 years	80%
5 or more years	100%

Notwithstanding the foregoing, participants whose terms and conditions of employment are determined by certain collective bargaining agreements may have different vesting agreements.

Forfeitures

As of December 31, 2012 and 2011, forfeited non-vested amounts (including unrealized appreciation) totaled \$1,200 and \$8,771, respectively. In 2012 and 2011, \$8,095 and \$9,572 of forfeitures were utilized to reduce Company contributions or to pay Plan expenses, respectively. Earnings on forfeiture balances were \$1 during 2012 and 2011. Additions to forfeiture balances were \$523 and \$9,119 during 2012 and 2011, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocation of (a) applicable employer profit-sharing and matching contributions and (b) investment results. The benefit to which a participant is entitled is the value of the participant's vested account.

Notes Receivable from Participants

The Plan permits participants, under certain circumstances, to borrow a minimum of \$1,000 from their participant account. Subject to certain IRC and Plan limits, a participant may not borrow more than the lesser of \$50,000 minus their highest outstanding balance of loans from the Company and GE and its subsidiaries, during the past 12 months or 50% of their vested account balance.

The term of any loan is up to 5 years from the effective date of the loan unless the loan is used to acquire a principal residence for which a term of up to 15 years may be permissible. Loans are secured by the remaining balance in the participant's account. The interest rate applicable to participant notes receivable is 1% above the prime interest rate in effect as of the last business day before the loan is requested. Loans are repaid with interest in equal payments over the term of the loan by payroll deductions, personal checks, or other such methods as may be required. Participants may repay the principal amount with written notice without penalty.

In the event of a loan default, the amount of the outstanding balance will be reported to the Internal Revenue Service ("IRS") in the year of the default as ordinary income.

Payment of Benefits

Subject to certain limitations, a participant may withdraw all or a portion of his or her after-tax contributions, including earnings thereon. Generally, before-tax contributions and Company contributions may not be withdrawn while employed by the Company prior to age 59 ½. Company contributions may be withdrawn while a participant is employed by the Company prior to age 70 ½. In the case of a hardship, a participant may elect to withdraw, as

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

applicable, at least the lesser of \$1,000 or the vested balance in his or her account. In order to make a hardship withdrawal, a participant must first withdraw the maximum after-tax contributions and nontaxable loans. Hardship withdrawals are permitted no more than once in any six-month period.

Upon termination of service or disability, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a direct rollover.

Plan Termination and Amendment

Although the Company has not expressed any intent to do so, it has the right under the Plan, to the extent permitted by law, to discontinue its contributions and to terminate the Plan in accordance with the provisions of ERISA. If the Plan is terminated, each participant's interest will be payable in full according to Plan provisions. The Company also has the right under the Plan, to the extent permitted by law, to amend or replace the Plan for any reason.

Administrative and Investment Advisor Costs

Expenses related to the administration of the Plan, including recordkeeping expenses and Trustee's fees, are liabilities of the Plan. However, the Company may choose to pay these expenses (see note 2(f)). For the registered investment companies, investment advisors are reimbursed for cost incurred or receive a management fee for providing investment advisory services. These reimbursed costs and management fees are reflected in the net appreciation (depreciation) in the fair value of investments on the Statement of Changes in Net Assets Available for Plan Benefits.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's investment in the Fidelity Managed Income Fund included in the Statements of Net Assets Available for Plan Benefits presents the fair value of the investment contracts within the fund, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Plan Benefits is prepared on a contract value basis.

(b) Investments

Plan investments are reported at fair value. See notes 3 and 4 for additional information.

Investment transactions are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Earnings from the Fidelity Managed Income Fund are reinvested in the fund and reflected in dividends and interest.

(c) Fair Value Measurements

For financial assets and liabilities, fair value is the price the Plan would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets and liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

Level 1 - Quoted prices for identical investments in active markets.

Level 2 - Quoted prices for similar investments in active markets; quoted prices for identical or similar investments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 - Significant inputs to the valuation model are unobservable.

When available, quoted market prices are used to determine the fair value of investment securities, and they are included in Level 1. Level 1 securities include registered investment companies.

The Plan's ownership in the Fidelity Managed Income Fund is carried at fair value based on the investment's net asset value per unit and is included in Level 2. The net asset value of the fund is calculated daily and units of the fund are issued and redeemed daily at the net asset value.

See note 4 for additional information.

(d) Notes Receivable from Participants

Loans to participants are recorded at the outstanding principal balance plus accrued interest.

(e) Payment of Benefits

Benefit payments are recorded when paid to participants.

(f) Expenses

Substantially all expenses related to the administration of the Plan are paid by the Company or out of the Plan's forfeiture account at the discretion of the Plan Sponsor, with the exception of the Plan's loan expenses, which are paid by the Plan's Trustee out of the respective participant's investment fund's assets.

(g) Management Estimates and Assumptions

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management of the Plan to make estimates and assumptions that affect the reported amount of assets, liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(3) Certification by Trustee

The information presented in this note and the "Fair Value Measurements" note (note (4)) below was compiled from information that was certified as complete and accurate by the Trustee ("the Certification") and was not subject to auditing procedures by the Plan's Independent Auditor as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In addition, the Certification also included notes receivable from participants, accrued dividends and interest, and interest on notes receivable from participants.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The fair value of the Plan's investments at December 31, 2012 and 2011 follows:

	<u>2012</u>	<u>2011</u>
Short-Term Investments:		
Fidelity Brokeragelink Cash	\$ 562	\$ —
Fidelity Self-Directed Cash Reserves	276,718	92,280
Fidelity Retirement Fund	<u>8,049,209 *</u>	<u>6,904,901 *</u>
Total Short-Term Investments	8,326,489	6,997,181
Common Stock:		
Self-Directed Common Stock in Fidelity Brokeragelink	<u>154,088</u>	<u>100,865</u>
Registered Investment Companies:		
Self-Directed External Funds in Brokeragelink	22,989	37,801
Self-Directed Fidelity Funds in Brokeragelink	8,905	32,323
Fidelity Intermediate Bond Fund	1,903,471	1,666,487
Fidelity Blue Chip Growth Fund	2,318,207 *	2,057,227 *
Fidelity Low Price Stock Fund	1,059,154	1,085,289
Fidelity Diversified International Fund	608,522	562,760
Fidelity Freedom Income Fund	105,058	78,675
Fidelity Freedom 2000 Fund	140,570	177,331
Fidelity Freedom 2010 Fund	2,692,973 *	2,353,035 *
Fidelity Freedom 2015 Fund	183,408	149,269
Fidelity Freedom 2020 Fund	5,006,319 *	4,137,159 *
Fidelity Freedom 2025 Fund	149,273	50,989
Fidelity Freedom 2030 Fund	2,857,281 *	2,341,245 *
Fidelity Freedom 2035 Fund	29,202	12,067
Fidelity Freedom 2040 Fund	1,107,751	923,566
Fidelity Freedom 2045 Fund	69,955	6,560
Fidelity Freedom 2050 Fund	120,854	15,268
Fidelity Freedom 2055 Fund	4,293	—
Spartan Extended Market Index Fund	2,403,685 *	2,186,505 *
Spartan US Equity Index Fund	4,128,256 *	3,847,339 *
Fidelity US Bond Index Fund	943,037	1,049,246
Allianz Cadence Capital Management Mid Cap I Fund	540,220	497,929
Dodge & Cox Stock Fund	3,595,715 *	3,057,011 *
Vanguard PrimeCap Fund Admiral Shares	475,641	482,578
Templeton Foreign Fund Advisor Class	580,422	497,619
Royce Premier Institutional Fund	<u>1,126,254</u>	<u>1,064,170</u>
Total Registered Investment Companies	<u>32,181,415</u>	<u>28,369,448</u>
Collective Trust Fund:		
Fidelity Managed Income Fund	<u>3,409,765 **</u>	<u>3,510,182 **</u>
Total investments at fair value	<u>\$ 44,071,757</u>	<u>\$ 38,977,676</u>

* Investment option representing more than 5% of the Plan's net assets.

** Contract value at December 31, 2012 and 2011 for the Managed Income Fund was \$3,312,187 and \$3,423,608, respectively. The amounts presented in the table reflect fair value and also represent more than 5% of the Plan's net assets.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The Plan's investments appreciated (depreciated), principally from registered investment companies, by \$3,081,506 and (\$1,420,731) for the years ended December 31, 2012 and 2011, respectively. Dividends and interest for the years ended December 31, 2012 and 2011 were \$1,079,286 and \$973,001, respectively.

The average yield of the underlying assets earned by the Plan from the Fidelity Managed Income Fund was 1.70% and 1.92% at December 31, 2012 and 2011, respectively. The average crediting interest rate was 1.05% and 1.39% at December 31, 2012 and 2011, respectively.

(4) Fair Value Measurements

The Plan's investments measured at fair value on a recurring basis at December 31, 2012 follow:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-Term Investments	\$ 8,326,489	\$ —	\$ —	\$ 8,326,489
Common Stock	154,088	—	—	154,088
Registered Investment Companies	32,181,415	—	—	32,181,415
Collective Trust Fund	—	3,409,765	—	3,409,765
Total investments at fair value	<u>\$ 40,661,992</u>	<u>\$ 3,409,765</u>	<u>\$ —</u>	<u>\$ 44,071,757</u>

The Plan's investments measured at fair value on a recurring basis at December 31, 2011 follow:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-Term Investments	\$ 6,997,181	\$ —	\$ —	\$ 6,997,181
Common Stock	100,865	—	—	100,865
Registered Investment Companies	28,369,448	—	—	28,369,448
Collective Trust Fund	—	3,510,182	—	3,510,182
Total investments at fair value	<u>\$ 35,467,494</u>	<u>\$ 3,510,182</u>	<u>\$ —</u>	<u>\$ 38,977,676</u>

Transfers in and out of levels are considered to occur at the beginning of the period. There were no transfers during 2012 and 2011. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

(5) Risks and Uncertainties

The Plan offers a number of investment options including registered investment companies and money market funds, a collective trust fund and investment securities offered through Fidelity. The funds invest in U.S. equities, international equities, and fixed income securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur (including in the near term) and that such changes could materially affect participant account balances and amounts reported in the Statements of Net Assets Available for Plan Benefits.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The Plan's exposure to a concentration of credit risk is limited by the opportunity to diversify investments across multiple participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments.

(6) Related Party Transactions (Parties-in-Interest)

Certain fees paid to related parties for services to the Plan were paid by the Plan. Money market fund, registered investment company, and collective trust fund operating expenses, which include expenses paid to FIIOC and to Fidelity Retirement Services, the investment adviser to the Plan, reduce the respective fund's assets and are reflected in the fund's share/unit price and dividends.

In addition to the recordkeepers, trustees and custodians of the Plan, which are mentioned in note 1, KPMG LLP, the auditor of the Plan's financial statement is also a party in interest as defined by ERISA.

(7) Tax Status

The IRS has notified the Company by a letter dated February 14, 2012, that the plan document is qualified under the appropriate sections of the IRC. Plan management and legal counsel for the Plan have no reason to believe that anything has occurred since then that would adversely affect the validity of the determination letter.

The portion of a participant's compensation contributed to the Plan as a pre-tax contribution and the Company's matching contribution are not subject to Federal income tax when such contributions are credited to participant accounts, subject to certain limitations. These amounts and any investment earnings may be included in the participant's gross taxable income for the year in which such amounts are withdrawn from the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) of the Plan if the Plan has taken an uncertain position that more likely than not would 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 the material liability (or asset) or disclosure in the Plan's 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 examination for years prior to 2009.

(8) Reconciliation of Financial Statements to Form 5500

Notes receivable from participants are classified as investments per the Form 5500 instructions. In addition, any deemed distributions are not considered to be Plan assets per Form 5500 and are excluded from notes receivable from participants. However, these distributions remain a Plan asset for purposes of these financial statements until offset against Plan assets.

A reconciliation of total investments per the financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Total investments at fair value per financial statements	\$ <u>44,071,757</u>	\$ <u>38,977,676</u>
Total notes receivable from participants per financial statements	2,030,909	2,244,706
Deemed distributions	<u>(192,498)</u>	<u>(141,718)</u>
Total notes receivable per Form 5500	\$ <u>1,838,411</u>	\$ <u>2,102,988</u>
Total investments per Form 5500	\$ <u><u>45,910,168</u></u>	\$ <u><u>41,080,664</u></u>

A reconciliation of total deductions to net assets per financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

	<u>2012</u>	<u>2011</u>
Total deductions from net assets per financial statements	\$ 3,114,619	\$ 4,157,543
Changes in deemed distributions	<u>50,780</u>	<u>19,568</u>
Total expenses per Form 5500	\$ <u><u>3,165,399</u></u>	\$ <u><u>4,177,111</u></u>

A reconciliation of amounts per the financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

	<u>2012</u>	<u>2011</u>
Net assets available for plan benefits per the financial statements	\$ 46,005,088	\$ 41,135,807
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	97,578	86,575
Deemed distributions	<u>(192,498)</u>	<u>(141,718)</u>
Net assets available for plan benefits per the Form 5500	\$ <u><u>45,910,168</u></u>	\$ <u><u>41,080,664</u></u>
Total net increase (decrease) per the financial statements	\$ 4,869,281	\$ (1,096,817)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts for current period	97,578	86,575
Adjustment from contract value to fair value for fully benefit-responsive investment contracts for prior period	(86,575)	(18,697)
Changes in deemed distributions	<u>(50,780)</u>	<u>(19,569)</u>
Total net income per the Form 5500	\$ <u><u>4,829,505</u></u>	\$ <u><u>(1,048,508)</u></u>

(9) Subsequent Events

Subsequent events after the statement of net assets available for plan assets date through October 9, 2013, the date that the financial statements were issued, have been evaluated in the preparation of these financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

Certain divisions have been sold in 2013 and the affected participants were 100% vested as a result of the sales. Specifically, participants affected by the sale of the Duarte, CA Division of the Company to Woodward HRT, Inc. were vested on March 2, 2013; participants affected by the sale of the Wilkes-Barre, PA Division of the Company to PCC Aerostructures Wilkes-Barre, LLC were vested on May 19, 2013; and participants affected by the sale of the GE Aviation Electromechanical Actuation Division (Whippany site) to TransDigm Group Inc. were vested on August 26, 2013. Amendments regarding the Duarte and Wilkes-Barre sales have already been adopted. An amendment regarding the Whippany sale will be adopted prior to the end of 2013.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

As of December 31, 2012

Identity of issuer, borrower, lessor, or similar party	Description of investments	Number of shares	Fair value
* Fidelity Brokeragelink Cash	Short-term investments	N/A	\$ 562
* Fidelity Self-Directed Cash Reserves	Short-term investments	276,718	276,718
* Fidelity Retirement Fund	Short-term investments	8,049,209	8,049,209
* Fidelity Self-Directed Common Stock	Common stock	14,698	154,088
* Fidelity Self-Directed External Funds	Registered investment company	1,110	22,989
* Fidelity Self-Directed Fidelity Funds	Registered investment company	253	8,905
* Fidelity Intermediate Bond Fund	Registered investment company	170,868	1,903,471
* Fidelity Blue Chip Growth Fund	Registered investment company	47,224	2,318,207
* Fidelity Low Price Stock Fund	Registered investment company	26,834	1,059,154
* Fidelity Diversified International Fund	Registered investment company	20,359	608,522
* Fidelity Freedom Income Fund	Registered investment company	8,995	105,058
* Fidelity Freedom 2000 Fund	Registered investment company	11,893	140,570
* Fidelity Freedom 2010 Fund	Registered investment company	209,082	2,692,973
* Fidelity Freedom 2015 Fund	Registered investment company	14,152	183,408
* Fidelity Freedom 2020 Fund	Registered investment company	373,885	5,006,319
* Fidelity Freedom 2025 Fund	Registered investment company	10,992	149,273
* Fidelity Freedom 2030 Fund	Registered investment company	208,257	2,857,281
* Fidelity Freedom 2035 Fund	Registered investment company	2,105	29,202
* Fidelity Freedom 2040 Fund	Registered investment company	79,637	1,107,751
* Fidelity Freedom 2045 Fund	Registered investment company	4,965	69,955
* Fidelity Freedom 2050 Fund	Registered investment company	8,559	120,854
* Fidelity Freedom 2055 Fund	Registered investment company	431	4,293
* Spartan Extended Market Index Fund	Registered investment company	60,228	2,403,685
* Spartan US Equity Index Fund	Registered investment company	81,764	4,128,256
* Fidelity US Bond Index Fund	Registered investment company	79,313	943,037
Allianz Cadence Capital Management Mid Cap I Fund	Registered investment company	20,075	540,220
Dodge & Cox Stock Fund	Registered investment company	29,497	3,595,715
Vanguard PrimeCap Fund Admiral Shares	Registered investment company	6,600	475,641
Templeton Foreign Fund Advisor Class	Registered investment company	85,482	580,422
Royce Premier Institutional Fund	Registered investment company	58,355	1,126,254
* Fidelity Managed Income Fund	Collective trust fund	3,312,187	3,409,765
Total investments at fair value			44,071,757
* Notes receivable from participants	249 notes receivable from participants with interest rates from 4.25% to 10.25% and maturity through December 2024.		1,838,411
Total Assets (Held at End of Year)			<u>\$ 45,910,168</u>

* Party in interest as defined by ERISA.

See accompanying Independent Auditors' Report.



GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

December 31, 2012 and 2011

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⁽ⁱ⁾ Schedules required by Form 5500 which are not applicable have not been included.



KPMG LLP
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New York, NY 10154-0102

Independent Auditor's Report

Plan Administrator
GE Incentive Savings Plan for Union Employees
of Aviation Systems and Unison Engine Components:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 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 H, line 4i, Schedule of Assets (held at end of year) as of December 31, 2012 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.

KPMG LLP

October 9, 2013

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments at fair value (notes 3 and 4)	\$ 44,071,757	\$ 38,977,676
Notes receivable from participants	<u>2,030,909</u>	<u>2,244,706</u>
Net assets available for plan benefits prior to adjustment	46,102,666	41,222,382
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (note 2)	<u>(97,578)</u>	<u>(86,575)</u>
Net assets available for plan benefits	<u>\$ 46,005,088</u>	<u>\$ 41,135,807</u>

See accompanying notes to financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments (note 3)	\$ 3,081,506	\$ (1,420,731)
Dividend and interest income	<u>1,079,286</u>	<u>973,001</u>
	<u>4,160,792</u>	<u>(447,730)</u>
Interest on notes receivable from participants	<u>92,581</u>	<u>91,224</u>
Contributions:		
Employee	2,779,952	2,531,123
Employer	<u>950,575</u>	<u>886,109</u>
	<u>3,730,527</u>	<u>3,417,232</u>
Total additions	<u>7,983,900</u>	<u>3,060,726</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,091,593	4,136,285
Expenses and loan fees (note 1)	<u>23,026</u>	<u>21,258</u>
Total deductions	<u>3,114,619</u>	<u>4,157,543</u>
Net increase (decrease) in net assets	4,869,281	(1,096,817)
Net assets available for plan benefits at:		
Beginning of year	<u>41,135,807</u>	<u>42,232,624</u>
End of year	\$ <u><u>46,005,088</u></u>	\$ <u><u>41,135,807</u></u>

See accompanying notes to financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components (the “Plan”) is a defined contribution plan sponsored by GE Aviation Systems LLC (the “Company”), an affiliate of General Electric Company (“GE”). The Plan is subject to applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

On May 5, 2007, at which time the plan commenced operations, GE acquired Smiths Aerospace Group Limited and certain aerospace businesses of Smiths Group PLC. As part of that acquisition, Smiths Aerospace employees and certain Smiths Group employees became employees of the Company or of affiliates of the Company and were participating in the Smiths Group Incentive Savings Plan for Union Employees (the “Prior Plan”). The assets and liabilities of the Prior Plan were transferred into the Plan on May 16, 2007.

On March 20, 2009, Times Microwave Systems (“TMS”) was sold to Amphenol Corporation. As of this date, TMS ceased participating in the Plan. The Plan was amended to reflect the termination of TMS’ participation.

On July 14, 2011, Unison Engine Components – Mountaintop (“Mountaintop”) was sold. As of this date, the Mountaintop site ceased participating in the Plan. The Plan was amended to reflect the termination of Mountaintop’s participation.

Fidelity Management Trust Company (“FMTC”) is the Plan’s Trustee and Fidelity Investments Institutional Operations Company, Inc. (“FIIOC”) is the recordkeeper.

The following description of the Plan is provided for general information purposes only. The complete terms of the Plan are provided in the GE Incentive Savings Plan for Union Employees of Aviation Systems and Unison Engine Components Plan document (the “Plan Document”). Information concerning the Plan, including benefits and vesting provisions is included in the Summary Plan Document (“SPD”) and other material made available to participants.

Participant Contributions and Investment Options

Participants are permitted to allocate their account balances to one or more of the following investment options:

- (a) Fidelity Retirement Fund – This money market fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity by investing in money market instruments.
- (b) Fidelity BrokerageLink Self-Directed Investment Fund – A self-directed brokerage account through Fidelity Brokerage Services that allows plan participants to invest in common stock and mutual funds.
- (c) Fidelity Intermediate Bond Fund – This fund seeks a high level of current income. It normally invests at least 80% of assets in investment-grade bonds of all types and repurchase agreements of those securities.
- (d) Fidelity Blue Chip Growth Fund – This fund seeks growth of capital over the long term. It invests its assets primarily in common stocks of well-known and established companies. It normally invests 80% of assets in blue chip companies.
- (e) Fidelity Low Priced Stock Fund – This fund seeks capital appreciation. It normally invests at least 80% of assets in low priced stocks (priced at or below \$35 per share at the time of investment).
- (f) Fidelity Diversified International Stock Fund – The fund seeks capital appreciation. It primarily invests in non-U.S. common stocks and allocates investments across countries and regions.
- (g) Fidelity Freedom Funds- These funds seek high current income; capital appreciation is a secondary objective. They are designed for investors already in retirement or those planning to retire around the year specified. The funds invest in a combination of Fidelity equity, fixed-income, and money market funds.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

- (h) Spartan Extended Market Index Fund – This fund seeks total returns that match those of the Wilshire 4500 index (the “Index”). It normally invests at least 80% of assets in stocks that are included in the Index.
- (i) Spartan US Equity Index Fund – This fund seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the U.S. It normally invests at least 80% of assets in common stocks included in the S&P 500 index.
- (j) Fidelity US Bond Index Fund – This fund seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital Aggregate Bond index.
- (k) Allianz Cadence Capital Management Mid-Cap I Fund – This fund seeks growth of capital. It primarily invests at least 80% of net assets in common stocks of companies with medium market capitalizations.
- (l) Dodge & Cox Stock Fund – This fund seeks long-term growth of principal and income. The fund invests primarily in a diversified portfolio of common stocks. It may also invest in other types of securities which are convertible into common stock.
- (m) Vanguard PrimeCap Fund Admiral Shares – This fund seeks long-term capital appreciation. It invests in stocks considered to have above-average earnings growth potential that is not reflected in their current market prices.
- (n) Templeton Foreign Fund Advisor Class– This fund seeks long-term capital growth. It invests primarily in the equity securities of companies located outside the U. S., including emerging markets. The fund may invest in debt securities of countries and governments located anywhere in the world.
- (o) Royce Premier Institutional Fund - The Fund seeks long-term growth of capital. The Fund invests in a limited number of equity securities of small-cap companies. It looks for companies that it considers "premier" - those that have excellent business strengths and/or prospects for growth, high internal rates of return and low leverage.
- (p) Fidelity Managed Income Fund – This fund’s primary objective is to preserve principal while achieving a rate of return competitive with rates earned over an extended period of time by comparable fixed income investment products. This fund invests primarily in pooled investment contracts with short-term maturities.

Audited financial statements and prospectuses or other disclosure documents of the registered investment companies (“mutual funds”) are made available to participants.

Participants may elect to defer from 1% to 40% of their pre-tax compensation, subject to limitations imposed by law. In addition, participants may elect to make after-tax contributions in an amount equal to from 1% to 10% of their eligible compensation. Participants may also contribute amounts as “rollover” provisions representing distributions from other qualified defined benefit or defined contribution plans of a former employer.

The United States Internal Revenue Code (“IRC”) limits the amount of pre-tax contributions that can be made each year. The limit for participants under age of 50 was generally \$17,000 and \$16,500 in 2012 and 2011, respectively. For participants who were at least age 50 during the year, the limit was generally \$22,500 and \$22,000 in 2012 and 2011, respectively.

Employer Contributions

The Company makes a matching contribution to eligible employees in amounts equal to the matchable percentage as determined by the specific collective bargaining agreement governing each entity. The Company may also make profit sharing contributions to eligible employees in an amount as determined by the Company, as described in the Plan Documents.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

Vesting

Participants are immediately fully vested in their contributions as well as the earnings thereon. The Plan provides for participants to be vested in Company matching contributions and profit sharing contributions under the following schedule and is based on vesting years of service:

<u>Years of Service</u>	<u>Percent</u>
Less than 1	0%
At least 1 year, but less than 2 years	20%
At least 2 years, but less than 3 years	40%
At least 3 years, but less than 4 years	60%
At least 4 years, but less than 5 years	80%
5 or more years	100%

Notwithstanding the foregoing, participants whose terms and conditions of employment are determined by certain collective bargaining agreements may have different vesting agreements.

Forfeitures

As of December 31, 2012 and 2011, forfeited non-vested amounts (including unrealized appreciation) totaled \$1,200 and \$8,771, respectively. In 2012 and 2011, \$8,095 and \$9,572 of forfeitures were utilized to reduce Company contributions or to pay Plan expenses, respectively. Earnings on forfeiture balances were \$1 during 2012 and 2011. Additions to forfeiture balances were \$523 and \$9,119 during 2012 and 2011, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocation of (a) applicable employer profit-sharing and matching contributions and (b) investment results. The benefit to which a participant is entitled is the value of the participant's vested account.

Notes Receivable from Participants

The Plan permits participants, under certain circumstances, to borrow a minimum of \$1,000 from their participant account. Subject to certain IRC and Plan limits, a participant may not borrow more than the lesser of \$50,000 minus their highest outstanding balance of loans from the Company and GE and its subsidiaries, during the past 12 months or 50% of their vested account balance.

The term of any loan is up to 5 years from the effective date of the loan unless the loan is used to acquire a principal residence for which a term of up to 15 years may be permissible. Loans are secured by the remaining balance in the participant's account. The interest rate applicable to participant notes receivable is 1% above the prime interest rate in effect as of the last business day before the loan is requested. Loans are repaid with interest in equal payments over the term of the loan by payroll deductions, personal checks, or other such methods as may be required. Participants may repay the principal amount with written notice without penalty.

In the event of a loan default, the amount of the outstanding balance will be reported to the Internal Revenue Service ("IRS") in the year of the default as ordinary income.

Payment of Benefits

Subject to certain limitations, a participant may withdraw all or a portion of his or her after-tax contributions, including earnings thereon. Generally, before-tax contributions and Company contributions may not be withdrawn while employed by the Company prior to age 59 ½. Company contributions may be withdrawn while a participant is employed by the Company prior to age 70 ½. In the case of a hardship, a participant may elect to withdraw, as

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

applicable, at least the lesser of \$1,000 or the vested balance in his or her account. In order to make a hardship withdrawal, a participant must first withdraw the maximum after-tax contributions and nontaxable loans. Hardship withdrawals are permitted no more than once in any six-month period.

Upon termination of service or disability, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a direct rollover.

Plan Termination and Amendment

Although the Company has not expressed any intent to do so, it has the right under the Plan, to the extent permitted by law, to discontinue its contributions and to terminate the Plan in accordance with the provisions of ERISA. If the Plan is terminated, each participant's interest will be payable in full according to Plan provisions. The Company also has the right under the Plan, to the extent permitted by law, to amend or replace the Plan for any reason.

Administrative and Investment Advisor Costs

Expenses related to the administration of the Plan, including recordkeeping expenses and Trustee's fees, are liabilities of the Plan. However, the Company may choose to pay these expenses (see note 2(f)). For the registered investment companies, investment advisors are reimbursed for cost incurred or receive a management fee for providing investment advisory services. These reimbursed costs and management fees are reflected in the net appreciation (depreciation) in the fair value of investments on the Statement of Changes in Net Assets Available for Plan Benefits.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's investment in the Fidelity Managed Income Fund included in the Statements of Net Assets Available for Plan Benefits presents the fair value of the investment contracts within the fund, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Plan Benefits is prepared on a contract value basis.

(b) Investments

Plan investments are reported at fair value. See notes 3 and 4 for additional information.

Investment transactions are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Earnings from the Fidelity Managed Income Fund are reinvested in the fund and reflected in dividends and interest.

(c) Fair Value Measurements

For financial assets and liabilities, fair value is the price the Plan would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets and liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

Level 1 - Quoted prices for identical investments in active markets.

Level 2 - Quoted prices for similar investments in active markets; quoted prices for identical or similar investments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 - Significant inputs to the valuation model are unobservable.

When available, quoted market prices are used to determine the fair value of investment securities, and they are included in Level 1. Level 1 securities include registered investment companies.

The Plan's ownership in the Fidelity Managed Income Fund is carried at fair value based on the investment's net asset value per unit and is included in Level 2. The net asset value of the fund is calculated daily and units of the fund are issued and redeemed daily at the net asset value.

See note 4 for additional information.

(d) Notes Receivable from Participants

Loans to participants are recorded at the outstanding principal balance plus accrued interest.

(e) Payment of Benefits

Benefit payments are recorded when paid to participants.

(f) Expenses

Substantially all expenses related to the administration of the Plan are paid by the Company or out of the Plan's forfeiture account at the discretion of the Plan Sponsor, with the exception of the Plan's loan expenses, which are paid by the Plan's Trustee out of the respective participant's investment fund's assets.

(g) Management Estimates and Assumptions

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management of the Plan to make estimates and assumptions that affect the reported amount of assets, liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(3) Certification by Trustee

The information presented in this note and the "Fair Value Measurements" note (note (4)) below was compiled from information that was certified as complete and accurate by the Trustee ("the Certification") and was not subject to auditing procedures by the Plan's Independent Auditor as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In addition, the Certification also included notes receivable from participants, accrued dividends and interest, and interest on notes receivable from participants.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The fair value of the Plan's investments at December 31, 2012 and 2011 follows:

	<u>2012</u>	<u>2011</u>
Short-Term Investments:		
Fidelity Brokeragelink Cash	\$ 562	\$ —
Fidelity Self-Directed Cash Reserves	276,718	92,280
Fidelity Retirement Fund	<u>8,049,209 *</u>	<u>6,904,901 *</u>
Total Short-Term Investments	8,326,489	6,997,181
Common Stock:		
Self-Directed Common Stock in Fidelity Brokeragelink	<u>154,088</u>	<u>100,865</u>
Registered Investment Companies:		
Self-Directed External Funds in Brokeragelink	22,989	37,801
Self-Directed Fidelity Funds in Brokeragelink	8,905	32,323
Fidelity Intermediate Bond Fund	1,903,471	1,666,487
Fidelity Blue Chip Growth Fund	2,318,207 *	2,057,227 *
Fidelity Low Price Stock Fund	1,059,154	1,085,289
Fidelity Diversified International Fund	608,522	562,760
Fidelity Freedom Income Fund	105,058	78,675
Fidelity Freedom 2000 Fund	140,570	177,331
Fidelity Freedom 2010 Fund	2,692,973 *	2,353,035 *
Fidelity Freedom 2015 Fund	183,408	149,269
Fidelity Freedom 2020 Fund	5,006,319 *	4,137,159 *
Fidelity Freedom 2025 Fund	149,273	50,989
Fidelity Freedom 2030 Fund	2,857,281 *	2,341,245 *
Fidelity Freedom 2035 Fund	29,202	12,067
Fidelity Freedom 2040 Fund	1,107,751	923,566
Fidelity Freedom 2045 Fund	69,955	6,560
Fidelity Freedom 2050 Fund	120,854	15,268
Fidelity Freedom 2055 Fund	4,293	—
Spartan Extended Market Index Fund	2,403,685 *	2,186,505 *
Spartan US Equity Index Fund	4,128,256 *	3,847,339 *
Fidelity US Bond Index Fund	943,037	1,049,246
Allianz Cadence Capital Management Mid Cap I Fund	540,220	497,929
Dodge & Cox Stock Fund	3,595,715 *	3,057,011 *
Vanguard PrimeCap Fund Admiral Shares	475,641	482,578
Templeton Foreign Fund Advisor Class	580,422	497,619
Royce Premier Institutional Fund	<u>1,126,254</u>	<u>1,064,170</u>
Total Registered Investment Companies	<u>32,181,415</u>	<u>28,369,448</u>
Collective Trust Fund:		
Fidelity Managed Income Fund	<u>3,409,765 **</u>	<u>3,510,182 **</u>
Total investments at fair value	<u>\$ 44,071,757</u>	<u>\$ 38,977,676</u>

* Investment option representing more than 5% of the Plan's net assets.

** Contract value at December 31, 2012 and 2011 for the Managed Income Fund was \$3,312,187 and \$3,423,608, respectively. The amounts presented in the table reflect fair value and also represent more than 5% of the Plan's net assets.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The Plan's investments appreciated (depreciated), principally from registered investment companies, by \$3,081,506 and (\$1,420,731) for the years ended December 31, 2012 and 2011, respectively. Dividends and interest for the years ended December 31, 2012 and 2011 were \$1,079,286 and \$973,001, respectively.

The average yield of the underlying assets earned by the Plan from the Fidelity Managed Income Fund was 1.70% and 1.92% at December 31, 2012 and 2011, respectively. The average crediting interest rate was 1.05% and 1.39% at December 31, 2012 and 2011, respectively.

(4) Fair Value Measurements

The Plan's investments measured at fair value on a recurring basis at December 31, 2012 follow:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-Term Investments	\$ 8,326,489	\$ —	\$ —	\$ 8,326,489
Common Stock	154,088	—	—	154,088
Registered Investment Companies	32,181,415	—	—	32,181,415
Collective Trust Fund	—	3,409,765	—	3,409,765
Total investments at fair value	<u>\$ 40,661,992</u>	<u>\$ 3,409,765</u>	<u>\$ —</u>	<u>\$ 44,071,757</u>

The Plan's investments measured at fair value on a recurring basis at December 31, 2011 follow:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-Term Investments	\$ 6,997,181	\$ —	\$ —	\$ 6,997,181
Common Stock	100,865	—	—	100,865
Registered Investment Companies	28,369,448	—	—	28,369,448
Collective Trust Fund	—	3,510,182	—	3,510,182
Total investments at fair value	<u>\$ 35,467,494</u>	<u>\$ 3,510,182</u>	<u>\$ —</u>	<u>\$ 38,977,676</u>

Transfers in and out of levels are considered to occur at the beginning of the period. There were no transfers during 2012 and 2011. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

(5) Risks and Uncertainties

The Plan offers a number of investment options including registered investment companies and money market funds, a collective trust fund and investment securities offered through Fidelity. The funds invest in U.S. equities, international equities, and fixed income securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur (including in the near term) and that such changes could materially affect participant account balances and amounts reported in the Statements of Net Assets Available for Plan Benefits.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

The Plan's exposure to a concentration of credit risk is limited by the opportunity to diversify investments across multiple participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments.

(6) Related Party Transactions (Parties-in-Interest)

Certain fees paid to related parties for services to the Plan were paid by the Plan. Money market fund, registered investment company, and collective trust fund operating expenses, which include expenses paid to FIIOC and to Fidelity Retirement Services, the investment adviser to the Plan, reduce the respective fund's assets and are reflected in the fund's share/unit price and dividends.

In addition to the recordkeepers, trustees and custodians of the Plan, which are mentioned in note 1, KPMG LLP, the auditor of the Plan's financial statement is also a party in interest as defined by ERISA.

(7) Tax Status

The IRS has notified the Company by a letter dated February 14, 2012, that the plan document is qualified under the appropriate sections of the IRC. Plan management and legal counsel for the Plan have no reason to believe that anything has occurred since then that would adversely affect the validity of the determination letter.

The portion of a participant's compensation contributed to the Plan as a pre-tax contribution and the Company's matching contribution are not subject to Federal income tax when such contributions are credited to participant accounts, subject to certain limitations. These amounts and any investment earnings may be included in the participant's gross taxable income for the year in which such amounts are withdrawn from the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) of the Plan if the Plan has taken an uncertain position that more likely than not would 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 the material liability (or asset) or disclosure in the Plan's 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 examination for years prior to 2009.

(8) Reconciliation of Financial Statements to Form 5500

Notes receivable from participants are classified as investments per the Form 5500 instructions. In addition, any deemed distributions are not considered to be Plan assets per Form 5500 and are excluded from notes receivable from participants. However, these distributions remain a Plan asset for purposes of these financial statements until offset against Plan assets.

A reconciliation of total investments per the financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS

Notes to Financial Statements

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Total investments at fair value per financial statements	\$ <u>44,071,757</u>	\$ <u>38,977,676</u>
Total notes receivable from participants per financial statements	2,030,909	2,244,706
Deemed distributions	<u>(192,498)</u>	<u>(141,718)</u>
Total notes receivable per Form 5500	\$ <u>1,838,411</u>	\$ <u>2,102,988</u>
Total investments per Form 5500	\$ <u><u>45,910,168</u></u>	\$ <u><u>41,080,664</u></u>

A reconciliation of total deductions to net assets per financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

	<u>2012</u>	<u>2011</u>
Total deductions from net assets per financial statements	\$ 3,114,619	\$ 4,157,543
Changes in deemed distributions	<u>50,780</u>	<u>19,568</u>
Total expenses per Form 5500	\$ <u><u>3,165,399</u></u>	\$ <u><u>4,177,111</u></u>

A reconciliation of amounts per the financial statements at December 31, 2012 and 2011 to the annual report filed on Form 5500, Schedule H as required by the Department of Labor follows:

	<u>2012</u>	<u>2011</u>
Net assets available for plan benefits per the financial statements	\$ 46,005,088	\$ 41,135,807
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	97,578	86,575
Deemed distributions	<u>(192,498)</u>	<u>(141,718)</u>
Net assets available for plan benefits per the Form 5500	\$ <u><u>45,910,168</u></u>	\$ <u><u>41,080,664</u></u>
Total net increase (decrease) per the financial statements	\$ 4,869,281	\$ (1,096,817)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts for current period	97,578	86,575
Adjustment from contract value to fair value for fully benefit-responsive investment contracts for prior period	(86,575)	(18,697)
Changes in deemed distributions	<u>(50,780)</u>	<u>(19,569)</u>
Total net income per the Form 5500	\$ <u><u>4,829,505</u></u>	\$ <u><u>(1,048,508)</u></u>

(9) Subsequent Events

Subsequent events after the statement of net assets available for plan assets date through October 9, 2013, the date that the financial statements were issued, have been evaluated in the preparation of these financial statements.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
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Notes to Financial Statements

December 31, 2012 and 2011

Certain divisions have been sold in 2013 and the affected participants were 100% vested as a result of the sales. Specifically, participants affected by the sale of the Duarte, CA Division of the Company to Woodward HRT, Inc. were vested on March 2, 2013; participants affected by the sale of the Wilkes-Barre, PA Division of the Company to PCC Aerostructures Wilkes-Barre, LLC were vested on May 19, 2013; and participants affected by the sale of the GE Aviation Electromechanical Actuation Division (Whippany site) to TransDigm Group Inc. were vested on August 26, 2013. Amendments regarding the Duarte and Wilkes-Barre sales have already been adopted. An amendment regarding the Whippany sale will be adopted prior to the end of 2013.

GE INCENTIVE SAVINGS PLAN FOR UNION EMPLOYEES OF
AVIATION SYSTEMS AND UNISON ENGINE COMPONENTS
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012

Identity of issuer, borrower, lessor, or similar party	Description of investments	Number of shares	Fair value
* Fidelity Brokeragelink Cash	Short-term investments	N/A	\$ 562
* Fidelity Self-Directed Cash Reserves	Short-term investments	276,718	276,718
* Fidelity Retirement Fund	Short-term investments	8,049,209	8,049,209
* Fidelity Self-Directed Common Stock	Common stock	14,698	154,088
* Fidelity Self-Directed External Funds	Registered investment company	1,110	22,989
* Fidelity Self-Directed Fidelity Funds	Registered investment company	253	8,905
* Fidelity Intermediate Bond Fund	Registered investment company	170,868	1,903,471
* Fidelity Blue Chip Growth Fund	Registered investment company	47,224	2,318,207
* Fidelity Low Price Stock Fund	Registered investment company	26,834	1,059,154
* Fidelity Diversified International Fund	Registered investment company	20,359	608,522
* Fidelity Freedom Income Fund	Registered investment company	8,995	105,058
* Fidelity Freedom 2000 Fund	Registered investment company	11,893	140,570
* Fidelity Freedom 2010 Fund	Registered investment company	209,082	2,692,973
* Fidelity Freedom 2015 Fund	Registered investment company	14,152	183,408
* Fidelity Freedom 2020 Fund	Registered investment company	373,885	5,006,319
* Fidelity Freedom 2025 Fund	Registered investment company	10,992	149,273
* Fidelity Freedom 2030 Fund	Registered investment company	208,257	2,857,281
* Fidelity Freedom 2035 Fund	Registered investment company	2,105	29,202
* Fidelity Freedom 2040 Fund	Registered investment company	79,637	1,107,751
* Fidelity Freedom 2045 Fund	Registered investment company	4,965	69,955
* Fidelity Freedom 2050 Fund	Registered investment company	8,559	120,854
* Fidelity Freedom 2055 Fund	Registered investment company	431	4,293
* Spartan Extended Market Index Fund	Registered investment company	60,228	2,403,685
* Spartan US Equity Index Fund	Registered investment company	81,764	4,128,256
* Fidelity US Bond Index Fund	Registered investment company	79,313	943,037
Allianz Cadence Capital Management Mid Cap I Fund	Registered investment company	20,075	540,220
Dodge & Cox Stock Fund	Registered investment company	29,497	3,595,715
Vanguard PrimeCap Fund Admiral Shares	Registered investment company	6,600	475,641
Templeton Foreign Fund Advisor Class	Registered investment company	85,482	580,422
Royce Premier Institutional Fund	Registered investment company	58,355	1,126,254
* Fidelity Managed Income Fund	Collective trust fund	3,312,187	3,409,765
Total investments at fair value			44,071,757
* Notes receivable from participants	249 notes receivable from participants with interest rates from 4.25% to 10.25% and maturity through December 2024.		1,838,411
Total Assets (Held at End of Year)			<u>\$ 45,910,168</u>
* Party in interest as defined by ERISA.			

See accompanying Independent Auditors' Report.