Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GOLDEN STATE ENGINEERING, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1977

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

GOLDEN STATE ENGINEERING, INC.

15338 S. GARFIELD AVENUE
PARAMOUNT, CA 90723

2b Employer Identification Number (EIN)
95-2644713

2c Sponsor's telephone number
562-634-3125

2d Business code (see instructions)
332700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	LUIZ SAGUINI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	LUIZ SAGUINI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	307
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**	181
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	126
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	307
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	307
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	291
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 2H 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
GOLDEN STATE ENGINEERING, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOLDEN STATE ENGINEERING, INC.

D Employer Identification Number (EIN)
95-2644713

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MERRILL LYNCH-PIERCE, FENNER, SMITH AND SMITH
PO BOX 30531
NEW BRUNSWICK, NJ 08989-0531

13-5674085

(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?
51 52 56 60 33 62	INVESTMENT MANAGEMENT	52369	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
GOLDEN STATE ENGINEERING, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOLDEN STATE ENGINEERING, INC.

D Employer Identification Number (EIN)
95-2644713

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	250000	300000
(2) Participant contributions	1b(2)		22421
(3) Other	1b(3)	14836	8243
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	54989	147077
(2) U.S. Government securities	1c(2)	956405	463166
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	621829	396731
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1638310	1970055
(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)	138228	153270
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2861243	4416802
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	6535840	7877765
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	35716	34982
k	Total liabilities (add all amounts in lines 1g through1j)	1k	35716	34982
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6500124	7842783

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	550000	
	(B) Participants	2a(1)(B)	255627	
	(C) Others (including rollovers)	2a(1)(C)	288417	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1094044
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
	(B) U.S. Government securities	2b(1)(B)	20734	
	(C) Corporate debt instruments	2b(1)(C)	24342	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	5649	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		50729
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	47417	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	87528	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		134945
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1283404	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1244594	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		38810
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	183777	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		183777

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		275907
c Other income	2c		-2282
d Total income. Add all **income** amounts in column (b) and enter total	2d		1775930
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	344338	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	106	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		344444
f Corrective distributions (see instructions)	2f		34982
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	80	
(3) Investment advisory and management fees	2i(3)	52369	
(4) Other	2i(4)	1396	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		53845
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		433271
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1342659
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ROSSI DOSKOCIL & FINKELSTEIN, LLP **(2)** EIN: 95-4091474

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
GOLDEN STATE ENGINEERING, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOLDEN STATE ENGINEERING, INC.

D Employer Identification Number (EIN)
95-2644713

Part I Distributions

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

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

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): 27-4411131 22-3084875

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



GOLDEN STATE ENGINEERING, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011

GOLDEN STATE ENGINEERING
401(K) PROFIT SHARING PLAN
FINANCIAL STATEMENTS

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ROSSI DOSKOCIL & FINKELSTEIN

LLP

Certified Public Accountants & Consultants

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Golden State Engineering 401(K) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Golden State Engineering's 401(k) Profit Sharing Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Merrill Lynch Trust Company ("Merrill Lynch") and Verisight Trust Company ("Verisight"), the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certification from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustees is complete and accurate.

400 Oceangate, Suite 1000 * Long Beach, California 90802 * Telephone (562) 495-3325 * Fax (562) 495-3425 * www.rdfcpas.com

INDEPENDENT AUDITOR'S REPORT (*Continued*)

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule other than that derived from the information certified by the trustees, 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 Security Act of 1974.

Rossi, Doskocil & Finkelstein LLP

October 14, 2013

GOLDEN STATE ENGINEERING
401(K) PROFIT SHARING PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31,	2012	2011
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 147,073	$ 54,989
U.S. government securities	463,166	956,405
Corporate bonds	396,731	621,829
Mutual funds	4,416,802	2,861,245
Common stock	1,970,055	1,638,310
Total investments	7,393,827	6,132,778
Receivables:		
Employer contributions	300,000	250,000
Employee contributions	22,421	-
Accrued interest and dividends	8,391	14,833
Notes receivable from participants	153,270	138,228
Total receivables	484,082	403,061
Total assets	7,877,909	6,535,839
LIABILITIES		
Other liabilities	145	-
Excess contribution refund obligation	34,982	35,716
Total liabilities	35,127	35,716
Net assets available for benefits	$ 7,842,782	$ 6,500,123

The accompanying notes are an integral part of these financial statements

GOLDEN STATE ENGINEERING
401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31,	2012	2011
Additions to net assets attributed to:		
Investment income (loss):		
Gain on sale of investments	$ 109,308	$ 104,951
Net gain (reduction) in fair value of investments	389,186	(182,596)
Interest and dividends	180,024	166,781
Interest on participant loans	5,649	8,391
Total investment income	684,167	97,527
Contributions:		
Employer's profit sharing contributions	550,000	450,000
Rollover contributions	288,417	-
Participants' contributions	255,627	247,313
Total contributions	1,094,044	697,313
Total additions	1,778,211	794,840
Deductions from net assets attributed to:		
Benefits paid to participants	379,320	544,957
Administration expenses and other	56,232	40,844
Total deductions	435,552	585,801
Net change	1,342,659	209,039
Net assets available for benefits:		
Beginning of year	6,500,123	6,291,084
End of year	$ 7,842,782	$ 6,500,123

The accompanying notes are an integral part of these financial statements

For the years ended December 31, 2012 and 2011

NOTE 1

DESCRIPTION OF THE PLAN

The following description of the Golden State Engineering 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a qualified discretionary plan with a cash or deferred arrangement feature under Section 401(k) of the Internal Revenue Code, for the benefit of eligible employees of Golden State Engineering, Inc. The Plan is sponsored by Golden State Engineering, Inc. (the "Employer") and became effective on January 31, 1977. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility:

In order to be eligible for salary deferral and Employer contributions, employees must have attained age 18, and have completed twelve months of service.

The "Eligibility Computation Period" is the twelve month period that begins with the date the participant was hired. If the service requirement is not met during the initial twelve months, the eligibility computation period becomes the Plan year.

Participant contributions:

Participants in the Plan may contribute up to 100% of their eligible compensation. A participant's total contribution for any one calendar year is limited to the maximum annual contribution allowable pursuant to the requirements of section 401(k) of the Internal Revenue Code. The maximum annual contribution limit is $17,000 and 16,500 for 2012 and 2011, respectively.

Catch-up contribution:

All employees who are eligible to make elective deferrals under this Plan and who have attained age 50 before the close of a Plan Year shall be eligible to make catch-up contributions from that period forward. Catch-up contributions can occur under three different circumstances as described in the Plan agreement.

Participant accounts:

Each participant's account is credited with the participant's contribution, the Employer's contribution and an allocation of Plan earnings. Each participant's account is credited with investment gain or loss as of each valuation date. The valuation date occurs annually during the Plan year. Earnings and losses are allocated on the basis of the ratio that a participant's account balance bears to the total account balances of all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Employer contributions:

Employer profit sharing and matching contributions are discretionary as determined by the Employer. Profit sharing contributions are allocated to participants, in proportion to each eligible employee's compensation as a percentage of all eligible employees' compensation. Matching contributions are allocated to participants, in proportion to each eligible employee's 401(k) contributions made as a percentage of all eligible employees' 401(k) contributions made. Employer profit sharing contributions amounted to $550,000 and 450,000 for the year ended December 31, 2012 and 2011, respectively. There were no matching contributions in 2012 or 2011.

For the years ended December 31, 2012 and 2011

Vesting:

Participants are immediately vested in their elective contributions, as adjusted for actual earnings or losses thereon. Participants become vested in the Employer's discretionary contributions, as adjusted for actual earnings or losses thereon, commencing on the participant's date of hire according to the following schedule:

YEARS OF SERVICE	PERCENT VESTED
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

Participants are considered fully vested upon attainment of retirement age, retirement due to disability, death, and upon termination of the Plan.

Notes receivable from participants:

Participants may borrow from the Plan a minimum of $1,000 up to 50% of the participant's vested account balances reduced by the participant's highest outstanding Plan loan balances in the prior twelve months. In no event may the participant borrow more than $50,000. Interest rates range from 5.25% to 8.00% as of December 31, 2012 and 2011. The current value of notes receivable from participants was $153,270 and $138,228 as of December 31, 2012 and 2011, respectively.

Benefit payments:

Benefit payments are made in the form of a lump-sum distribution as soon as administratively feasible after the end of the Plan year in which employment is terminated, or in the form of a series of annual annuity payments, as applicable.

Forfeitures:

Participants receive an allocable portion of forfeited amounts from participants that were not 100% vested at the time of termination. The amount is determined according to the Plan provisions for allocating Employer contributions. There were no unallocated forfeiture balances as of the year end December 31, 2012.

Plan termination:

Although it has not expressed any intent to do so, the Employer has the right under the Plan Agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become one hundred percent vested in their Plan accounts.

NOTE 2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting:

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

In preparing these financial statements, we evaluated the period from December 31, 2012 through October 14, 2013, the date the financial statements were available to be issued for material subsequent events requiring recognition or disclosure in the accompanying financial statements.

Use of estimates:

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities

and disclosure of contingent assets and liabilities at the date of the financial statements and the related amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Investment valuation and income recognition:

Investments are stated at fair value. The fair value is based on quoted market prices on the last business day of the Plan year as certified by the trustees Merrill Lynch Trust Company ("Merrill Lynch") and Verisight Trust Company ("Verisight") and TD Ameritrade Trust Company ("TD Ameritrade"). Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Any net appreciation or depreciation for the year is reflected in the statements of changes in net assets available for benefits.

Plan expenses:

Some of the costs and expenses of the Plan are paid directly by the Plan and are included in the statement of changes in net assets available for benefits. The Company paid for a portion of the Plan's administrative fees and expenses during 2012 and 2011.

NOTE 3

INVESTMENTS

Merrill Lynch, the Plan's trustee of the Employer contributions, makes investment decisions and executes investment transactions. The investments were carried in the accompanying statement of net assets available for benefits at fair value. Certain fees were charged to the funds and are offset against Plan investment income and losses.

Verisight is the Plan's trustee of the employees' elective salary deferral and catch-up contributions. All participants directed investments are maintained by Verisight, and participants may change their investment elections at any time.

The following investments represent 5% or more of the Plan's net assets.

As of December 31,	2012	2011
Vanguard Target Retirement 2025 Fund	$ 523,550	$ 392,668
Blackrock Strategic Fund	434,656	**
Vanguard Target Retirement 2030 Fund	424,779	328,661
ML US Mortgage Portfolio	**	369,845

* Includes non-participant directed investments
** Less than 5%

Valuation of investments:

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 provides a consistent definition of fair value which focuses on an exit price between market participants in an orderly transaction. ASC 820 also prioritizes, within the measurement of fair value, the use of market-based information over entity-specific information and establishes a three-level hierarchy for fair value measurements based on the transparency of information used in the valuation of an asset or liability as of the measurement date.

For the years ended December 31, 2012 and 2011

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level I – Quoted prices are available in active markets for identical investments as of the reporting date. The type of investments in Level I include listed equities held in the name of the Plan, and exclude listed equities and other securities held indirectly through commingled funds.

Level II – Pricing inputs, including broker quotes, are generally those other than exchange quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level III – Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include privately held investments and partnership interests.

The following table summarizes the valuation of the Plan's investments by the ASC 820 fair value hierarchy levels as of December 31, 2012 and 2011:

As of December 31,	2012	2011
Level I		
Cash and money fund	$ 147,073	$ 54,989
Equity securities	1,970,055	1,638,310
Mutual funds		
Target Date	1,832,641	1,376,102
Equity	848,410	311,993
Bond fund	480,670	33,995
Debt securities	323,469	111,763
Mid Cap Value/Growth	255,121	208,806
Money Market	223,764	272,521
Real Estate	214,789	369,845
Small cap value	165,708	129,673
Foreign Value/Blend	72,230	46,547
Total Level I, at fair value	$ 6,533,930	$ 4,554,544
Level II		
U.S. government securities	$ 463,166	$ 956,405
Corporate bonds	396,731	621,829
Total Level II, at fair value	$ 859,897	$ 1,578,234
Total assets, at fair value	$ 7,393,827	$ 6,132,778

NOTE 4

INCOME TAX STATUS

The Plan has adopted a prototype plan approved by the Internal Revenue Service in its latest opinion letter dated March 31, 2008. The prototype plan document was determined to be designed in accordance with the applicable section of the Internal Revenue Code ("IRC").

The Plan has since been amended. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

For the years ended December 31, 2012 and 2011

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions.

As of December 31, 2012, information returns for years subsequent to 2009 were subject to examination by authorities.

NOTE 5

NON-PARTICIPANT DIRECTED INVESTMENTS

Effective January 1, 2009, the participants may direct the Trustee (Verisight) to invest their salary deferral contributions in available investment options. Therefore, only profit sharing, rollover, and matching contributions were considered to be non-participant directed investments (see Note 3). Information about the net assets and the significant components of the changes in net assets relating to the non-participant directed investments is as follows:

As of December 31,	2012	2011
Assets:		
Cash and cash equivalents	$ 147,073	$ 54,989
U.S. government securities	463,166	956,405
Corporate bonds	396,731	621,829
Mutual funds	1,528,234	539,030
Common stock	1,970,055	1,638,310
Receivables	308,391	264,836
Net assets available for benefits, at fair value	$ 4,813,650	$ 4,075,399

For the years ended December 31,	2012	2011
Change in net assets:		
Contributions	550,000	450,000
Gain on sale of investments	49,787	116,022
Net increasen (decrease) in fair value of investments	221,419	(109,007)
Interest and dividends	122,816	118,913
Benefit payments	(143,315)	(436,623)
Administrative expenses	(53,765)	(39,504)
Net accrued income (loss)	(8,691)	1,000
Net increase	738,251	100,801
Net assets available for benefits at beginning of year	4,075,399	3,974,598
Net assets available for benefits at end of year	$ 4,813,650	$4,075,399

NOTE 6

INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustees.

Certified by Merrill Lynch:

As of and for the year ended December 31,	2012	2011
Investments, at fair value:		
Cash and money funds	$ 147,073	$ 54,989
U.S. government securities	463,166	956,405
Corporate bonds	396,731	621,829
Mutual funds	441,871	539,030
Common stock	1,970,055	1,638,310
Accrued interest and dividends	8,391	14,836
Realized/unrealized gains (losses)	266,261	4,157
Dividends	77,360	70,923
Interest income	51,904	47,989

For the years ended December 31, 2012 and 2011

Certified by Verisight:

As of and for the year ended December 31,	**2012**	**2011**
Mutual funds	2,888,568	$ 2,322,215
Notes receivable from participants	153,270	138,228
Realized/unrealized gains (losses)	227,288	(84,660)
Dividends	57,208	46,869

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2012 AND ENDING 12/31/2012
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TD BANK	TD BANK USA MMDA	**		4
	AMERICAN FUNDS	AMERICAN FUNDS EUROPACIFIC GROWTH R CLA	**		1,618
	AMERICAN FUNDS	AMERICAN FUNDS GROWTH FUND OF AMERICA R	**		7,298
	DFA FUNDS	DFA EMERGING MARKETS	**		57,460
	FAIRHOLME FUNDS	FAIRHOLME FUND	**		45,983
	HEARTLAND FUNDS	HEARTLAND VALUE PLUS INSTITUTIONAL	**		13,152
	JANUS PERKINS FUNDS	JANUS PERKINS MID CAP VALUE	**		954
	PIMCO FUNDS	PIMCO RETURN INSTITUTIONAL	**		44,338
	SENTINEL FUNDS	SENTINEL SMALL COMPANY I	**		158
	VANGARD FUNDS	VANGUARD 500 INDEX SIGNAL	**		226,900
	VANGARD FUNDS	VANGUARD DIVIDEND GROWTH	**		11,806
	VANGARD FUNDS	VANGUARD EQUITY INCOME	**		89,548
	VANGARD FUNDS	VANGUARD GNMA ADMIRAL	**		108,094
	VANGARD FUNDS	VANGUARD INDEX SMALL CAP SIGNAL	**		51,998
	VANGARD FUNDS	VANGUARD INDEX EXTENDED MARKET SIGNAL	**		140,637
	VANGARD FUNDS	VANGUARD INFLATION-PROTECTED SECURITIES	**		26,583
	VANGARD FUNDS	VANGUARD PRIME MONEY MARKET	**		223,764
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2010	**		50,121
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2015	**		305,399
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2020	**		227,288
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2025	**		523,550
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2030	**		424,779
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2035	**		56,422
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2040	**		118,787
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2045	**		115,453
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2050	**		7,136
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2055	**		98
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT INCOME	**		3,608
	VANGARD FUNDS	VANGUARD WELLESLEY INCOME	**		5,636
	MERRILL LYNCH	CASH ACCOUNT		7,359	7,359
	AMAZON.COM INC	BOND 00.650% NOV 27 2015		17,965	17,989
	AMERICAN EXPRESS CREDIT	BOND 01.750% JUN 12 2015		17,129	17,356
	ANHEUSER-BUSCH INBEV WOR	BOND 02.500% JUL 15 2022		9,066	9,056
	ANHEUSER-BUSCH INBEV WOR	BOND 01.375% JUL 15 2017		9,101	9,095
	AT&T INC	BOND 05.500% FEB 01 2018		15,306	17,869
	BERKSHIRE HATHAWAY INC	BOND 02.200% AUG 15 2016		17,610	17,738
	BHP BILLITON FIN USA LTD	BOND 01.625% FEB 24 2017		17,153	17,384
	BP CAPITAL MARKETS PLC	BOND 03.875% MAR 10 2015		15,108	15,980
	CISCO SYSTEMS INC	BOND 04.450% JAN 15 2020		15,407	17,394
	CITIGROUP INC	BOND 05.125% MAY 05 2014		8,403	8,428
	CITIGROUP INC	BOND 04.500% JAN 14 2022		8,775	10,041
	COMCAST CORP	BOND 05.300% JAN 15 2014		8,730	8,393
	COX COMMUNICATIONS INC	BOND 05.450% DEC 15 2014		2,229	2,181
	DIRECTV HLDG/FIN INC	BOND 03.500% MAR 01 2016		17,967	18,010
	EBAY INC	BOND 01.350% JUL 15 2017		18,134	18,210
	ENTERPRISE PRODUCTS OPER	BOND 05.600% OCT 15 2014		8,848	8,660
	FEDERAL HOME LN MTG CORP	BOND 04.875% NOV 15 2013		18,796	18,744
	FEDERAL NATL MTG ASSOC	BOND 00.750% DEC 19 2014		23,216	23,204
	FEDERAL NATL MTG ASSOC	BOND 04.375% MAR 15 2013		22,437	21,181
	FEDERAL NATL MTG ASSOC	BOND 00.625% OCT 30 2014		17,107	17,106
	FEDERAL NATL MTG ASSOC	BOND 01.250% FEB 27 2014		9,141	9,120

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GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2012 AND ENDING 12/31/2012
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SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

FEDERAL NATL MTG ASSOC	BOND 05.375% JUN 12 2017	16,384	19,240
FEDERAL NATL MTG ASSOC	BOND 01.750% MAY 07 2013	9,127	9,049
GENERAL ELEC CAP CORP	BOND 02.100% JAN 07 2014	8,096	8,131
GENERAL ELEC CAP CORP	BOND 02.950% MAY 09 2016	8,122	8,427
GENERAL ELECTRIC COMPANY	BOND 05.000% FEB 01 2013	11,128	11,042
GOLDMAN SACHS GROUP INC	BOND 05.750% JAN 24 2022	16,505	17,733
GOLDMAN SACHS GROUP INC	BOND 04.750% JUL 15 2013	8,440	8,168
JPMORGAN CHASE & CO	BOND 05.125% SEP 15 2014	16,410	18,080
JPMORGAN CHASE & CO	BOND 01.875% MAR 20 2015	7,980	8,144
KRAFT FOODS INC	BOND 02.625% MAY 08 2013	9,202	9,057
NBC UNIVERSAL	BOND 02.100% APR 01 2014	9,188	9,165
PEPSICO INC	BOND 05.000% JUN 01 2018	8,378	9,488
PRUDENTIAL FINANCIAL INC	BOND 03.875% JAN 14 2015	8,484	8,464
U.S. TREASURY BOND	BOND 5.25% NOV 15 2028	12,448	15,197
U.S. TREASURY BOND	BOND 4.250% MAY 15 2039	14,488	17,861
U.S. TREASURY BOND	BOND 3.125% FEB 15 2042	13,487	13,593
U.S. TREASURY NOTE	BOND 1.125% JUN 15 2013	18,205	18,082
U.S. TREASURY NOTE	BOND 2.625% JUN 30 2014	5,050	5,179
U.S. TREASURY NOTE	BOND 1.250% APR 15 2014	22,205	22,290
U.S. TREASURY NOTE	BOND 3.500% MAY 15 2020	11,478	12,771
U.S. TREASURY NOTE	BOND 1.250% OCT 31 2015	20,532	20,508
U.S. TREASURY NOTE	BOND 2.000% APR 30 2016	9,164	9,469
U.S. TREASURY NOTE	BOND 1.250% SEP 30 2015	13,024	13,325
U.S. TREASURY NOTE	BOND 2.625% AUG 15 2020	12,048	13,178
U.S. TREASURY NOTE	BOND 4.250% NOV 15 2017	11,490	12,880
U.S. TREASURY NOTE	BOND 1.500% AUG 31 2018	10,033	10,354
U.S. TREASURY NOTE	BOND 2.000% FEB 15 2022	9,102	9,307
U.S. TREASURY NOTE	BOND 1.000% OCT 31 2016	21,147	21,400
U.S. TREASURY NOTE	BOND 0.250% MAY 31 2014	30,977	31,015
U.S. TREASURY NOTE	BOND 0.250% FEB 28 2014	23,987	24,013
U.S. TREASURY NOTE	BOND 0.375% NOV 15 2014	8,005	8,019
U.S. TREASURY NOTE	BOND 0.500% OCT 15 2014	47,116	47,213
U.S. TRSY INFLATION NOTE	BOND 2.0% JAN 15 2026	14,212	19,869
USD BP CAPITAL PLC	BOND 1.846% MAY 05 2017	8,219	8,178
USD RABOBANK UTRECHT	BOND 3.375% JAN 19 2017	8,147	8,594
VERIZON COMMUNICATIONS	BOND 6.35% DUE 4/1/2019	14,652	16,429
WAL-MART STORES INC	BOND 02.875% APR 01 2015	16,130	16,810
WELLS FARGO & COMPANY	BOND 03.500% MAR 08 2022	8,670	8,533
WELLS FARGO BANK NA	BOND 03.625% APR 15 2015	8,582	8,503
BIF MONEY FUND	COMMON FUND	139,714	139,714
3M COMPANY	COMMON STOCK	22,494	25,070
ABBOTT LABS	COMMON STOCK	4,025	5,633
ACE LIMITED	COMMON STOCK	3,160	4,150
ACTIVISION BLIZZARD INC	COMMON STOCK	6,645	6,234
AGILENT TECHNOLOGIES INC	COMMON STOCK	17,635	18,669
AIA GROUP LTD	COMMON STOCK	4,193	4,227
ALEXION PHARMACEUTICALS INC	COMMON STOCK	3,373	2,906
ALTERA CORP COM	COMMON STOCK	7,125	7,016
AMAZON COM INC COM	COMMON STOCK	4,114	11,038
AMER EXPRESS COMPANY	COMMON STOCK	3,609	4,368
AMERICAN INTERNATIONAL	COMMON STOCK	11,602	11,931
AMERICAN TOWER REIT INC	COMMON STOCK	4,776	5,177
AMGEN INC COM PV $0.0001	COMMON STOCK	7,538	11,637
ANADARKO PETE CORP	COMMON STOCK	2,711	3,567
ANHEUSER-BUSCH INBEV ADR	COMMON STOCK	9,864	12,150
APPLE COMPUTER INC	COMMON STOCK	39,714	63,328
ASML HLDG NV NY REG SHS	COMMON STOCK	10,783	9,916
ASSA ABLOY AB ADR	COMMON STOCK	9,229	10,329
AT& T INC	COMMON STOCK	7,715	9,338
ATLAS COPCO AB	COMMON STOCK	7,891	8,915
BANK OF NOVA SCOTIA	COMMON STOCK	4,278	6,830
BHP LIMITED SPON ADR	COMMON STOCK	9,045	10,979
BIOGEN IDEC INC	COMMON STOCK	4,283	6,440
BNP PARIBAS SPONSORD ADR	COMMON STOCK	3,173	4,703
BOEING COMPANY	COMMON STOCK	14,706	15,147
BRISTOL MYERS SQUIBB CO	COMMON STOCK	7,167	10,135

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GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2012 AND ENDING 12/31/2012
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

BRITISH SKY BDCT SPD ADR	COMMON STOCK	13,451	15,117
BROADCOM CORP CALIF CL A	COMMON STOCK	3,021	3,720
CANADIAN NATL RAILWAY CO	COMMON STOCK	4,399	7,463
CANON INC ADR REP5SH	COMMON STOCK	5,388	5,882
CAPITAL ONE FINL CORP	COMMON STOCK	7,623	10,138
CATERPILLAR INC DEL	COMMON STOCK	8,270	11,291
CENTURYTEL INC	COMMON STOCK	3,957	4,890
CHEVRON CORP	COMMON STOCK	23,262	43,797
CHINA LIFE INS CO SP ADR	COMMON STOCK	2,767	3,677
CHUBB CORP	COMMON STOCK	17,726	25,082
CITIGROUP INC COM NEW	COMMON STOCK	18,149	23,538
COCA COLA COM	COMMON STOCK	19,461	25,194
COMCAST CORP NEW CL A	COMMON STOCK	26,348	29,029
COMCAST CRP NEW CL A SPL	COMMON STOCK	3,800	5,711
CONOCOPHILLIPS	COMMON STOCK	4,313	5,103
CONSOL ENERGY INC COM	COMMON STOCK	4,348	2,536
COSTCO WHOLESALE CRP DEL	COMMON STOCK	9,393	10,070
CVS CORP DELAWARE COM	COMMON STOCK	19,205	19,582
DANAHER CORP DEL COM	COMMON STOCK	6,976	12,186
DEERE CO	COMMON STOCK	4,796	9,852
DIAGEO PLC SPSD ADR NEW	COMMON STOCK	6,281	12,241
DISCOVER FINL SVCS	COMMON STOCK	9,855	14,803
DOMINIUM RES INC NEW VA	COMMON STOCK	6,850	9,376
DOVER CORP	COMMON STOCK	6,088	8,674
DOW CHEMICAL PV 2 50	COMMON STOCK	3,495	3,233
DR PEPPER SNAPPLE GROUP	COMMON STOCK	7,561	8,571
E I DUPONT DE N$1 66 2/3	COMMON STOCK	6,538	9,760
E M C CORPORATION MASS	COMMON STOCK	15,541	15,711
EATON CORP PLC	COMMON STOCK	5,410	6,773
EBAY INC COM	COMMON STOCK	3,963	6,324
ENBRIDGE INC	COMMON STOCK	3,632	7,971
EQT CORP	COMMON STOCK	3,629	4,718
EXPEDITORS INTL WASH INC	COMMON STOCK	5,127	5,142
EXPRESS SCRIPTS HLDG CO	COMMON STOCK	8,990	8,154
EXXON MOBIL CORP COM	COMMON STOCK	34,385	45,439
F5 NETWORKS INC	COMMON STOCK	4,065	4,177
FANUC LTD-UNSP	COMMON STOCK	7,526	8,171
FIFTH THIRD BANCORP	COMMON STOCK	4,260	4,286
FIRSTENERGY CORP	COMMON STOCK	4,806	3,758
FOREST LABS INC	COMMON STOCK	9,415	9,678
FUSION-IO INC COM	COMMON STOCK	3,488	2,637
GAP INC DELAWARE	COMMON STOCK	5,662	7,667
GENERAL ELECTRIC	COMMON STOCK	9,100	9,634
GENERAL MILLS	COMMON STOCK	2,476	4,002
GENL DYNAMICS CORP	COMMON STOCK	5,537	5,057
GILEAD SCIENCES INC	COMMON STOCK	5,010	6,390
GOLDMAN SACHS GROUP INC	COMMON STOCK	21,417	22,961
GOOGLE INC CL A	COMMON STOCK	31,213	37,491
HENNES AND MAURITZ AB-	COMMON STOCK	10,009	10,365
HOME DEPOT INC	COMMON STOCK	7,192	13,793
HONEYWELL INTL INC DEL	COMMON STOCK	3,025	4,379
HSBC HLDG PLC SPNADR NEW	COMMON STOCK	5,400	7,324
ICICI BANK LTD SPD ADR	COMMON STOCK	5,233	6,890
IMPERIAL TOB GRP SPS ADR	COMMON STOCK	15,837	17,048
INGERSOLL-RAND PLC	COMMON STOCK	12,090	12,661
INTEL CORP	COMMON STOCK	4,314	4,371
INTL BUSINESS MACH	COMMON STOCK	6,208	10,152
INTL PAPER CO	COMMON STOCK	12,705	13,506
INTUITIVE SURGICAL INC	COMMON STOCK	4,731	4,413
ITAU UNIBANCO BANCO MULT	COMMON STOCK	4,357	5,119
J P MORGAN CHASE AND CO	COMMON STOCK	29,008	39,572
JOHNSON CONTROLS INC	COMMON STOCK	3,879	2,944
JOHNSON&JOHNSON	COMMON STOCK	6,504	7,501
KIMBERLY CLARK	COMMON STOCK	3,362	5,404
KLA INSTRS CORP	COMMON STOCK	8,080	7,498
KOMERCNI BANKA AS	COMMON STOCK	2,688	3,160

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FOR THE PLAN YEAR BEGINNING 1/1/2012 AND ENDING 12/31/2012
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

LAS VEGAS SANDS CORP	COMMON STOCK	3,813	6,324
LIBERTY GLOBAL INCSER A	COMMON STOCK	5,907	8,688
LILLY ELI CO	COMMON STOCK	3,679	3,896
LIMITED INC	COMMON STOCK	8,059	13,553
LINDE AG SHS SP ADR	COMMON STOCK	11,749	13,214
LORILLARD INC	COMMON STOCK	4,830	6,184
MARATHON OIL CORP	COMMON STOCK	9,950	13,000
MARATHON PETROLEUM CORP	COMMON STOCK	1,791	4,284
MASTERCARD INC	COMMON STOCK	18,407	18,669
MCDONALDS CORP COM	COMMON STOCK	12,047	15,966
MCKESSON HBOC INC COM	COMMON STOCK	10,346	15,417
MEADWESTVACO CORP	COMMON STOCK	2,268	5,067
MERCADOLIBRE INC	COMMON STOCK	5,379	5,970
MERCK AND CO INC SHS	COMMON STOCK	30,411	30,623
MICHAEL KORS HLDGS LTD	COMMON STOCK	3,314	3,572
MICROSOFT CORP	COMMON STOCK	38,633	38,087
MONSANTO CO NEW DEL COM	COMMON STOCK	4,245	5,774
NATIONAL-OILWELL INC	COMMON STOCK	4,884	4,648
NEWS CORP CL A	COMMON STOCK	12,438	19,464
NEXTERA ENERGY INC SHS	COMMON STOCK	5,128	8,303
NIKE INC CL B	COMMON STOCK	9,924	10,320
NISSAN MTR LTD	COMMON STOCK	13,283	14,088
NORTHEAST UTILITIES	COMMON STOCK	2,798	4,533
NORTHROP CORP DEL	COMMON STOCK	3,333	4,798
NRG ENERGY INC	COMMON STOCK	9,436	7,978
OCCIDENTAL PETE CORP	COMMON STOCK	6,238	7,278
ORACLE CORP $0.01 DEL	COMMON STOCK	19,483	20,592
PEABODY ENERGY CORP COM	COMMON STOCK	3,552	2,129
PEPSICO INC	COMMON STOCK	6,507	6,364
PFIZER INC DEL PV$0.05	COMMON STOCK	31,608	34,659
PHILIP MORRIS INTL INC	COMMON STOCK	27,098	36,049
PHILLIPS 66 SHS	COMMON STOCK	1,393	2,390
POSCO SPN ADR	COMMON STOCK	3,371	3,368
PRAXAIR INC	COMMON STOCK	4,803	6,786
PRECISION CASTPARTS	COMMON STOCK	4,747	5,304
PRICELINE COM INC	COMMON STOCK	5,059	4,343
PROCTER GAMBLE	COMMON STOCK	7,434	8,826
PRUDENTIAL FINANCIAL INC	COMMON STOCK	5,596	5,333
PT BANK RAKYAT INDONESIA	COMMON STOCK	6,129	6,291
PUB SVC ENTERPRISE GRP	COMMON STOCK	3,059	3,580
QUALCOMM INC	COMMON STOCK	13,267	15,217
RAYTHEON COMPANY	COMMON STOCK	15,399	19,628
RECKITT BENCKISER GROUP	COMMON STOCK	8,617	9,910
RED HAT INC	COMMON STOCK	2,904	3,813
RIO TINTO PLC SPNSRD ADR	COMMON STOCK	20,290	19,518
ROCHE HLDG LTD	COMMON STOCK	17,175	19,695
ROGERS COMMUNICATIONS INC	COMMON STOCK	5,620	6,828
ROSS STORES INC COM	COMMON STOCK	5,198	10,872
ROYAL DUTCH SHEL PLC	COMMON STOCK	14,402	15,029
SALESFORCE COM INC	COMMON STOCK	2,281	7,060
SANOFI SYNTHELBO SPN ADR	COMMON STOCK	10,186	13,409
SBERBANK SPONSORED ADR	COMMON STOCK	6,903	7,222
SCHLUMBERGER LTD	COMMON STOCK	4,579	4,851
SEMPRA ENERGY	COMMON STOCK	3,086	4,256
SMC CORP 6273	COMMON STOCK	6,776	7,558
SOUTHERN COMPANY	COMMON STOCK	4,868	6,507
STANLEY BLACK & DECKER	COMMON STOCK	6,435	7,101
STARBUCKS CORP	COMMON STOCK	2,828	5,738
SWATCH GROUP AG UNSPOND	COMMON STOCK	7,656	9,246
TERADATA CORP DEL	COMMON STOCK	8,268	7,984
TEREX CORP DEL NEW COM	COMMON STOCK	4,315	3,964
TESLA MTRS INC	COMMON STOCK	3,129	3,150
TIME WARNER CABLE INC	COMMON STOCK	17,095	17,494
TORONTO DOM BK ONT NEW	COMMON STOCK	5,607	5,819
TOTAL S A SPONSORED ADR	COMMON STOCK	9,654	7,489
TRAVELERS COS INC	COMMON STOCK	15,626	23,198

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(EIN: 95-2644713), (PLAN NUMBER: 001)
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UNDER ARMOUR INC	COMMON STOCK	3,627	3,494
UNILEVER NV NEW	COMMON STOCK	8,471	10,801
UNITEDHEALTH GROUP INC	COMMON STOCK	12,051	16,597
UNTD TECHNOLGIES CRP	COMMON STOCK	8,089	11,317
US BANCORP (NEW)	COMMON STOCK	19,303	21,528
V F CORPORATION	COMMON STOCK	3,977	9,964
VALEANT PHARMACEUTICALS	COMMON STOCK	3,057	3,467
VALERO ENERGY CORP NEW	COMMON STOCK	9,829	14,399
VEECO INSTRS INC DEL	COMMON STOCK	6,551	5,839
VERIZON COMMUNICATNS COM	COMMON STOCK	26,598	33,275
VISA INC CL A SHRS	COMMON STOCK	4,482	5,608
VMWARE, INC.	COMMON STOCK	3,451	3,860
VODAFONE GROUP PLC NEW	COMMON STOCK	23,378	21,940
WAL MART STORES INC	COMMON STOCK	4,768	6,277
WALT DISNEY COMPANY DEL	COMMON STOCK	13,155	13,194
WANT WANT CHINA-UNSPON	COMMON STOCK	4,174	4,544
WELLS FARGO & CO NEW DEL	COMMON STOCK	13,791	19,893
WEYERHAEUSER CO	COMMON STOCK	5,721	7,038
WHOLE FOODS MKT INC	COMMON STOCK	1,529	3,008
WSTN DIGITAL CORP DEL	COMMON STOCK	9,967	13,214
ZURICH INSURANCE GROUP	COMMON STOCK	8,696	9,943
BLACKROCK FLOATING RATE	MUTUAL FUND	215,167	215,374
BLACKROCK HI YLD BD	MUTUAL FUND	211,919	214,571
BLACKROCK STRATEGIC	MUTUAL FUND	431,641	434,654
ISHARES TR	MUTUAL FUND	218,912	221,759
ML GLOBAL SMALL CAP PORT	MUTUAL FUND	98,468	113,550
ML MID CAP VALUE OPPOR	MUTUAL FUND	86,280	113,529
ML US MORTGAGE PORTFOLIO	MUTUAL FUND	207,769	214,797
PARTICIPANT LOANS	INTEREST RATES 5.25 - 8.00%	0	153,270

** Participant Directed Accounts

See accompanying independent auditor's report

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2012 and ending 12/31/2012
Name of plan: Golden State Engineering, Inc. 401(k) Profit Sharing Plan
Employer Identification Number: 95-2644713 **Three-digit plan number: 001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
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	VANGARD FUNDS	VANGUARD GNMA ADMIRAL	**		108,094
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	VANGARD FUNDS	VANGUARD INFLATION-PROTECTED SECURITIES	**		26,583
	VANGARD FUNDS	VANGUARD PRIME MONEY MARKET	**		223,764
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2010	**		50,121
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2015	**		305,399
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2020	**		227,288
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2025	**		523,550
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2030	**		424,779
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2035	**		56,422
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2040	**		118,787
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2045	**		115,453
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2050	**		7,136
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2055	**		98
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT INCOME	**		3,608
	VANGARD FUNDS	VANGUARD WELLESLEY INCOME	**		5,636
	MERRILL LYNCH	CASH ACCOUNT		7,359	7,359
	AMAZON.COM INC	BOND 00.650% NOV 27 2015		17,965	17,989
	AMERICAN EXPRESS CREDIT	BOND 01.750% JUN 12 2015		17,129	17,356
	ANHEUSER-BUSCH INBEV WOR	BOND 02.500% JUL 15 2022		9,066	9,056
	ANHEUSER-BUSCH INBEV WOR	BOND 01.375% JUL 15 2017		9,101	9,095
	AT&T INC	BOND 05.500% FEB 01 2018		15,306	17,869
	BERKSHIRE HATHAWAY INC	BOND 02.200% AUG 15 2016		17,610	17,738
	BHP BILLITON FIN USA LTD	BOND 01.625% FEB 24 2017		17,153	17,384
	BP CAPITAL MARKETS PLC	BOND 03.875% MAR 10 2015		15,108	15,980
	CISCO SYSTEMS INC	BOND 04.450% JAN 15 2020		15,407	17,394
	CITIGROUP INC	BOND 05.125% MAY 05 2014		8,403	8,428
	CITIGROUP INC	BOND 04.500% JAN 14 2022		8,775	10,041
	COMCAST CORP	BOND 05.300% JAN 15 2014		8,730	8,393
	COX COMMUNICATIONS INC	BOND 05.450% DEC 15 2014		2,229	2,181
	DIRECTV HLDG/FIN INC	BOND 03.500% MAR 01 2016		17,967	18,010
	EBAY INC	BOND 01.350% JUL 15 2017		18,134	18,210
	ENTERPRISE PRODUCTS OPER	BOND 05.600% OCT 15 2014		8,848	8,660
	FEDERAL HOME LN MTG CORP	BOND 04.875% NOV 15 2013		18,796	18,744
	FEDERAL NATL MTG ASSOC	BOND 00.750% DEC 19 2014		23,216	23,204
	FEDERAL NATL MTG ASSOC	BOND 04.375% MAR 15 2013		22,437	21,181
	FEDERAL NATL MTG ASSOC	BOND 00.625% OCT 30 2014		17,107	17,106
	FEDERAL NATL MTG ASSOC	BOND 01.250% FEB 27 2014		9,141	9,120

FEDERAL NATL MTG ASSOC	BOND 05.375% JUN 12 2017	16,384	19,240
FEDERAL NATL MTG ASSOC	BOND 01.750% MAY 07 2013	9,127	9,049
GENERAL ELEC CAP CORP	BOND 02.100% JAN 07 2014	8,096	8,131
GENERAL ELEC CAP CORP	BOND 02.950% MAY 09 2016	8,122	8,427
GENERAL ELECTRIC COMPANY	BOND 05.000% FEB 01 2013	11,128	11,042
GOLDMAN SACHS GROUP INC	BOND 05.750% JAN 24 2022	16,505	17,733
GOLDMAN SACHS GROUP INC	BOND 04.750% JUL 15 2013	8,440	8,168
JPMORGAN CHASE & CO	BOND 05.125% SEP 15 2014	16,410	18,080
JPMORGAN CHASE & CO	BOND 01.875% MAR 20 2015	7,980	8,144
KRAFT FOODS INC	BOND 02.625% MAY 08 2013	9,202	9,057
NBC UNIVERSAL	BOND 02.100% APR 01 2014	9,188	9,165
PEPSICO INC	BOND 05.000% JUN 01 2018	8,378	9,488
PRUDENTIAL FINANCIAL INC	BOND 03.875% JAN 14 2015	8,484	8,464
U.S. TREASURY BOND	BOND 5.25% NOV 15 2028	12,448	15,197
U.S. TREASURY BOND	BOND 4.250% MAY 15 2039	14,488	17,861
U.S. TREASURY BOND	BOND 3.125% FEB 15 2042	13,487	13,593
U.S. TREASURY NOTE	BOND 1.125% JUN 15 2013	18,205	18,082
U.S. TREASURY NOTE	BOND 2.625% JUN 30 2014	5,050	5,179
U.S. TREASURY NOTE	BOND 1.250% APR 15 2014	22,205	22,290
U.S. TREASURY NOTE	BOND 3.500% MAY 15 2020	11,478	12,771
U.S. TREASURY NOTE	BOND 1.250% OCT 31 2015	20,532	20,508
U.S. TREASURY NOTE	BOND 2.000% APR 30 2016	9,164	9,469
U.S. TREASURY NOTE	BOND 1.250% SEP 30 2015	13,024	13,325
U.S. TREASURY NOTE	BOND 2.625% AUG 15 2020	12,048	13,178
U.S. TREASURY NOTE	BOND 4.250% NOV 15 2017	11,490	12,880
U.S. TREASURY NOTE	BOND 1.500% AUG 31 2018	10,033	10,354
U.S. TREASURY NOTE	BOND 2.000% FEB 15 2022	9,102	9,307
U.S. TREASURY NOTE	BOND 1.000% OCT 31 2016	21,147	21,400
U.S. TREASURY NOTE	BOND 0.250% MAY 31 2014	30,977	31,015
U.S. TREASURY NOTE	BOND 0.250% FEB 28 2014	23,987	24,013
U.S. TREASURY NOTE	BOND 0.375% NOV 15 2014	8,005	8,019
U.S. TREASURY NOTE	BOND 0.500% OCT 15 2014	47,116	47,213
U.S. TRSY INFLATION NOTE	BOND 2.0% JAN 15 2026	14,212	19,869
USD BP CAPITAL PLC	BOND 1.846% MAY 05 2017	8,219	8,178
USD RABOBANK UTRECHT	BOND 3.375% JAN 19 2017	8,147	8,594
VERIZON COMMUNICATIONS	BOND 6.35% DUE 4/1/2019	14,652	16,429
WAL-MART STORES INC	BOND 02.875% APR 01 2015	16,130	16,810
WELLS FARGO & COMPANY	BOND 03.500% MAR 08 2022	8,670	8,533
WELLS FARGO BANK NA	BOND 03.625% APR 15 2015	8,582	8,503
BIF MONEY FUND	COMMON FUND	139,714	139,714
3M COMPANY	COMMON STOCK	22,494	25,070
ABBOTT LABS	COMMON STOCK	4,025	5,633
ACE LIMITED	COMMON STOCK	3,160	4,150
ACTIVISION BLIZZARD INC	COMMON STOCK	6,645	6,234
AGILENT TECHNOLOGIES INC	COMMON STOCK	17,635	18,669
AIA GROUP LTD	COMMON STOCK	4,193	4,227
ALEXION PHARMACEUTICALS INC	COMMON STOCK	3,373	2,906
ALTERA CORP COM	COMMON STOCK	7,125	7,016
AMAZON COM INC COM	COMMON STOCK	4,114	11,038
AMER EXPRESS COMPANY	COMMON STOCK	3,609	4,368
AMERICAN INTERNATIONAL	COMMON STOCK	11,602	11,931
AMERICAN TOWER REIT INC	COMMON STOCK	4,776	5,177
AMGEN INC COM PV $0.0001	COMMON STOCK	7,538	11,637
ANADARKO PETE CORP	COMMON STOCK	2,711	3,567
ANHEUSER-BUSCH INBEV ADR	COMMON STOCK	9,864	12,150
APPLE COMPUTER INC	COMMON STOCK	39,714	63,328
ASML HLDG NV NY REG SHS	COMMON STOCK	10,783	9,916
ASSA ABLOY AB ADR	COMMON STOCK	9,229	10,329
AT& T INC	COMMON STOCK	7,715	9,338
ATLAS COPCO AB	COMMON STOCK	7,891	8,915
BANK OF NOVA SCOTIA	COMMON STOCK	4,278	6,830
BHP LIMITED SPON ADR	COMMON STOCK	9,045	10,979
BIOGEN IDEC INC	COMMON STOCK	4,283	6,440
BNP PARIBAS SPONSORD ADR	COMMON STOCK	3,173	4,703
BOEING COMPANY	COMMON STOCK	14,706	15,147
BRISTOL MYERS SQUIBB CO	COMMON STOCK	7,167	10,135

BRITISH SKY BDCT SPD ADR	COMMON STOCK	13,451	15,117
BROADCOM CORP CALIF CL A	COMMON STOCK	3,021	3,720
CANADIAN NATL RAILWAY CO	COMMON STOCK	4,399	7,463
CANON INC ADR REP5SH	COMMON STOCK	5,388	5,882
CAPITAL ONE FINL CORP	COMMON STOCK	7,623	10,138
CATERPILLAR INC DEL	COMMON STOCK	8,270	11,291
CENTURYTEL INC	COMMON STOCK	3,957	4,890
CHEVRON CORP	COMMON STOCK	23,262	43,797
CHINA LIFE INS CO SP ADR	COMMON STOCK	2,767	3,677
CHUBB CORP	COMMON STOCK	17,726	25,082
CITIGROUP INC COM NEW	COMMON STOCK	18,149	23,538
COCA COLA COM	COMMON STOCK	19,461	25,194
COMCAST CORP NEW CL A	COMMON STOCK	26,348	29,029
COMCAST CRP NEW CL A SPL	COMMON STOCK	3,800	5,711
CONOCOPHILLIPS	COMMON STOCK	4,313	5,103
CONSOL ENERGY INC COM	COMMON STOCK	4,348	2,536
COSTCO WHOLESALE CRP DEL	COMMON STOCK	9,393	10,070
CVS CORP DELAWARE COM	COMMON STOCK	19,205	19,582
DANAHER CORP DEL COM	COMMON STOCK	6,976	12,186
DEERE CO	COMMON STOCK	4,796	9,852
DIAGEO PLC SPSD ADR NEW	COMMON STOCK	6,281	12,241
DISCOVER FINL SVCS	COMMON STOCK	9,855	14,803
DOMINIUM RES INC NEW VA	COMMON STOCK	6,850	9,376
DOVER CORP	COMMON STOCK	6,088	8,674
DOW CHEMICAL PV 2 50	COMMON STOCK	3,495	3,233
DR PEPPER SNAPPLE GROUP	COMMON STOCK	7,561	8,571
E I DUPONT DE N$1 66 2/3	COMMON STOCK	6,538	9,760
E M C CORPORATION MASS	COMMON STOCK	15,541	15,711
EATON CORP PLC	COMMON STOCK	5,410	6,773
EBAY INC COM	COMMON STOCK	3,963	6,324
ENBRIDGE INC	COMMON STOCK	3,632	7,971
EQT CORP	COMMON STOCK	3,629	4,718
EXPEDITORS INTL WASH INC	COMMON STOCK	5,127	5,142
EXPRESS SCRIPTS HLDG CO	COMMON STOCK	8,990	8,154
EXXON MOBIL CORP COM	COMMON STOCK	34,385	45,439
F5 NETWORKS INC	COMMON STOCK	4,065	4,177
FANUC LTD-UNSP	COMMON STOCK	7,526	8,171
FIFTH THIRD BANCORP	COMMON STOCK	4,260	4,286
FIRSTENERGY CORP	COMMON STOCK	4,806	3,758
FOREST LABS INC	COMMON STOCK	9,415	9,678
FUSION-IO INC COM	COMMON STOCK	3,488	2,637
GAP INC DELAWARE	COMMON STOCK	5,662	7,667
GENERAL ELECTRIC	COMMON STOCK	9,100	9,634
GENERAL MILLS	COMMON STOCK	2,476	4,002
GENL DYNAMICS CORP	COMMON STOCK	5,537	5,057
GILEAD SCIENCES INC	COMMON STOCK	5,010	6,390
GOLDMAN SACHS GROUP INC	COMMON STOCK	21,417	22,961
GOOGLE INC CL A	COMMON STOCK	31,213	37,491
HENNES AND MAURITZ AB-	COMMON STOCK	10,009	10,365
HOME DEPOT INC	COMMON STOCK	7,192	13,793
HONEYWELL INTL INC DEL	COMMON STOCK	3,025	4,379
HSBC HLDG PLC SPNADR NEW	COMMON STOCK	5,400	7,324
ICICI BANK LTD SPD ADR	COMMON STOCK	5,233	6,890
IMPERIAL TOB GRP SPS ADR	COMMON STOCK	15,837	17,048
INGERSOLL-RAND PLC	COMMON STOCK	12,090	12,661
INTEL CORP	COMMON STOCK	4,314	4,371
INTL BUSINESS MACH	COMMON STOCK	6,208	10,152
INTL PAPER CO	COMMON STOCK	12,705	13,506
INTUITIVE SURGICAL INC	COMMON STOCK	4,731	4,413
ITAU UNIBANCO BANCO MULT	COMMON STOCK	4,357	5,119
J P MORGAN CHASE AND CO	COMMON STOCK	29,008	39,572
JOHNSON CONTROLS INC	COMMON STOCK	3,879	2,944
JOHNSON&JOHNSON	COMMON STOCK	6,504	7,501
KIMBERLY CLARK	COMMON STOCK	3,362	5,404
KLA INSTRS CORP	COMMON STOCK	8,080	7,498
KOMERCNI BANKA AS	COMMON STOCK	2,688	3,160

LAS VEGAS SANDS CORP	COMMON STOCK	3,813	6,324
LIBERTY GLOBAL INCSER A	COMMON STOCK	5,907	8,688
LILLY ELI CO	COMMON STOCK	3,679	3,896
LIMITED INC	COMMON STOCK	8,059	13,553
LINDE AG SHS SP ADR	COMMON STOCK	11,749	13,214
LORILLARD INC	COMMON STOCK	4,830	6,184
MARATHON OIL CORP	COMMON STOCK	9,950	13,000
MARATHON PETROLEUM CORP	COMMON STOCK	1,791	4,284
MASTERCARD INC	COMMON STOCK	18,407	18,669
MCDONALDS CORP COM	COMMON STOCK	12,047	15,966
MCKESSON HBOC INC COM	COMMON STOCK	10,346	15,417
MEADWESTVACO CORP	COMMON STOCK	2,268	5,067
MERCADOLIBRE INC	COMMON STOCK	5,379	5,970
MERCK AND CO INC SHS	COMMON STOCK	30,411	30,623
MICHAEL KORS HLDGS LTD	COMMON STOCK	3,314	3,572
MICROSOFT CORP	COMMON STOCK	38,633	38,087
MONSANTO CO NEW DEL COM	COMMON STOCK	4,245	5,774
NATIONAL-OILWELL INC	COMMON STOCK	4,884	4,648
NEWS CORP CL A	COMMON STOCK	12,438	19,464
NEXTERA ENERGY INC SHS	COMMON STOCK	5,128	8,303
NIKE INC CL B	COMMON STOCK	9,924	10,320
NISSAN MTR LTD	COMMON STOCK	13,283	14,088
NORTHEAST UTILITIES	COMMON STOCK	2,798	4,533
NORTHROP CORP DEL	COMMON STOCK	3,333	4,798
NRG ENERGY INC	COMMON STOCK	9,436	7,978
OCCIDENTAL PETE CORP	COMMON STOCK	6,238	7,278
ORACLE CORP $0.01 DEL	COMMON STOCK	19,483	20,592
PEABODY ENERGY CORP COM	COMMON STOCK	3,552	2,129
PEPSICO INC	COMMON STOCK	6,507	6,364
PFIZER INC DEL PV$0.05	COMMON STOCK	31,608	34,659
PHILIP MORRIS INTL INC	COMMON STOCK	27,098	36,049
PHILLIPS 66 SHS	COMMON STOCK	1,393	2,390
POSCO SPN ADR	COMMON STOCK	3,371	3,368
PRAXAIR INC	COMMON STOCK	4,803	6,786
PRECISION CASTPARTS	COMMON STOCK	4,747	5,304
PRICELINE COM INC	COMMON STOCK	5,059	4,343
PROCTER GAMBLE	COMMON STOCK	7,434	8,826
PRUDENTIAL FINANCIAL INC	COMMON STOCK	5,596	5,333
PT BANK RAKYAT INDONESIA	COMMON STOCK	6,129	6,291
PUB SVC ENTERPRISE GRP	COMMON STOCK	3,059	3,580
QUALCOMM INC	COMMON STOCK	13,267	15,217
RAYTHEON COMPANY	COMMON STOCK	15,399	19,628
RECKITT BENCKISER GROUP	COMMON STOCK	8,617	9,910
RED HAT INC	COMMON STOCK	2,904	3,813
RIO TINTO PLC SPNSRD ADR	COMMON STOCK	20,290	19,518
ROCHE HLDG LTD	COMMON STOCK	17,175	19,695
ROGERS COMMUNICATIONS INC	COMMON STOCK	5,620	6,828
ROSS STORES INC COM	COMMON STOCK	5,198	10,872
ROYAL DUTCH SHEL PLC	COMMON STOCK	14,402	15,029
SALESFORCE COM INC	COMMON STOCK	2,281	7,060
SANOFI SYNTHELBO SPN ADR	COMMON STOCK	10,186	13,409
SBERBANK SPONSORED ADR	COMMON STOCK	6,903	7,222
SCHLUMBERGER LTD	COMMON STOCK	4,579	4,851
SEMPRA ENERGY	COMMON STOCK	3,086	4,256
SMC CORP 6273	COMMON STOCK	6,776	7,558
SOUTHERN COMPANY	COMMON STOCK	4,868	6,507
STANLEY BLACK & DECKER	COMMON STOCK	6,435	7,101
STARBUCKS CORP	COMMON STOCK	2,828	5,738
SWATCH GROUP AG UNSPOND	COMMON STOCK	7,656	9,246
TERADATA CORP DEL	COMMON STOCK	8,268	7,984
TEREX CORP DEL NEW COM	COMMON STOCK	4,315	3,964
TESLA MTRS INC	COMMON STOCK	3,129	3,150
TIME WARNER CABLE INC	COMMON STOCK	17,095	17,494
TORONTO DOM BK ONT NEW	COMMON STOCK	5,607	5,819
TOTAL S A SPONSORED ADR	COMMON STOCK	9,654	7,489
TRAVELERS COS INC	COMMON STOCK	15,626	23,198

UNDER ARMOUR INC	COMMON STOCK	3,627	3,494
UNILEVER NV NEW	COMMON STOCK	8,471	10,801
UNITEDHEALTH GROUP INC	COMMON STOCK	12,051	16,597
UNTD TECHNOLGIES CRP	COMMON STOCK	8,089	11,317
US BANCORP (NEW)	COMMON STOCK	19,303	21,528
V F CORPORATION	COMMON STOCK	3,977	9,964
VALEANT PHARMACEUTICALS	COMMON STOCK	3,057	3,467
VALERO ENERGY CORP NEW	COMMON STOCK	9,829	14,399
VEECO INSTRS INC DEL	COMMON STOCK	6,551	5,839
VERIZON COMMUNICATNS COM	COMMON STOCK	26,598	33,275
VISA INC CL A SHRS	COMMON STOCK	4,482	5,608
VMWARE, INC.	COMMON STOCK	3,451	3,860
VODAFONE GROUP PLC NEW	COMMON STOCK	23,378	21,940
WAL MART STORES INC	COMMON STOCK	4,768	6,277
WALT DISNEY COMPANY DEL	COMMON STOCK	13,155	13,194
WANT WANT CHINA-UNSPON	COMMON STOCK	4,174	4,544
WELLS FARGO & CO NEW DEL	COMMON STOCK	13,791	19,893
WEYERHAEUSER CO	COMMON STOCK	5,721	7,038
WHOLE FOODS MKT INC	COMMON STOCK	1,529	3,008
WSTN DIGITAL CORP DEL	COMMON STOCK	9,967	13,214
ZURICH INSURANCE GROUP	COMMON STOCK	8,696	9,943
BLACKROCK FLOATING RATE	MUTUAL FUND	215,167	215,374
BLACKROCK HI YLD BD	MUTUAL FUND	211,919	214,571
BLACKROCK STRATEGIC	MUTUAL FUND	431,641	434,654
ISHARES TR	MUTUAL FUND	218,912	221,759
ML GLOBAL SMALL CAP PORT	MUTUAL FUND	98,468	113,550
ML MID CAP VALUE OPPOR	MUTUAL FUND	86,280	113,529
ML US MORTGAGE PORTFOLIO	MUTUAL FUND	207,769	214,797
PARTICIPANT LOANS	INTEREST RATES 5.25 - 8.00%	0	153,270

** Participant Directed Accounts

Schedule H, line 4j
Schedule of Reportable Transactions.

Name of Employer: GOLDEN STATE ENGINEERING, INC.

Employer identification number: 95-2644713

Plan Year 01/01/2012 to 12/31/2012

Three-digit plan number ▶ 001

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
MERRILL LYNCH	CASH	581974	652015			652015	652015	0
MERRILL LYNCH	BIF MONEY FUND	1039757	953137			953137	953137	0