

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

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>MACHINISTS, INC. 401(K) SAVINGS PLAN & TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1989</u>			
1b Three-digit plan number (PN) ▶	<u>002</u>						
1c Effective date of plan <u>01/01/1989</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MACHINISTS, INC.</u> <u>P.O. BOX 80505</u> <u>7600 5TH AVENUE SOUTH</u> <u>SEATTLE, WA 98108</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>91-0694678</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>206-658-6225</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>332900</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-0694678</u>		2c Sponsor's telephone number <u>206-658-6225</u>		2d Business code (see instructions) <u>332900</u>	
2b Employer Identification Number (EIN) <u>91-0694678</u>							
2c Sponsor's telephone number <u>206-658-6225</u>							
2d Business code (see instructions) <u>332900</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/15/2013</u> Date	<u>WALTER COUGAN</u> 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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address MACHINISTS, INC. P.O. BOX 80505 SEATTLE, WA 98108		3b Administrator's EIN 91-0694678 3c Administrator's telephone number 206-658-6225
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		5 216
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	167
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	25
d Subtotal. Add lines 6a , 6b , and 6c	6d	194
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	195
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	173
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11
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 2S 2T 3D 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> <u>0</u> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 <u>MACHINISTS, INC. 401(K) SAVINGS PLAN & TRUST</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MACHINISTS, INC.</u>	D Employer Identification Number (EIN) <u>91-0694678</u>

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
UNIFIED TRUST COMPANY, N.A.

61-1256314

(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)

UNIFIED TRUST COMPANY, N.A.

61-1256314

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 24 17 28 37 65 50 60 63	CONTRACT ADMIN	47821	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

TRUTINA FINANCIAL

10811 MAIN STREET
BELLEVUE, WA 98004

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISOR	32922	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

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

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

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

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

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

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
MACHINISTS, INC. 401(K) SAVINGS PLAN & TRUST

B Three-digit plan number (PN)	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MACHINISTS, INC.

D	Employer Identification Number (EIN)
	91-0694678

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: UTC STABLE VALUE TRUST

b Name of sponsor of entity listed in (a): UNIFIED TRUST COMPANY, N.A.

c EIN-PN 61-1256314-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1938533
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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)
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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)
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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)
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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)
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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)
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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)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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>MACHINISTS, INC. 401(K) SAVINGS PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">002</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MACHINISTS, INC.</u>	D Employer Identification Number (EIN) <u>91-0694678</u>	

Part I	Asset and Liability Statement
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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)		
(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)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	274108	365276
(9) Value of interest in common/collective trusts.....	1c(9)	1921888	2118967
(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)	7122033	8445130
(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	9318029	10929373

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9318029	10929373
---	-----------	---------	----------

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)	189803	
(B) Participants	2a(1)(B)	852407	
(C) Others (including rollovers)	2a(1)(C)	5417	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1047627
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	18024	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18024
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		53123
(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)		1022177
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2140951

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	444746	
(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)		444746
f Corrective distributions (see instructions)	2f		4118
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)	47821	
(3) Investment advisory and management fees	2i(3)	32922	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		80743
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		529607

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1611344
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: PETERSON SULLIVAN LLP

(2) EIN: 91-0605875

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		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?		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.			

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>MACHINISTS, INC. 401(K) SAVINGS PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MACHINISTS, INC.</u>	D Employer Identification Number (EIN) <u>91-0694678</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>61-1381380</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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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): _____

**MACHINISTS, INC.
401(K) SAVINGS PLAN & TRUST**

**FINANCIAL STATEMENTS
(AUDITED)**

DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee and Participants
Machinists, Inc. 401(k) Savings Plan & Trust
Seattle, Washington

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Machinists, Inc. 401(k) Savings Plan & Trust (the plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 Unified Trust Company, N.A., the trustee of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, 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.

INDEPENDENT AUDITORS' REPORT

Other Matter- Supplemental Schedules

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes, which is the responsibility of plan management, is presented for the purpose of additional analysis and are not a required part of the financial statements but is 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.

Other Matter – 2011 Financial Statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 7, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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.

Peterson Sullivan LLP

September 25, 2013

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

	<u>2012</u>	<u>2011</u>
ASSETS		
Participant directed investments, at fair value		
Mutual funds	\$ 8,445,130	\$ 7,122,033
Guaranteed investment contract	2,272,686	2,031,627
	<u>10,717,816</u>	<u>9,153,660</u>
Notes receivable from participants	<u>365,276</u>	<u>274,108</u>
	11,083,092	9,427,768
LIABILITIES		
Excess contributions payable	<u>-</u>	<u>4,118</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	11,083,092	9,423,650
Adjustment from fair value to contract value for guaranteed investment contract	<u>(153,719)</u>	<u>(109,739)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 10,929,373</u></u>	<u><u>\$ 9,313,911</u></u>

See accompanying notes.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

ADDITIONS

Additions to net assets attributed to:

Net appreciation in fair value of investments	\$ 905,775
Interest and dividend income	169,525
Interest income on notes receivable from participants	18,024
Contributions:	
Participants	852,407
Employer	189,803
Rollovers	5,417

Total additions	2,140,951
-----------------	-----------

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	444,746
Administrative fees	80,743

Total deductions	525,489
------------------	---------

Net increase	1,615,462
--------------	-----------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	9,313,911
End of year	\$ 10,929,373

See accompanying notes.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 1. Description of Plan

The following description of the Machinists, Inc. 401(k) Employee Savings & Trust (the plan) provides only general information. Participants should refer to the plan document for a more complete description of the plan's provisions.

General

The plan is a qualified 401(k) plan covering all eligible employees of Machinists, Inc. and Puget Sound Coatings (collectively, the Employer). The plan is subject to the provisions of Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the elective deferral component of the plan as of their date of hire. For employees hired on or after April 1, 2012, employees are eligible after completing 1 year of service and at least 1,000 hours of service. Employees may enter the plan on the first day of the quarter coinciding with or next following their date of eligibility. For employer matching and discretionary profit sharing, employees are eligible to participate after completing one year of service and at least 1,000 hours of service. Employer matching begins on the first day of the quarter coinciding with or next following the employer matching and discretionary profit sharing eligibility.

Contributions

Participant – The Employer will automatically withhold 4% from the participant's compensation upon reaching eligibility requirements unless the participant elects a different percentage (including zero). Additionally, the Employer will automatically increase a participant's withholding by 2% on January 1 of each proceeding year unless the participant elects a different percentage (including zero). Employees participating in the salary deferral feature may elect to defer and contribute the lesser of 100% of their compensation or IRS maximum guidelines.

Matching – The Employer may make a discretionary matching contribution. Matching contributions were \$189,803 and \$178,109 for the plan years ended December 31, 2012 and 2011, respectively.

Profit sharing – The Employer may make a discretionary profit sharing contribution. The contribution is allocated among participants eligible to share based on total proportionate compensation. There were no profit sharing contributions for the plan years ended December 31, 2012 and 2011.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 1. Description of Plan (cont)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) plan earnings, and charged with the participant's share of administrative expenses. Allocations are based on participant account balance as defined by the plan document.

Vesting

Participants are vested immediately in their deferral contributions plus actual earnings thereon. Benefits from Employer contributions are vested on a graded vesting schedule, plus actual earnings thereon, being fully vested after six years of service. A year of service is defined as a 12-consecutive month period in which the employee completes at least 1,000 hours of service.

Notes Receivable from Participants

Participants may borrow from their vested balance a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested balance or \$50,000, but reduced by the participant's highest outstanding loan balance in the preceding 12 months. The maximum loan term is five years or an extended repayment term set by the administrator for the purchase of a primary residence.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, vested benefits of \$5,000 or less will be paid out in a lump-sum distribution. Vested benefits larger than \$5,000 will be distributed either in a lump-sum payment or partial withdrawal, provided the minimum withdrawal is \$1,000. Distributions greater than \$1,000 require participant consent.

Benefits are recorded when paid.

Forfeitures

Forfeited accounts are used to reduce any Employer contributions, regardless of whether they are matching or profit sharing contributions. Forfeited non-vested accounts totaled \$3,840 and \$4,379 for the plan years ended December 31, 2012 and 2011, respectively, and were applied to Employer matching contributions.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 2. Summary of Accounting Principles

Basis of Accounting

The financial reports of the plan are prepared under the accrual method 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 benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, such as guaranteed 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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

The plan's investments consist of mutual funds and guaranteed investment contracts (GIC) and are stated at fair value as certified by the trustee, Unified Trust Company, N.A. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for additional fair value disclosures.

Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest income is accrued when earned.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. There were no delinquent loans as of December 31, 2012 and 2011.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 2. Summary of Accounting Principles (cont)

Administrative Fees

Administrative expenses are paid by the participants. Fees paid to Unified Trust Company, N.A. for the years ended December 31, 2012 and 2011 totaled \$47,821 and \$42,009, of which \$5,155 and \$5,920 are participant initiated fees, respectively. Investment advisory fees paid to Trutina Financial for the years ended December 31, 2012 and 2011 totaled \$32,922 and \$29,851, respectively. Total administrative expenses for the years ended December 31, 2012 and 2011 were \$80,743 and \$71,860, respectively.

Note 3. Information Prepared and Certified by Trustee

The plan administrator has obtained certification from the trustee, Unified Trust Company, N.A., that the following information, provided by the trustee and included in the plan's financial statements and supplemental schedule, is complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Mutual funds	\$ 8,445,130	\$ 7,122,033
Guaranteed investment contract (contract value)	<u>2,118,967</u>	<u>1,921,888</u>
	<u><u>\$ 10,564,097</u></u>	<u><u>\$ 9,043,921</u></u>
 <u>Change in Net Assets</u>		
Net appreciation in fair value of investments	\$ 905,775	
Interest and dividend income	169,525	

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 4. Investments

The following investments represented more than 5% of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
UTC Stable Value Fund (contract value)	\$ 2,118,967	\$ 1,921,888
Dodge & Cox Inc Fund	1,451,351	1,240,033
Vanguard Mid Cap Index	1,051,044	876,214
Vanguard Sm Cap Index	976,729	822,739
Columbia Large Cap Index Z	920,088	789,890
Vanguard Mid Cap Value Index	831,153	734,364
MFS Value Fund R4	843,589	711,321
T Rowe Price New America Growth	595,846	512,940

During the year ended December 31, 2012, the plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value as follows:

Mutual funds	\$ 852,652
Guaranteed investment contract (contract value)	<u>53,123</u>
	<u><u>\$ 905,775</u></u>

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 5. Fair Value Measurements

The guidance establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements. It also establishes a three-tier value hierarchy, which categorizes the inputs used in measuring fair value. These categories include (in descending order of priority): Level 1, defined as quoted prices (unadjusted) in active markets for identical assets or liabilities that may be accessed at the measurement date; Level 2, defined as inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The assets or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value for December 31, 2012 and 2011:

Mutual funds: Valued at the daily closing price as reported by the funds. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV (net asset value) and to transact at that price. The mutual funds held by the plan are deemed to be actively traded.

Guaranteed investment contract: The contract consists of the units of the MetLife separate accounts and an insurance wrapper that guarantees plan participants can transact at contract value in perpetuity. The fair value of the contract is estimated to be the sum of the fair value of the separate accounts owned by MetLife and the fair value of the insurance wrapper. The separate accounts, which are invested in a variety of fixed income investments, are unitized and given a net asset value by MetLife using the observable market values of the securities comprising the separate accounts. The wrapper fair value is provided by MetLife and calculated through discounting the required cash flows to maintain the wrapper guarantee using LIBOR swap rates over five years which are substantiated through available market data (for example, the swap curve rate). The wrapper at fair value at December 31, 2012 and 2011 was \$18,646 and \$20,803, respectively. The average yield earned by the plan for the years ended December 31, 2012 and 2011 was approximately 4.66% and 6.06%, respectively. The average yield and crediting interest rate to participants for the years ended December 31, 2012 and 2011 was approximately 2.53% and 2.78%, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 5. Fair Value Measurements (cont)

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

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large cap funds	\$ 2,515,320	\$ -	\$ -	\$ 2,515,320
Mid cap funds	2,314,961	-	-	2,314,961
Bonds	1,759,654	-	-	1,759,654
Small cap funds	1,164,144	-	-	1,164,144
International funds	518,161	-	-	518,161
Real estate investment trusts	172,890	-	-	172,890
	<u>8,445,130</u>	<u>-</u>	<u>-</u>	<u>8,445,130</u>
Guaranteed investment contract	-	-	2,272,686	2,272,686
	<u>\$ 8,445,130</u>	<u>\$ -</u>	<u>\$ 2,272,686</u>	<u>\$ 10,717,816</u>
Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large cap funds	\$ 2,141,366	\$ -	\$ -	\$ 2,141,366
Mid cap funds	1,945,316	-	-	1,945,316
Bonds	1,519,559	-	-	1,519,559
Small cap funds	973,809	-	-	973,809
International funds	398,273	-	-	398,273
Real estate investment trusts	143,710	-	-	143,710
	<u>7,122,033</u>	<u>-</u>	<u>-</u>	<u>7,122,033</u>
Guaranteed investment contract	-	-	2,031,627	2,031,627
	<u>\$ 7,122,033</u>	<u>\$ -</u>	<u>\$ 2,031,627</u>	<u>\$ 9,153,660</u>

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 5. Fair Value Measurements (cont)

The following table provides further details of the Level 3 fair value measurements for the year ended December 31, 2012:

	Guranteed Investment
Balance, beginning of year	\$ 2,031,627
Unrealized gains relating to instruments still held at the reporting date	97,145
Purchases	401,293
Sales	(257,379)
	<hr/>
Balance, end of year	\$ 2,272,686
	<hr/> <hr/>

Note 6. Reconciliation to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to Schedule H of Form 5500 at December 31:

	2012	2011
Net assets available for plan benefits per the financial statements	\$ 10,929,373	\$ 9,313,911
Excess contributions payable	<hr/> -	<hr/> 4,118
Net assets available for plan benefits per the Form 5500	<hr/> \$ 10,929,373	<hr/> \$ 9,318,029
	<hr/> <hr/>	<hr/> <hr/>

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 6. Reconciliation to Form 5500 (cont)

The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for benefits per the financial statements	\$ 1,615,462
Excess contribution payable - 2011	<u>(4,118)</u>
Net increase in net assets available for benefits per the Form 5500	<u><u>\$ 1,611,344</u></u>

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Employer has the right to terminate the plan at any time subject to the provisions of ERISA. In the event of plan termination, the respective participant's interest, net of any termination fees, will be distributed to each participant in accordance with the plan document.

Note 8. Party in Interest Transactions

Certain investments are shares of mutual funds managed by Unified Trust Company, N.A. Unified Trust acts as a trustee as defined by the plan. These transactions qualify as exempt party in interest transactions.

Note 9. Risks and Uncertainties

The plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Note 10. Tax Status

In a letter dated September 13, 2010, the Internal Revenue Service determined the plan, as then designed, was a qualified tax exempt retirement benefit plan under Section 401(a) of the Internal Revenue Code and, accordingly, was exempt from federal income taxes under Section 501(a) of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. 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 disclosures in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 11. Subsequent Events

The Employer has performed an evaluation of subsequent events through September 25, 2013, which is the date the financial statements were available to be issued. Subsequent to year end, the plan's management has not identified any subsequent events requiring financial statement disclosure.

SUPPLEMENTARY INFORMATION

MACHINISTS, INC 401(K) SAVINGS PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

PLAN NUMBER: 002
EMPLOYER IDENTIFICATION NUMBER: 91-0694678

Schedule of Assets Held for Investment Purposes at End of Year, Form 5500, Schedule H, Question 4i:

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost **	Current Value
*	UTC Stable Value Fund	Guaranteed Investment Contract	**	\$2,118,967
	Dodge & Cox Inc Fund	Mutual Funds	**	1,451,351
	Vanguard Mid Cap Index	Mutual Funds	**	1,051,044
	Vanguard Sm Cap Index	Mutual Funds	**	976,729
	Columbia Large Cap Index Z	Mutual Funds	**	920,088
	Vanguard Mid Cap Value Index	Mutual Funds	**	831,153
	MFS Value Fund R4	Mutual Funds	**	843,589
	T Rowe Price New America Growth	Mutual Funds	**	595,846
	Vanguard Interm-Term Treasury Fund	Mutual Funds	**	308,303
	Vanguard Mid Cap Growth Index Inv	Mutual Funds	**	299,692
	Dodge & Cox International Stock	Mutual Funds	**	312,277
	American Funds Europacific Growth C	Mutual Funds	**	205,884
	Nuveen Real Estate Securities Fund	Mutual Funds	**	172,890
	Prudential Jennison Natural Resources A	Mutual Funds	**	143,446
	Columbia Acorn Z	Mutual Funds	**	127,552
	DFA Emerging Markets Value I	Mutual Funds	**	133,072
	Vanguard Small Cap Growth Index	Mutual Funds	**	59,863
	Van Kampen Equity & Income Fund	Mutual Funds	**	12,351
*	Participant Loans	Interest rates of 4.25% - 9.25%	-0-	365,276
*	Party in Interest.			
**	Amounts not required as investments are participant directed.			

3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address MACHINISTS, INC. P.O. BOX 80505 SEATTLE WA 98108		3b Administrator's EIN 91-0694678 3c Administrator's telephone number 206-658-6225
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		5 216
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 167
b Retired or separated participants receiving benefits		6b 2
c Other retired or separated participants entitled to future benefits		6c 25
d Subtotal. Add lines 6a, 6b, and 6c		6d 194
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 1
f Total. Add lines 6d and 6e		6f 195
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 173
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 11
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 2S 2T 3D 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information - Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

Machinists, Inc. 401(k) Savings Plan & Trust

Employer Identification Number: 61-0602902

For plan year (beginning/ending): 1/1/2012 - 12/31/2012

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
	DODGE & COX FUND	DODGE & COX INTL STOCK	294936	312277
	DODGE & COX FUND	DODGE & COX INC FUND	1366443	1451355
	T. ROWE PRICE	T ROWE PRICE NEW AMERICA GROV	538354	595846
*	UNIFIED TRUST CO	UTC STABLE VALUE FUND	1938533	2118967
	VAN KAMPEN FUND	VAN KAMPEN EQUITY	10942	12351
	VANGUARD FUNDS	VG INT TERM TREAS FUND	303550	308303
	COLUMBIA FUNDS	COLUMBIA LARGE CAP INDEX	817909	920088
	VANGUARD FUNDS	VANGUARD MID CAP INDEX	980350	1051044
	COLUMBIA FUNDS	COLUMBIA ACORN FUND Z	124828	127552
	VANGUARD FUNDS	VANGUARD MID CAP VAL IND INV	721756	831153
	MFS FUNDS	MFS VALUE FUND R4	654426	843589
	VANGUARD FUNDS	VANGUARD SM CAP INDEX	53190	59863
	VANGUARD FUNDS	VANGUARD SM CAP VALUE INDEX	750646	976729
	VANGUARD FUNDS	VANGUARD MID CAP GRO IND INV	244750	299692
	AMERICAN FUNDS	EUROPACIFIC GROWTH FUND R5	199880	205884
	PRUDENTIAL INVES	PRUDENTIAL JENNISON NAT RESO	163746	143446
	NUVEEN FUNDS	NUVEEN REAL EST SECURITIES FUN	152594	172890
	DIMENSIONAL FUND	DFA EMERGING MARKETS VALUE I	142596	133072
	PARTICIPANT LOAN	PART LOANS SECURED BY VESTED ACCT BALANCE INT RATES CHARGED FOR 2012 WERE 4.25%- 9.25%	0	365276