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
SUPERIOR MACHINING & FABRICATION, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2010

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

SUPERIOR MACHINING & FABRICATION, INC.

PO BOX 66
MUENSTER, TX 76252-0066

2b Employer Identification Number (EIN)
75-2637021

2c Sponsor's telephone number
940-759-5066

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.	10/15/2013	DALANA CHISM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [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**	150
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**	134
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	157
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	157
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	141
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:
2G 2J 2K 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)** [ ] **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)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SUPERIOR MACHINING & FABRICATION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUPERIOR MACHINING & FABRICATION, INC.

D Employer Identification Number (EIN)
75-2637021

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GFA-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	79563

a Name of MTIA, CCT, PSA, or 103-12 IE: IFA-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	92754

a Name of MTIA, CCT, PSA, or 103-12 IE: BFA-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	14210

a Name of MTIA, CCT, PSA, or 103-12 IE: FI-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	74490

a Name of MTIA, CCT, PSA, or 103-12 IE: AMBAL-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	1390

a Name of MTIA, CCT, PSA, or 103-12 IE: EUPAC-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	6957

a Name of MTIA, CCT, PSA, or 103-12 IE: WBF-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

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)
95-6817943-000	P	66549

a Name of MTIA, CCT, PSA, or 103-12 IE: SCWF-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28880

a Name of MTIA, CCT, PSA, or 103-12 IE: NWF-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132851

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD10-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19302

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD15-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 208101

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD20-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 309100

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD25-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 247027

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD30-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 439202

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD35-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36654

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD40-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 216290

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD45-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20192

a Name of MTIA, CCT, PSA, or 103-12 IE: AFTD50-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1

a Name of MTIA, CCT, PSA, or 103-12 IE: IGI-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54204

a Name of MTIA, CCT, PSA, or 103-12 IE: MMF-R3

b Name of sponsor of entity listed in (a): AMERICAN FUNDS

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 130701

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
SUPERIOR MACHINING & FABRICATION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR MACHINING & FABRICATION, INC.

D Employer Identification Number (EIN)
75-2637021

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	2431	11667
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	27	4128
(2) Participant contributions	1b(2)	0	152
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1258498	2178418
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1260956	2194365
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1260956	2194365

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)	176218	
(B) Participants	2a(1)(B)	342039	
(C) Others (including rollovers)	2a(1)(C)	275496	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		793753
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	48105	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		48105
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		157872
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		999730
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	66321	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		66321
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		66321
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		933409
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: FREEMON, SHAPARD AND STORY **(2)** EIN: 75-0706311

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		150000
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

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN

ANNUAL FINANCIAL REPORT

December 31, 2012

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
ANNUAL FINANCIAL REPORT
December 31, 2012 and 2011

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FREEMON, SHAPARD & STORY

Certified Public Accountants

Independent Auditors' Report

To the Superior Machining & Fabrication, Inc.
401(k) Plan and Participants
Muenster, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Superior Machining & Fabrication, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the 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 misstatements, 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 2 which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the custodian 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.

807 8th Street, 2nd Floor • Wichita Falls, Texas 76301-3381 • Office: (940) 322-4436 • Fax: (940) 761-3365

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets Held for Investment Purposes, which are the responsibility of plan management, are presented for the purpose of additional analysis and are 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 schedules 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 schedules, 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.

Freemon, Shapard & Story
Wichita Falls, Texas

October 9, 2013

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Cash, non interest bearing	$ 11,667	$ 2,431
Investments		
Mutual funds	2,178,418	1,258,498
Receivables		
Employee's Contribution	152	
Employer's Contribution	4,128	27
Total assets	$ 2,194,365	$ 1,260,956
LIABILITIES		
Net assets available for benefits	$ 2,194,365	$ 1,260,956

The accompanying notes are an integral part of these financial statements.

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to		
Investment income		
Net appreciation in fair value of investments	$ 157,871	$
Dividends	48,105	26,207
Total investment income	205,976	26,207
Contributions		
Employee deferrals	342,040	319,033
Employee rollovers	275,496	135,814
Employer contributions	176,218	158,212
Total contributions	793,754	613,059
Total additions	999,730	639,266
Deductions from net assets attributed to		
Benefit payments	66,321	12,915
Net depreciation in fair value of investments		55,537
Total deductions	66,321	68,452
Net increase (decrease)	933,409	570,814
Net assets available for benefits - begining of period	1,260,956	690,142
Net assets available for benefits - end of period	$ 2,194,365	$ 1,260,956

The accompanying notes are an integral part of these financial statements.

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN

The management of Superior Machining & Fabrication, Inc. is responsible for the accuracy and internal consistency of the preparation of the financial statements and notes contained in this annual report.

The Superior Machining & Fabrication, Inc. 401(k) Plan (the Plan), established January 1, 2010, is a defined contribution plan covering employees of Superior Tooling Products, Inc., Superior Machining & Fabrication, Inc., National Tooling Products, Inc. and National Aluminum & Alloy, Inc, referred to collectively as "the Company." It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and as more fully described in the Plan agreement. The following description of the Plan provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participation – An employee is eligible to become a participant in the Plan if the employee is 18 years of age and has completed three calendar months of service in which the participant is credited with 1 hour of service in each month or the participant has completed one year of service.

Participant Contributions – Participants self-direct their contributions and account balances among the investment options provided by the Plan. Participants may contribute from 1% to 100% of their annual compensation for each plan year (pre-tax contributions), up to the maximum of $17,000 as permitted by the Internal Revenue Code (IRC). In addition, participants who have attained the age of 50 are eligible to make catch-up contributions up to the maximum of $5,500 in accordance with IRC 414(v). Participants immediately vest in their contributions and the associated investment results, none of which are federally taxable to the Participants as current income.

Company Contributions – The Company may make non-elective contributions or discretionary matching contributions. Allocation of employer non-elective contributions is based upon participant compensation in proportion to the compensation of all participants. There were no non-elective contributions made for the years ended December 31, 2012 and 2011.

The Company may make matching contributions equal to a discretionary amount or percentage of the participant's 401(k) elective deferrals, to be determined by the employer. For the plan years ended December 31, 2012 and 2011, the Company made matching contributions of $176,218 and $158,212, respectively.

Distributions – Participants are entitled to receive a lump-sum distribution of their vested accounts upon termination of employment, disability, or death. Distributions are federally taxable to Participants when received and may result in a 10% penalty if distributions are received prior to age 59 ½.

Investment Options – Each participant may direct the investment of their contributions, the Company's matching contribution, and the Company's non-elective contributions.

Participant's may change their investment options daily and may choose among various individual investment options available through American Funds that have varying degrees of risk and potential

NOTE 1 – DESCRIPTION OF THE PLAN - CONTINUED

return. These options are all classified as mutual funds. A detailed listing of investments held by American Funds is provided in this report.

Additional information regarding the Plan may be obtained from the Superior Machining & Fabrication, Inc., P.O. Box 66, Muenster, TX 76252-0066, (940) 759-4928.

Participant Notes Receivable – Participants may not borrow from their fund accounts.

Participant Accounts – Each Participant's account is credited with the participant's contribution, the Company's discretionary matching contribution, the Company's non-elective contribution, the Plan earnings, and the allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - A participant is always fully vested with respect to his own contributions. The employer's non-elective contributions and discretionary matching contributions vest according to the following schedule. Employees are, however, 100% vested if they are still an employee and suffer a death or disability.

Years of Service	Vesting %
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeitures – Forfeitures of terminated participants' non-vested interest are used to reduce future Company contributions and to pay for plan expenses. During the years ended December 31, 2012 and 2011, there were no forfeitures used to reduce the Company's contributions.

As of December 31, 2012 and 2011, there were forfeited non-vested accounts totaling $11,667 and $2,431, respectively.

Plan Termination – The Company may terminate the Plan for any reason at any time. If the Plan were terminated, all participants affected would be fully vested in their benefits as of the date of termination.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Administration – Administrative and record keeping services, including maintaining participant records and allocating the Plan's income and contributions were provided by Actuaries & Associates (Sixty Forty Corp.). Administrative fees totaled $4,865 and $4,805 for the years ended December 31, 2012 and 2011, respectively, and were paid by the employer.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Basis of Accounting – The financial statements of the Plan have been prepared on the accrual basis of accounting. The investments are stated at their fair market value. Benefits are recorded when paid.

Estimates – The preparation of financial statements in conformity with the accrual basis of accounting in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Value of Investments – Investments are stated at current fair value based on quoted market prices.

Investment Income Recognition – Interest and dividend income are recorded as received.

Gain and Loss Recognition – Net gains or losses on investments sold represent the difference between proceeds from sales and the fair value of assets at the beginning of the year or historical cost if the investment was acquired during the year. The net appreciation or depreciation of fair value of investment held at year-end is reflected in the statements of changes in net assets available for plan benefits.

Cash and Cash Equivalents – Cash and cash equivalents include cash on hand and money market instruments with maturities of three months or less.

NOTE 3 - INCOME TAXES

The Plan is a prototype plan sponsored by Actuaries & Associates (Sixty Forty Corp.). The Internal Revenue Service has determined and informed Actuaries & Associates by an opinion letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Generally, contributions to a qualified plan are deductible by the Company when made or accrued, earnings of the Plan are tax-exempt, and participants are not taxed on their benefits until withdrawn from the Plan. The Plan has been amended since receiving the opinion letter, however, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

The Plan applies the provisions of FASB ASC 740-10-50, *Income Taxes* related to the accounting for uncertainty in income taxes (previously known as FIN 48), which prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. For the years ended December 31, 2012 and 2011, the Plan does not believe it currently holds any uncertain tax positions, therefore no recognition of uncertain tax positions is reflected in the financial statements.

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

At December 31, 2012 and 2011, the Plan's investments were held by the custodian, Capital Bank and Trust Company. The following is a summary of the Plan's investments representing 5% or more of the net assets of the Plan at December 31, 2012 and 2011. This summary is based on information certified by the custodian as complete and accurate in accordance with Section 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.

	2012	2011
AFTD15-R3 (American Funds)	$ 208,101	$ 109,644
AFTD20-R3 (American Funds)	309,100	210,526
AFTD25-R3 (American Funds)	247,027	133,472
AFTD30-R3 (American Funds)	439,202	236,946
AFTD40-R3 (American Funds)	216,290	150,100
MMF-R3 (American Funds)	142,369	73,579
NWF-R3 (American Funds)	132,851	70,550

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 5 – FAIR VALUE MEASUREMENTS

Effective January 1, 2010 the Company adopted FASB ASC 820, *Fair Value Measurements and Disclosures,* formerly known as SFAS 157, which provides a framework for measuring fair value under generally accepted accounting principles. FASB ASC 820 applies to all financial instruments that are being measured and reported at fair value on a recurring basis.

As defined in FASB ASC 820, 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. In determining fair value, the Company uses various methods including market, income, and cost approaches. Based on these approaches, the Company often utilizes certain assumptions about risk and the risk inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Company utilized valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Company is required to provide the following information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1- Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources fro market transactions involving identical assets or liabilities.

NOTE 5 – FAIR VALUE MEASUREMENTS - CONTINUED

Level 2 – Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities.

Level 3 – Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

The fair value of investment securities is the market value based on quoted marked prices, when available or market prices provided by recognized broker dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use unobservable inputs to the limited market activity of the instrument.

		Fair Value Measurements at Reporting Date Using		
December 31, 2012	Fair Value	Quoted Prices In Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds	$ 2,190,085	$ 2,190,085	$	$
	$ 2,190,085	$ 2,190,085	$	$

		Fair Value Measurements at Reporting Date Using		
December 31, 2011	Fair Value	Quoted Prices In Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds	$ 1,260,929	$ 1,260,929	$	$
	$ 1,260,929	$ 1,260,929	$	$

NOTE 6 – SUBSEQUENT EVENTS

Management has evaluated the impact of all subsequent events on the Plan through financial statement issuance, and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULES

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012
EIN 75-2637021
Plan Number 001

Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	2012 Current Value
N/A	GFA-R3 (American Funds)	Mutual Fund	$ 79,563
N/A	IFA-R3 (American Funds)	Mutual Fund	92,754
N/A	BFA-R3 (American Funds)	Mutual Fund	14,210
N/A	FI-R3 (American Funds)	Mutual Fund	74,490
N/A	AMBAL-R3 (American Funds)	Mutual Fund	1,390
N/A	EUPAC -R3 (American Funds)	Mutual Fund	6,957
N/A	WBF-R3 (American Funds)	Mutual Fund	66,549
N/A	SCWF-R3 (American Funds)	Mutual Fund	28,880
N/A	NWF-R3 (American Funds)	Mutual Fund	132,851
N/A	AFTD10-R3 (American Funds)	Mutual Fund	19,302
N/A	AFTD15-R3 (American Funds)	Mutual Fund	208,101
N/A	AFTD20-R3 (American Funds)	Mutual Fund	309,100
N/A	AFTD25-R3 (American Funds)	Mutual Fund	247,027
N/A	AFTD30-R3 (American Funds)	Mutual Fund	439,202
N/A	AFTD35-R3 (American Funds)	Mutual Fund	36,654
N/A	AFTD40-R3 (American Funds)	Mutual Fund	216,290
N/A	AFTD45-R3 (American Funds)	Mutual Fund	20,192
N/A	IGI-R3 (American Funds)	Mutual Fund	54,204
N/A	MMF-R3 (American Funds)	Mutual Fund	130,702
N/A	Forfeiture Account	Cash, 0.0% Interest	11,667
			$ 2,190,085

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012
EIN 75-2637021
Plan Number 001

Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	2011 Current Value
N/A	GFA-R3 (American Funds)	Mutual Fund	$ 47,439
N/A	IFA-R3 (American Funds)	Mutual Fund	48,652
N/A	BFA-R3 (American Funds)	Mutual Fund	8,484
N/A	FI-R3 (American Funds)	Mutual Fund	40,934
N/A	AMBAL-R3 (American Funds)	Mutual Fund	595
N/A	EUPAC -R3 (American Funds)	Mutual Fund	2,407
N/A	WBF-R3 (American Funds)	Mutual Fund	37,073
N/A	SCWF-R3 (American Funds)	Mutual Fund	15,605
N/A	NWF-R3 (American Funds)	Mutual Fund	70,550
N/A	AFTD10-R3 (American Funds)	Mutual Fund	15,495
N/A	AFTD15-R3 (American Funds)	Mutual Fund	109,644
N/A	AFTD20-R3 (American Funds)	Mutual Fund	210,526
N/A	AFTD25-R3 (American Funds)	Mutual Fund	133,472
N/A	AFTD30-R3 (American Funds)	Mutual Fund	236,946
N/A	AFTD35-R3 (American Funds)	Mutual Fund	17,034
N/A	AFTD40-R3 (American Funds)	Mutual Fund	150,100
N/A	AFTD45-R3 (American Funds)	Mutual Fund	9,634
N/A	IGI-R3 (American Funds)	Mutual Fund	30,329
N/A	MMF-R3 (American Funds)	Mutual Fund	73,579
N/A	Forfeiture Account	Cash, 0.0% Interest	2,431
			$ 1,260,929

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
Superior Machining & Fabrication, Inc. 401(k) Plan

Employer Identification Number
75-2637021

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
	GFA-R3	MUTUAL FUND		79,563
	IFA-R3	MUTUAL FUND		92,754
	BFA-R3	MUTUAL FUND		14,210
	FI-R3	MUTUAL FUND		74,490
	AMBAL-R3	MUTUAL FUND		1,390
	EUPAC-R3	MUTUAL FUND		6,957
	WBF-R3	MUTUAL FUND		66,549
	SCWF-R3	MUTUAL FUND		28,880
	NWF-R3	MUTUAL FUND		132,851
	AFTD10-R3	MUTUAL FUND		19,302
	AFTD15-R3	MUTUAL FUND		208,101
	AFTD20-R3	MUTUAL FUND		309,100
	AFTD25-R3	MUTUAL FUND		247,027
	AFTD30-R3	MUTUAL FUND		439,202
	AFTD35-R3	MUTUAL FUND		36,654
	AFTD40-R3	MUTUAL FUND		216,290
	AFTD45-R3	MUTUAL FUND		20,192
	IGI-R3	MUTUAL FUND		1
	MMF-R3	MUTUAL FUND		54,204
	FORFEITURE ACCOUNT	CASH, 0.0% INT		142,369