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
SONIC MANUFACTURING 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

SONIC MANUFACTURING TECHNOLOGIES

48133 WARM SPRINGS BLVD.
FREMONT, CA 94539

2b Employer Identification Number (EIN) 77-0432998

2c Sponsor's telephone number 510-580-8500

2d Business code (see instructions) 334110

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	KIRAN KAUR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	KENNETH RAAB
	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**	337
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**	342
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	354
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	354
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	85
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SONIC MANUFACTURING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SONIC MANUFACTURING TECHNOLOGIES

D Employer Identification Number (EIN)
77-0432998

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY U.S.A.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	46318	85	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
6680	836

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL CORPORATION

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6680			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

JORDAN & ASSOCIATES RETIRMENT SVCS
100 STONY POINT ROAD
STE 216
SANTA ROSA, CA 95401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	836	TPA COMPENSATION TPA FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	9116
5	Current value of plan's interest under this contract in separate accounts at year end	5	1599358

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	17119
c	Additions: (1) Contributions deposited during the year	7c(1)	2927		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	75		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	3002
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	20121
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)	75		
	(3) Transferred to separate account	7e(3)	10964		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	11039
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	9082

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
SONIC MANUFACTURING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SONIC MANUFACTURING TECHNOLOGIES

D Employer Identification Number (EIN)
77-0432998

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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)

JOHN HANCOCK USA

01-0233346

(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?
15 28 59 60 62 63 67 68	RECORDKEEPER	334	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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:

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
SONIC MANUFACTURING 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
SONIC MANUFACTURING TECHNOLOGIES

D Employer Identification Number (EIN)
77-0432998

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: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	11344

a Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	51

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	17301

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	1943

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	17453

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	7388

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	8368

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7988

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55298

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5528

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8172

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30588

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL ALL CAP CORE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3126

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2086

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2927

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2462

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2627

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8491

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2606

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3286

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3038

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42835

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 246258

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102281

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 207928

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50253

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32082

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4965

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3657

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 143733

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2920

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88900

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2102

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2863

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30932

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87608

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25657

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51064

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2279

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6979

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9982

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3134

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2298
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31982
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1483
a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9404
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36783
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25780
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29378
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3424
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10495
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21096

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68655

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7880

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)

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

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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
SONIC MANUFACTURING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SONIC MANUFACTURING TECHNOLOGIES

D Employer Identification Number (EIN)
77-0432998

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	610	610
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)	48134	56578
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1236762	1599358
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	17119	9082
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1302625	1665628
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	197	197
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	197	197
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1302428	1665431

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)		
	(B) Participants	2a(1)(B)	221550	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		221550
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	75	
	(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)	1827	
	(F) Other	2b(1)(F)	537	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2439
	(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		159686
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		383675
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5073	
(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)		5073
f Corrective distributions (see instructions)	2f		62
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	92	
(2) Contract administrator fees	2i(2)	15445	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15537
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		20672
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		363003
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: SEILER LLP **(2)** EIN: 94-1624276

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		195000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SONIC MANUFACTURING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SONIC MANUFACTURING TECHNOLOGIES

D Employer Identification Number (EIN)
77-0432998

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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): 01-0233346

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SONIC MANUFACTURING
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

SONIC MANUFACTURING 401(k) PLAN
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Schedule H, line 4i – Schedule of Assets (Held at End of Year)	16 – 17

Other schedules required by Section 2520.103.10 of the Department of Labor Regulations for Reporting and Disclosure under Employee Retirement and Income Security Act of 1974 have been omitted because they are not applicable.

SEILER LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Trustees of
SONIC MANUFACTURING 401(k) PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Sonic Manufacturing 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 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 John Hancock Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Silicon Valley Office Three Lagoon Drive, Suite 400 Redwood City, CA 94065 t. 650.365.4646 f. 650.368.4055
San Francisco Office 220 Montgomery Street, Suite 300 San Francisco, CA 94104 t. 415.392.2123 f. 415.392.1720

A Member of HLB International

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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 custodian, 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.

Seiler LLP

Redwood City, California
October 11, 2013

SONIC MANUFACTURING 401(k) PLAN
Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
ASSETS		
INVESTMENTS AT FAIR VALUE	$ 1,608,440	$ 1,253,881
NOTES RECEIVABLE FROM PLAN PARTICIPANTS	56,578	48,134
CASH	610	610
Total assets	1,665,628	1,302,625
LIABILITIES		
CURRENT LIABILITIES		
Other liabilities	197	197
Total liabilities	197	197
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,665,431	$ 1,302,428

See Notes to Financial Statements

SONIC MANUFACTURING 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31, 2012	2011
ADDITIONS		
Additions to net assets attributed to investment income:		
Net appreciation (depreciation) in fair value of investments	$ 159,686	$ (19,168)
Interest	75	126
	159,761	(19,042)
Interest on notes receivable from participants	1,827	1,959
Contributions:		
Participant	221,550	205,833
Other distributions	537	-
Total additions	383,675	188,750
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	5,135	38,144
Administrative expenses	15,537	13,536
Total deductions	20,672	51,680
NET INCREASE	363,003	137,070
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	1,302,428	1,165,358
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 1,665,431	$ 1,302,428

See Notes to Financial Statements

1. DESCRIPTION OF PLAN

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

General:

The Plan is a defined contribution plan covering all eligible employees of Sonic Manufacturing Technologies, Inc. (the "Company") who are not leased or reclassified employees. The Plan was originally established on January 1, 1999, and was most recently amended and restated in December 2010 in order to conform to regulatory changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974. The Board of Trustees is responsible for oversight of the Plan. The Retirement Plan Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Contributions:

Each year, participants may elect to contribute an amount of their compensation, up to 100% of their covered compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Company may make discretionary matching contributions each year as determined by the governing body of the Company. There were no discretionary matching contributions during 2012 and 2011. Contributions are subject to certain IRS limitations.

Investment Options:

Participants direct the investment of their contributions and their pro rata share of the employer contributions into various investment options offered by the Plan. The Plan currently offers various funds in pooled separate accounts and guaranteed interest accounts as investment options for participants. The types of funds include, but are not limited to, asset allocation lifestyle funds, aggressive funds, growth funds, income funds and conservative funds. Participants can change their investment options at any time.

1. **DESCRIPTION OF PLAN** (continued)

Participant Accounts:

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting of the Company's discretionary matching contributions are based on years of continuous service. Participants become fully vested in employer contributions after six years of service.

Notes Receivable from Participants:

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of the value of their account balance. The loans are secured by the balance in the participant's account and bear interest ranging from 3.25% to 5.00%, which is commensurate with local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Distributions:

Participants may make full or partial withdrawals of funds in any of their accounts upon attaining age 59 ½ or for financial hardship, as defined, before that age. Participants may qualify for financial hardship withdrawals if they have an immediate and heavy financial need, as determined by the plan administrator. The minimum withdrawal for an after-tax or hardship withdrawal is $500; there is no minimum if the participant is over age 59 ½. Participants are limited to one withdrawal per calendar quarter. Participants cannot make contributions for six months after taking a hardship withdrawal.

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting:

The financial statements are prepared on the accrual basis of accounting.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are reported at fair value. 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. The Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan's realized and unrealized gains or losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

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

Payment of Benefits:

Benefits are recorded when paid.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Administrative Expenses:

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses, except those that related to the segregated brokerage account, are included in net appreciation of fair value of investments.

Reclassification:

Certain reclassifications have been made to the prior year's fair value measurements disclosure (Note 4) to conform to the current year presentation. These reclassifications had no effect on previously reported net assets available for benefits.

Subsequent Events:

The Plan has evaluated subsequent events and transactions that occurred after the date of the Statement of Net Assets Available for Benefits through October 11, 2013, the date the financial statements were issued. The financial statements include all events or transactions, including estimates, required to be recognized in accordance with U.S. GAAP. The Plan has determined that there are no unrecognized subsequent events that require additional disclosure.

Recent Accounting Pronouncements:

In October 2012, the FASB issued ASU No. 2012-04, *Technical Corrections and Improvements* ("ASU No. 2012-04"), to address feedback received from stakeholders on the FASB Accounting Standards Codification and to make other incremental improvements to U.S. GAAP. The amendments in this update represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Additionally, the amendments will make the Codification easier to understand and the fair value measurement guidance easier to apply by eliminating inconsistencies and providing needed clarifications. ASU No. 2012-04 is effective for the Plan's year ended December 31, 2012. ASU No. 2012-04 did not have a material impact on the Plan's statements of net assets available for benefits or changes in net assets available for benefits.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements: (continued)

In July 2013, the FASB issued ASU No. 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04* ("ASU No. 2013-09"), around a disclosure requirement in ASU No. 2011-04. ASU No. 2013-09 defers indefinitely the effective date of certain required disclosures in Update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. ASU No. 2013-09 is effective for the Plan's year ended December 31, 2012. ASU 2013-09 concerns disclosure only and did not have an impact on the Plan's statements of net assets available for benefits, changes in net assets available for benefits, or related footnote disclosures.

3. INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

The following investments represent 5 percent or more of the Plan's net assets:

	2012	2011
JH Lifestyle Balanced	$ 246,258	$ 199,103
JH Lifestyle Growth	207,928	183,046
JH Money Market Fund	143,733	108,417
JH Lifestyle Conservative	102,281	82,216
JH Oppenheimer Developing Market *	88,900	-
JH PIMCO Real Return *	87,608	-
Other investments less than 5 percent	731,732	681,099
Total investments certified	$ 1,608,440	$ 1,253,881

* Investment did not meet the 5% threshold in the prior year

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $160,223 and ($19,168), respectively. All (depreciation) appreciation was mainly attributable to investments in pooled separate accounts.

3. INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED) (continued)

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, all of the investment information, including investment income (loss), shown in the accompanying financial statements and supplemental schedule, has been certified as complete and accurate by the custodian of the Plan.

4. FAIR VALUE MEASUREMENTS

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

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

Level 2 — Inputs to the valuation methodology include:

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

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

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

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

4. FAIR VALUE MEASUREMENTS (continued)

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

Pooled separate accounts: Valued based on the current market value or net asset value ("NAV") of the underlying assets of funds.

Guaranteed interest accounts: Guaranteed interest accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments 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
Pooled separate accounts:				
Target retirement date funds	$ -	$ 649,556	$ -	$ 649,556
Aggressive growth funds	-	328,138	-	328,138
Growth funds	-	194,702	-	194,702
Income funds	-	170,133	-	170,133
Conservative funds	-	143,733	-	143,733
Growth and income funds	-	113,096	-	113,096
Guaranteed interest accounts	-	-	9,082	9,082
Total investments at fair value	$ -	$ 1,599,358	$ 9,082	$ 1,608,440

4. **FAIR VALUE MEASUREMENTS** (continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Target retirement date funds	$ -	$ 533,736	$ -	$ 533,736
Aggressive growth funds	-	250,327	-	250,327
Growth funds	-	126,445	-	126,445
Income funds	-	137,643	-	137,643
Conservative funds	-	108,417	-	108,417
Growth and income funds	-	80,194	-	80,194
Guaranteed interest accounts	-	-	17,119	17,119
Total investments at fair value	$ -	$ 1,236,762	$ 17,119	$ 1,253,881

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012 and 2011:

Guaranteed interest accounts	December 31, 2012	December 31, 2011
Beginning balance	$ 17,119	$ 17,044
Realized gains (losses)	-	-
Change in unrealized appreciation (depreciation)	-	(81)
Cost of purchases	3,002	4,248
Proceeds from sales	(11,039)	(4,092)
Ending balance	$ 9,082	$ 17,119

The amount of total gains or losses for the years ended December 31, 2012 and 2011 included in the statement of changes in net assets attributable to the change in unrealized gains or losses relating to Level 3 investments still held at the reporting date is $0 and $0, respectively.

4. FAIR VALUE MEASUREMENTS (continued)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements:

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Type	Fair Value	Valuation Technique	Significant Unobservable Inputs	Rate or Range of Rates
Guaranteed Interest Accounts	$ 9,082	Market Value Adjustment	Composite Guaranteed Rate	0.13% - 3.43%
			Current Rates on 12/31/2012	0.10% - 0.40%

5. GUARANTEED INVESTMENT ACCOUNT

The Plan entered into a non-benefit-responsive investment contract with John Hancock Life Insurance Company ("John Hancock"). John Hancock maintains the contributions in guaranteed interest accounts. Each account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The accounts were included in the financial statements at fair value determined by the issuer. The value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses and valuation adjustments determined primarily by current interest rates. The difference between book or contract value and fair value is not significant. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There were no reserves against the contract value for credit risk of the contract issuer or otherwise. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date. The general interest accounts yield a specified rate of interest maturing at various dates through December 31, 2021. The composite interest rates earned by the Plan for guaranteed interest accounts range from 0.13% to 3.43% and 0.30% to 3.89% during the years ended December 31, 2012 and 2011, respectively.

6. RELATED PARTY TRANSACTION

Plan investments are managed by John Hancock Life Insurance Company ("John Hancock"). John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Fees incurred by the plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $15,537 and $13,536 for the years ended December 31, 2012 and 2011, respectively, which was not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the plan's operations.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer discretionary contributions.

8. TAX STATUS

The Plan obtained an opinion letter for the prototype plan on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe the Plan is designed, and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code, and therefore, believe that the Plan is qualified, and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; 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.

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 participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of total expenses per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Total expenses per the financial statements	$ 20,672	$ 51,680
Excess contributions paid	-	13,576
Total expenses per the Form 5500	$ 20,672	$ 65,256

SUPPLEMENTAL SCHEDULE

SONIC MANUFACTURING 401(k) PLAN
Employer Identification Number: 77-0432998
Plan Number: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Balanced	**	$ 246,258
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Growth	**	207,928
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Money Market Fund	**	143,733
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Conservative	**	102,281
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Developing Mkt	**	88,900
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Real Return	**	87,608
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Total Stock Market Index Fund	**	68,655
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Energy	**	55,298
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Real Est. Securities Fund	**	51,064
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Moderate	**	50,253
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Aggressive	**	42,835
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Equity Inc	**	36,783
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	MFS Utilities	**	32,082
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Opportunities Fund	**	31,982
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Global Bond	**	30,932
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Franklin Small-Mid Growth	**	30,588
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Sci & Tech	**	29,378
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Health Science	**	25,780
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Total Return	**	25,657
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	The Growth Fund of America	**	21,096
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	BlackRock Global Allocation	**	17,453
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Balanced Fund	**	17,301
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	500 Index Fund	**	11,344
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Templeton World	**	10,495
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Short-Term Federal	**	9,982
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Strategic Income Opp Fund	**	9,404
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Investment Company of America	**	8,491
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Capital Appreciation Fund	**	8,368
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Financial Services Fund	**	8,172
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Davis New York Venture	**	7,988
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Washington Mutual Investors	**	7,880
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Blue Chip Growth Fund	**	7,388
	Sub-total this page			$ 1,533,357

* Investments managed by party-in interest

** Information is not required as Investments are participant directed

SONIC MANUFACTURING 401(k) PLAN
Employer Identification Number: 77-0432998
Plan Number: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Science & Technology Fund	**	$ 6,979
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	EuroPacific Growth Fund	**	5,528
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Index Fund	**	4,965
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Stock Fund	**	3,657
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Spectrum Inc	**	3,424
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JPM MidCap Value Fund	**	3,286
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Growth Index	**	3,134
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	High Yield Fund	**	3,126
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Legg Mason ClearBr Agg Growth	**	3,038
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Equity Index Fund	**	2,927
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Global Discovery	**	2,920
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO All Asset	**	2,863
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Inv Small Cap Growth	**	2,627
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JH Disciplined Value	**	2,606
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Small Cap Fund	**	2,462
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Index Fund	**	2,298
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Royce Opportunity	**	2,279
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Global	**	2,102
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	International Value Fund	**	2,086
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Century Heritage	**	1,943
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Value Fund	**	1,483
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental All Cap Core Fund	**	57
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Domini Social Equity	**	51
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	All Cap Value Fund	**	51
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental Large Cap Value	**	38
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Value Fund	**	36
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Beacon	**	35
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Guaranteed Interest Accounts	**	9,082
	Sub-total this page			75,083
				1,608,440
*	Participant loans	Interest ranging from 3.25% to 8.25%	**	56,578
				$ 1,665,018

* Investments managed by party-in interest

** Information is not required as Investments are participant directed

SONIC MANUFACTURING
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

SONIC MANUFACTURING 401(k) PLAN
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Other schedules required by Section 2520.103.10 of the Department of Labor Regulations for Reporting and Disclosure under Employee Retirement and Income Security Act of 1974 have been omitted because they are not applicable.

SEILER LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Trustees of
SONIC MANUFACTURING 401(k) PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Sonic Manufacturing 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 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 John Hancock Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Silicon Valley Office Three Lagoon Drive, Suite 400 Redwood City, CA 94065 t. 650.365.4646 f. 650.368.4055
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Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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 custodian, 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.

Seiler LLP

Redwood City, California
October 11, 2013

SONIC MANUFACTURING 401(k) PLAN
Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
ASSETS		
INVESTMENTS AT FAIR VALUE	$ 1,608,440	$ 1,253,881
NOTES RECEIVABLE FROM PLAN PARTICIPANTS	56,578	48,134
CASH	610	610
Total assets	1,665,628	1,302,625
LIABILITIES		
CURRENT LIABILITIES		
Other liabilities	197	197
Total liabilities	197	197
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,665,431	$ 1,302,428

See Notes to Financial Statements

SONIC MANUFACTURING 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31, 2012	2011
ADDITIONS		
Additions to net assets attributed to investment income:		
Net appreciation (depreciation) in fair value of investments	$ 159,686	$ (19,168)
Interest	75	126
	159,761	(19,042)
Interest on notes receivable from participants	1,827	1,959
Contributions:		
Participant	221,550	205,833
Other distributions	537	-
Total additions	383,675	188,750
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	5,135	38,144
Administrative expenses	15,537	13,536
Total deductions	20,672	51,680
NET INCREASE	363,003	137,070
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	1,302,428	1,165,358
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 1,665,431	$ 1,302,428

See Notes to Financial Statements

1. DESCRIPTION OF PLAN

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

General:

The Plan is a defined contribution plan covering all eligible employees of Sonic Manufacturing Technologies, Inc. (the "Company") who are not leased or reclassified employees. The Plan was originally established on January 1, 1999, and was most recently amended and restated in December 2010 in order to conform to regulatory changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974. The Board of Trustees is responsible for oversight of the Plan. The Retirement Plan Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

Contributions:

Each year, participants may elect to contribute an amount of their compensation, up to 100% of their covered compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Company may make discretionary matching contributions each year as determined by the governing body of the Company. There were no discretionary matching contributions during 2012 and 2011. Contributions are subject to certain IRS limitations.

Investment Options:

Participants direct the investment of their contributions and their pro rata share of the employer contributions into various investment options offered by the Plan. The Plan currently offers various funds in pooled separate accounts and guaranteed interest accounts as investment options for participants. The types of funds include, but are not limited to, asset allocation lifestyle funds, aggressive funds, growth funds, income funds and conservative funds. Participants can change their investment options at any time.

1. **DESCRIPTION OF PLAN** (continued)

Participant Accounts:

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting of the Company's discretionary matching contributions are based on years of continuous service. Participants become fully vested in employer contributions after six years of service.

Notes Receivable from Participants:

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of the value of their account balance. The loans are secured by the balance in the participant's account and bear interest ranging from 3.25% to 5.00%, which is commensurate with local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Distributions:

Participants may make full or partial withdrawals of funds in any of their accounts upon attaining age 59 ½ or for financial hardship, as defined, before that age. Participants may qualify for financial hardship withdrawals if they have an immediate and heavy financial need, as determined by the plan administrator. The minimum withdrawal for an after-tax or hardship withdrawal is $500; there is no minimum if the participant is over age 59 ½. Participants are limited to one withdrawal per calendar quarter. Participants cannot make contributions for six months after taking a hardship withdrawal.

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting:

The financial statements are prepared on the accrual basis of accounting.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are reported at fair value. 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. The Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan's realized and unrealized gains or losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

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

Payment of Benefits:

Benefits are recorded when paid.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Administrative Expenses:

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses, except those that related to the segregated brokerage account, are included in net appreciation of fair value of investments.

Reclassification:

Certain reclassifications have been made to the prior year's fair value measurements disclosure (Note 4) to conform to the current year presentation. These reclassifications had no effect on previously reported net assets available for benefits.

Subsequent Events:

The Plan has evaluated subsequent events and transactions that occurred after the date of the Statement of Net Assets Available for Benefits through October 11, 2013, the date the financial statements were issued. The financial statements include all events or transactions, including estimates, required to be recognized in accordance with U.S. GAAP. The Plan has determined that there are no unrecognized subsequent events that require additional disclosure.

Recent Accounting Pronouncements:

In October 2012, the FASB issued ASU No. 2012-04, *Technical Corrections and Improvements* ("ASU No. 2012-04"), to address feedback received from stakeholders on the FASB Accounting Standards Codification and to make other incremental improvements to U.S. GAAP. The amendments in this update represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Additionally, the amendments will make the Codification easier to understand and the fair value measurement guidance easier to apply by eliminating inconsistencies and providing needed clarifications. ASU No. 2012-04 is effective for the Plan's year ended December 31, 2012. ASU No. 2012-04 did not have a material impact on the Plan's statements of net assets available for benefits or changes in net assets available for benefits.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements: (continued)

In July 2013, the FASB issued ASU No. 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04* ("ASU No. 2013-09"), around a disclosure requirement in ASU No. 2011-04. ASU No. 2013-09 defers indefinitely the effective date of certain required disclosures in Update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. ASU No. 2013-09 is effective for the Plan's year ended December 31, 2012. ASU 2013-09 concerns disclosure only and did not have an impact on the Plan's statements of net assets available for benefits, changes in net assets available for benefits, or related footnote disclosures.

3. INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

The following investments represent 5 percent or more of the Plan's net assets:

	2012	2011
JH Lifestyle Balanced	$ 246,258	$ 199,103
JH Lifestyle Growth	207,928	183,046
JH Money Market Fund	143,733	108,417
JH Lifestyle Conservative	102,281	82,216
JH Oppenheimer Developing Market *	88,900	-
JH PIMCO Real Return *	87,608	-
Other investments less than 5 percent	731,732	681,099
Total investments certified	$ 1,608,440	$ 1,253,881

* Investment did not meet the 5% threshold in the prior year

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $160,223 and ($19,168), respectively. All (depreciation) appreciation was mainly attributable to investments in pooled separate accounts.

3. INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED) (continued)

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, all of the investment information, including investment income (loss), shown in the accompanying financial statements and supplemental schedule, has been certified as complete and accurate by the custodian of the Plan.

4. FAIR VALUE MEASUREMENTS

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

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

Level 2 — Inputs to the valuation methodology include:

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

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

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

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

4. FAIR VALUE MEASUREMENTS (continued)

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

Pooled separate accounts: Valued based on the current market value or net asset value ("NAV") of the underlying assets of funds.

Guaranteed interest accounts: Guaranteed interest accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments 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
Pooled separate accounts:				
Target retirement date funds	$ -	$ 649,556	$ -	$ 649,556
Aggressive growth funds	-	328,138	-	328,138
Growth funds	-	194,702	-	194,702
Income funds	-	170,133	-	170,133
Conservative funds	-	143,733	-	143,733
Growth and income funds	-	113,096	-	113,096
Guaranteed interest accounts	-	-	9,082	9,082
Total investments at fair value	$ -	$ 1,599,358	$ 9,082	$ 1,608,440

4. **FAIR VALUE MEASUREMENTS** (continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Target retirement date funds	$ -	$ 533,736	$ -	$ 533,736
Aggressive growth funds	-	250,327	-	250,327
Growth funds	-	126,445	-	126,445
Income funds	-	137,643	-	137,643
Conservative funds	-	108,417	-	108,417
Growth and income funds	-	80,194	-	80,194
Guaranteed interest accounts	-	-	17,119	17,119
Total investments at fair value	$ -	$ 1,236,762	$ 17,119	$ 1,253,881

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012 and 2011:

Guaranteed interest accounts	December 31, 2012	December 31, 2011
Beginning balance	$ 17,119	$ 17,044
Realized gains (losses)	-	-
Change in unrealized appreciation (depreciation)	-	(81)
Cost of purchases	3,002	4,248
Proceeds from sales	(11,039)	(4,092)
Ending balance	$ 9,082	$ 17,119

The amount of total gains or losses for the years ended December 31, 2012 and 2011 included in the statement of changes in net assets attributable to the change in unrealized gains or losses relating to Level 3 investments still held at the reporting date is $0 and $0, respectively.

4. FAIR VALUE MEASUREMENTS (continued)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements:

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Type	Fair Value	Valuation Technique	Significant Unobservable Inputs	Rate or Range of Rates
Guaranteed Interest Accounts	$ 9,082	Market Value Adjustment	Composite Guaranteed Rate	0.13% - 3.43%
			Current Rates on 12/31/2012	0.10% - 0.40%

5. GUARANTEED INVESTMENT ACCOUNT

The Plan entered into a non-benefit-responsive investment contract with John Hancock Life Insurance Company ("John Hancock"). John Hancock maintains the contributions in guaranteed interest accounts. Each account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The accounts were included in the financial statements at fair value determined by the issuer. The value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses and valuation adjustments determined primarily by current interest rates. The difference between book or contract value and fair value is not significant. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There were no reserves against the contract value for credit risk of the contract issuer or otherwise. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date. The general interest accounts yield a specified rate of interest maturing at various dates through December 31, 2021. The composite interest rates earned by the Plan for guaranteed interest accounts range from 0.13% to 3.43% and 0.30% to 3.89% during the years ended December 31, 2012 and 2011, respectively.

6. RELATED PARTY TRANSACTION

Plan investments are managed by John Hancock Life Insurance Company ("John Hancock"). John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Fees incurred by the plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $15,537 and $13,536 for the years ended December 31, 2012 and 2011, respectively, which was not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the plan's operations.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer discretionary contributions.

8. TAX STATUS

The Plan obtained an opinion letter for the prototype plan on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe the Plan is designed, and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code, and therefore, believe that the Plan is qualified, and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; 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.

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 participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of total expenses per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Total expenses per the financial statements	$ 20,672	$ 51,680
Excess contributions paid	-	13,576
Total expenses per the Form 5500	$ 20,672	$ 65,256

SUPPLEMENTAL SCHEDULE

SONIC MANUFACTURING 401(k) PLAN
Employer Identification Number: 77-0432998
Plan Number: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Balanced	**	$ 246,258
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Growth	**	207,928
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Money Market Fund	**	143,733
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Conservative	**	102,281
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Developing Mkt	**	88,900
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Real Return	**	87,608
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Total Stock Market Index Fund	**	68,655
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Energy	**	55,298
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Real Est. Securities Fund	**	51,064
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Moderate	**	50,253
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Aggressive	**	42,835
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Equity Inc	**	36,783
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	MFS Utilities	**	32,082
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Opportunities Fund	**	31,982
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Global Bond	**	30,932
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Franklin Small-Mid Growth	**	30,588
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Sci & Tech	**	29,378
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Health Science	**	25,780
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Total Return	**	25,657
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	The Growth Fund of America	**	21,096
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	BlackRock Global Allocation	**	17,453
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Balanced Fund	**	17,301
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	500 Index Fund	**	11,344
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Templeton World	**	10,495
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Short-Term Federal	**	9,982
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Strategic Income Opp Fund	**	9,404
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Investment Company of America	**	8,491
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Capital Appreciation Fund	**	8,368
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Financial Services Fund	**	8,172
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Davis New York Venture	**	7,988
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Washington Mutual Investors	**	7,880
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Blue Chip Growth Fund	**	7,388
	Sub-total this page			$ 1,533,357

* Investments managed by party-in interest

** Information is not required as Investments are participant directed

SONIC MANUFACTURING 401(k) PLAN
Employer Identification Number: 77-0432998
Plan Number: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Science & Technology Fund	**	$ 6,979
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	EuroPacific Growth Fund	**	5,528
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Index Fund	**	4,965
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Stock Fund	**	3,657
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Spectrum Inc	**	3,424
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JPM MidCap Value Fund	**	3,286
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Growth Index	**	3,134
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	High Yield Fund	**	3,126
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Legg Mason ClearBr Agg Growth	**	3,038
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Equity Index Fund	**	2,927
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Global Discovery	**	2,920
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO All Asset	**	2,863
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Inv Small Cap Growth	**	2,627
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JH Disciplined Value	**	2,606
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Small Cap Fund	**	2,462
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Index Fund	**	2,298
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Royce Opportunity	**	2,279
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Global	**	2,102
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	International Value Fund	**	2,086
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Century Heritage	**	1,943
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Value Fund	**	1,483
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental All Cap Core Fund	**	57
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Domini Social Equity	**	51
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	All Cap Value Fund	**	51
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental Large Cap Value	**	38
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Value Fund	**	36
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Beacon	**	35
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Guaranteed Interest Accounts	**	9,082
	Sub-total this page			75,083
				1,608,440
*	Participant loans	Interest ranging from 3.25% to 8.25%	**	56,578
				$ 1,665,018

* Investments managed by party-in interest

** Information is not required as Investments are participant directed

Sonic Manufacturing
401(k) Plan
EIN: 77-0432998 PN: 001

Schedule of Assets Held for Investment Purposes at End of Year for 2012

Attachment to Item 4(i) of Schedule H (Form 5500)

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Aggressive	**	42,834.85
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Growth	**	207,927.72
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Balanced	**	246,258.91
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Moderate	**	50,252.92
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Lifestyle Conservative	**	102,281.19
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Energy	**	55,298.42
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Developing Mkt	**	88,899.89
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Sci & Tech	**	29,377.52
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Science & Technology Fund	**	6,979.36
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Growth Index	**	3,134.47
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Index Fund	**	2,297.61
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Value Fund	**	1,483.19
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Royce Opportunity	**	2,278.74
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Century Heritage	**	1,943.36
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	International Value Fund	**	2,085.88
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Small Cap Fund	**	2,461.63
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Stock Fund	**	3,657.23
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Intl Equity Index Fund	**	2,927.27
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Inv Small Cap Growth	**	2,627.47
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Franklin Small-Mid Growth	**	30,587.85
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Legg Mason ClearBr Agg Growth	**	3,038.29
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Health Sci	**	25,779.84
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	EuroPacific Growth Fund	**	5,527.73
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Financial Services Fund	**	8,171.57
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Real Est. Securities Fund	**	51,064.37
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Blue Chip Growth Fund	**	7,387.66
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Small Cap Opportunities Fund	**	31,981.53
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Value Fund	**	35.70
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mid Cap Index Fund	**	4,965.27
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Oppenheimer Global	**	2,102.07
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental All Cap Core Fund	**	56.64
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	MFS Utilities	**	32,082.05
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Domini Social Equity	**	51.34
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Total Stock Market Index Fund	**	68,654.81
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Templeton World	**	10,494.73
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	All Cap Value Fund	**	51.20
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Capital Appreciation Fund	**	8,368.29
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	The Growth Fund of America	**	21,095.85
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Fundamental Large Cap Value	**	38.19
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Global Discovery	**	2,920.42
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Strategic Income Opp Fund	**	9,403.57
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO All Asset	**	2,862.97
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JPM MidCap Value Fund	**	3,285.80
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Davis New York Venture	**	7,987.62
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Equity Inc	**	36,782.77
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	500 Index Fund	**	11,343.81
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Washington Mutual Investors	**	7,880.14
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	BlackRock Global Allocation	**	17,453.22
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Investment Company of America	**	8,491.24
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	American Balanced Fund	**	17,300.53
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	High Yield Fund	**	3,125.91
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	T. Rowe Price Spectrum Inc	**	3,423.58
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Short-Term Federal	**	9,982.09
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Total Return	**	25,657.13
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Global Bond	**	30,932.09
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	PIMCO Real Return	**	87,608.29

Sonic Manufacturing
401(k) Plan
EIN: 77-0432998 PN: 001

Schedule of Assets Held for Investment Purposes at End of Year for 2012

Attachment to Item 4(i) of Schedule H (Form 5500)

(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
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Mutual Beacon	**	35.20
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	JH Disciplined Value	**	2,606.00
*	JOHN HANCOCK LIFE INSURANCE CO. (U.S.A.)	Money Market Fund	**	143,733.39
*	PARTICIPANT LOANS	Interest from 3.25% to 8.250%	**	56,577.52