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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1977

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

GOLDEN STATE ENGINEERING, INC.

15338 S. GARFIELD AVENUE
PARAMOUNT, CA 90723

2b Employer Identification Number (EIN)
95-2644713

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

2d Business code (see instructions)
332700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	LUIZ SAGUINI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	LUIZ SAGUINI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	308
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**	193
b	Retired or separated participants receiving benefits	**6b**	128
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	321
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	321
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	317
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2H 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-2644713

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

(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)

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

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 52 56 60 33 62	INVESTMENT MANAGEMENT	33526	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 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-2644713

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	300000	200000
(2) Participant contributions	1b(2)	22421	10181
(3) Other	1b(3)	8243	11163
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	147077	242433
(2) U.S. Government securities	1c(2)	463166	318811
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	396731	365939
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1970055	3084629
(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)	153270	154211
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4416802	5327893
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7877765	9715260
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	34982	45901
k Total liabilities (add all amounts in lines 1g through1j)	1k	34982	45901
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7842783	9669359

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)	600000	
(B) Participants	2a(1)(B)	253785	
(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)		853785
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(B) U.S. Government securities	2b(1)(B)	8050	
(C) Corporate debt instruments	2b(1)(C)	13523	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	8043	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		29624
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	50758	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	180425	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		231183
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3967592	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3699136	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		268456
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	306294	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		306294

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		469315
c Other income	2c		140
d Total income. Add all **income** amounts in column (b) and enter total	2d		2158797
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	250215	
(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)		250215
f Corrective distributions (see instructions)	2f		45901
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	364	
(3) Investment advisory and management fees	2i(3)	33526	
(4) Other	2i(4)	2215	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36105
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		332221
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1826576
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		48851
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-2644713

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 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): 27-4411131 22-3084875

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012

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

CONTENTS

For the years ended December 31, 2013 and 2012	**Page**
Independent auditor's report	1 – 2
Financial statements:	
Statement of net assets available for benefits as of December 31, 2013 and 2012	3
Statement of changes in net assets available for benefits for the year ended December 31, 2013	4
Notes to financial statements	5 – 10
Supplementary information:	
Supplemental schedule of assets held (at end of year) - form 5500, schedule H, line 4i	11 – 15
Supplemental schedule of delinquent participant contributions payments form 5500 - schedule H, line 4a	16

ROSSI DOSKOCIL & FINKELSTEIN

LLP

Certified Public Accountants & Consultants

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Golden State Engineering's 401(k) Profit Sharing Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Merrill Lynch Trust Company ("Merrill Lynch") and Verisight Trust Company ("Verisight"), the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustees is complete and accurate.

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

INDEPENDENT AUDITOR'S REPORT (*Continued*)

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year) and the Supplemental Schedule of Delinquent Participant Contributions Payments are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are 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 referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974.

Rossi, Doskocil & Finkelstein LLP

October 13, 2014

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

As of December 31,	2013	2012
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 242,433	$ 147,073
U.S. government securities	318,811	463,166
Corporate bonds	365,939	396,731
Mutual funds	5,327,893	4,416,802
Common stock	3,084,629	1,970,055
Total investments	9,339,705	7,393,827
Receivables:		
Employer contributions	200,000	300,000
Employee contributions	10,181	22,421
Accrued interest and dividends	8,668	8,391
Other receivable	2,500	-
Notes receivable from participants	154,211	153,270
Total receivables	375,560	484,082
Total assets	9,715,265	7,877,909
LIABILITIES		
Other liabilities	$ -	$ 145
Excess contribution refund obligation	45,901	34,982
Total liabilities	45,901	35,127
Net assets available for benefits	$ 9,669,364	$ 7,842,782

The accompanying notes are an integral part of these financial statements

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

For the year ended December 31,	2013	2012
Additions to net assets attributed to:		
Investment income (loss):		
Gain on sale of investments	$ 737,771	$ 109,308
Net gain (reduction) in fair value of investments	306,294	389,186
Interest and dividends	252,794	180,024
Interest on participant loans	8,043	5,649
Total investment income	1,304,902	684,167
Contributions:		
Employer's profit sharing	600,000	550,000
Rollover contributions	-	288,417
Participants	253,785	255,627
Total contributions	853,785	1,094,044
Total additions	2,158,687	1,778,211
Deductions from net assets attributed to:		
Benefits paid to participants	296,119	379,320
Administration expenses and other	35,986	56,232
Total deductions	332,105	435,552
Net change	1,826,582	1,342,659
Net assets available for benefits:		
Beginning of year	7,842,782	6,500,123
End of year	$ 9,669,364	$ 7,842,782

The accompanying notes are an integral part of these financial statements

For the years ended December 31, 2013 and 2012

NOTE 1

DESCRIPTION OF THE PLAN

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

General:

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

Eligibility:

In order to be eligible for salary deferral, employees must have attained age 18, and have completed 3 months of service. In order to be eligible for the Employer discretionary contributions, a participant must have attained age 18, and have completed 12 months of service. These periods of service are completed on the last day of the eligibility computation period in which the participant is credited with 1,000 hours.

If the service requirement is not met during the initial interval, the eligibility computation period becomes the Plan year.

Participant contributions:

Participants in the Plan may contribute up to 100% of their eligible compensation. A respective participant's total contribution for any one calendar year is limited to the maximum annual contribution allowable pursuant to the requirements of section 401(k) of the Internal Revenue Code. The maximum annual contribution limit is $17,500 and $17,000 for 2013 and 2012, respectively.

Catch-up contribution:

All employees who are eligible to make elective deferrals under this Plan and who have attained age 50 before the close of the Plan Year are eligible to make catch-up contributions of up to an additional $5,500 from that period forward in 2013 and 2012. Catch-up contributions can occur under three different circumstances as described in the Plan agreement.

Participant accounts:

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

Employer contributions:

Employer profit sharing and matching contributions are discretionary as determined by the Employer. Profit sharing contributions are allocated to participants, in proportion to each eligible employee's compensation as a percentage of all eligible employees' compensation. Matching contributions are allocated to participants, in proportion to each eligible employee's 401(k) contributions made as a percentage of all eligible

employees' 401(k) contributions made. Employer profit sharing contributions amounted to $600,000 and 550,000 for the year ended December 31, 2013 and 2012, respectively. There were no matching contributions in 2013 or 2012.

Vesting:

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

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

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

Notes receivable from participants:

Actively employed participants may borrow from their vested accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of the participant's vested account balance. The $50,000 maximum amount will be reduced by the participant's highest outstanding Plan loan balance in the prior twelve months, even if amounts have been repaid. A participant may have no more than one loan outstanding at any one time. Loans are for a period not exceeding five years, except for loans used to acquire a principal residence of a participant. All loans are secured by no more than 50% of the present value of a participant's vested interest in the Plan, and principal and interest are paid regularly through payroll deductions.

Notes receivable from participants are considered to be in default and charged off against participants' vested account balance if any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter in which the missed payment was due.

Interest rates range from 5.25% to 8.00% as of December 31, 2013 and 2012. The current value of notes receivable from participants was $154,211 and $153,270 as of December 31, 2013 and 2012, respectively.

Benefit payments:

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

Forfeitures:

If a participant terminates service with the Employer, and the participant receives a distribution of the entire vested portion of his/her account balance, the non-vested portion shall be forfeited. If the value of a participant's vested account balance is zero, the participant shall be deemed to have received a distribution of such vested account balance as of his date of termination. Non-vested portions shall be recognized as forfeitures as of the last day of the Plan Year in which the participant's entire vested interest is distributed. As of each anniversary date, forfeitures that arose during the Plan Year shall be reallocated. Forfeitures attributable to Employer contributions shall first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce any Employer contributions. At December 31, 2013 and 2012, forfeited non-vested accounts totaled $4,250 and $0.

For the years ended December 31, 2013 and 2012

Plan termination:

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

NOTE 2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting:

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

In preparing these financial statements, we evaluated the period from December 31, 2013 through October 13, 2014, the date the financial statements were available to be issued for material subsequent events requiring recognition or disclosure in the accompanying financial statements.

Use of estimates:

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

Notes receivable from participants:

The Plan reports loans to participants in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, *Plan Accounting – Defined Contribution Pension Plans.* ASC 962 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued 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, 2013 and 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Investment valuation and income recognition:

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

Plan expenses:

Some of the costs and expenses of the Plan are paid directly by the Plan and are included in the statement of changes in net assets available for benefits. The Employer paid for a portion of the Plan's administrative fees and expenses during 2013 and 2012.

For the years ended December 31, 2013 and 2012

NOTE 3

INVESTMENTS

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

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

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

As of December 31,	2013	2012
Vanguard Target Retirement 2025 Fund	$ 597,256	$ 523,550
Vanguard Target Retirement 2030 Fund	547,229	424,779
Blackrock Strategic Fund	**	$ 434,656

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

Valuation of investments:

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

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

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

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

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

For the years ended December 31, 2013 and 2012

The following table summarizes the valuation of the Plan's investments by the ASC 820 fair value hierarchy levels as of December 31, 2013 and 2012:

As of December 31,	2013	2012
Level I		
Cash and money fund	$ 242,433	$ 147,073
Equity securities	3,084,629	1,970,055
Mutual funds		
Target Date	2,277,860	1,832,641
Equity	954,434	848,410
Bond fund	453,798	480,670
Debt securities	429,620	323,469
Mid Cap Value/Growth	382,498	255,121
Money Market	342,123	223,764
Real Estate	272,325	214,789
Small cap value	177,298	165,708
Foreign Value/Blend	37,937	72,230
Total Level I, at fair value	$ 8,654,955	$ 6,533,930
Level II		
U.S. government securities	$ 318,811	$ 463,166
Corporate bonds	365,939	396,731
Total Level II, at fair value	$ 684,750	$ 859,897
Total assets, at fair value	$ 9,339,705	$ 7,393,827

NOTE 4

INCOME TAX STATUS

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

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

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the Financial Accounting Standards Board. Management believes that the Plan has taken no uncertain tax positions that require adjustment to or disclosure in the financial statements to comply with the provisions of this guidance. The Plan is subject to routine audits by taxing jurisdictions. As of December 31, 2013, information returns for years subsequent to 2010 were subject to examination by authorities.

NOTE 5

NON-PARTICIPANT DIRECTED INVESTMENTS

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

As of December 31,	2013	2012
Assets:		
Cash and cash equivalents	$ 242,433	$ 147,073
U.S. government securities	318,811	463,166
Corporate bonds	365,939	396,731
Mutual funds	1,731,298	1,528,234
Common stock	3,084,629	1,970,055
Receivables	211,168	308,391
Net assets available for benefits, at fair value	$ 5,954,278	$ 4,813,650

For the years ended December 31, 2013 and 2012

For the years ended December 31,	2013	2012
Change in net assets:		
Contributions	$ 600,000	$ 550,000
Gain on sale of investments	268,456	49,787
Net increase (decrease) in fair value of investments	306,293	221,419
Interest and dividends	176,240	122,816
Benefit payments	(174,891)	(143,315)
Administrative expenses	(36,044)	(53,765)
Net accrued income (loss)	574	(8,691)
Net increase	1,140,628	738,251
Net assets available for benefits at beginning of year	4,813,650	4,075,399
Net assets available for benefits at end of year	$ 5,954,278	$ 4,813,650

NOTE 6

INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

Certified by Merrill Lynch:

As of and for the year ended December 31,	2013	2012
Investments, at fair value:		
Cash and money funds	$ 242,433	$ 147,073
U.S. government securities	318,811	463,166
Corporate bonds	365,939	396,731
Mutual funds	1,731,298	1,528,234
Common stock	3,084,629	1,970,055
Accrued interest and dividends	8,668	8,391
Realized/unrealized gains (losses)	574,749	266,261
Dividends	153,742	70,912
Interest income	$ 22,497	$ 51,904

Certified by Verisight:

As of and for the year ended December 31,	2013	2012
Mutual funds	$ 3,596,595	$ 2,888,568
Notes receivable from participants	154,211	153,270
Realized/unrealized gains (losses)	469,315	227,288
Interest on Notes receivable from participants	8,043	5,649
Dividends	$ 76,555	$ 57,208

NOTE 7

LATE REMITTANCES

The Plan was subject to a few instances of late remittances of its employees' contributions to the Plan in 2013. The Plan has or intends to remit lost earnings for the 2013 late remittances in accordance with DOL guidelines.

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2013 and ending 12/31/2013
Name of plan: Golden State Engineering, Inc. 401(k) Profit Sharing Plan
Employer Identification Number: 95-2644713 **Three-digit plan number: 001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AMERICAN FUNDS	AMERICAN FUNDS EUROPACIFIC GROWTH R CLASS	**		143969
	AMERICAN FUNDS	AMERICAN FUNDS GROWTH FUND OF AMERICA R CLASS	**		10589
	DFA FUNDS	DFA EMERGING MARKETS	**		10186
	FAIRHOLME FUNDS	FAIRHOLME FUND	**		67718
	HEARTLAND FUNDS	HEARTLAND VALUE PLUS INSTITUTIONAL	**		27751
	JANUS PERKINS FUNDS	JANUS PERKINS MID CAP VALUE	**		1240
	PIMCO FUNDS	PIMCO RETURN INSTITUTIONAL	**		46314
	SENTINEL FUNDS	SENTINEL SMALL COMPANY I	**		409
	VANGARD FUNDS	VANGUARD 500 INDEX SIGNAL	**		298394
	VANGARD FUNDS	VANGUARD DIVIDEND GROWTH	**		9224
	VANGARD FUNDS	VANGUARD EQUITY INCOME	**		110524
	VANGARD FUNDS	VANGUARD INDEX EXTENDED MARKET SIGNAL	**		192207
	VANGARD FUNDS	VANGUARD GNMA ADMIRAL	**		108271
	VANGARD FUNDS	VANGUARD INFLATION-PROTECTED SECURITIES	**		27401
	VANGARD FUNDS	VANGUARD PRIME MONEY MARKET	**		177298
	VANGARD FUNDS	VANGUARD INDEX SMALL CAP SIGNAL	**		76225
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2010	**		58099
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2015	**		381385
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2020	**		309381
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2025	**		597256
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2030	**		547229
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2035	**		69946
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2040	**		152724
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2045	**		150297
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2050	**		5821
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2055	**		1482
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT INCOME	**		4240
	VANGARD FUNDS	VANGUARD WELLESLEY INCOME	**		11015
	U.S. TREASURY NOTE	BONDS 1.750% MAY 15 2023		38278	36053
	U.S. TREASURY BOND	BONDS 5.25% NOV 15 2028		12636	13243
	U.S. TREASURY BOND	BONDS 4.250% MAY 15 2039		14811	14930
	U.S. TREASURY NOTE	BONDS 0.250% JUL 31 2015		7980	8000
	U.S. TREASURY NOTE	BONDS 0.500% OCT 15 2014		24064	24067
	U.S. TREASURY NOTE	BONDS 2.625% AUG 15 2020		12167	12244
	U.S. TREASURY NOTE	BONDS 1.250% APR 15 2014		13124	13042
	U.S. TREASURY NOTE	BONDS 2.000% APR 30 2016		9204	9311
	U.S. TREASURY NOTE	BONDS 1.250% OCT 31 2015		21454	21348
	U.S. TREASURY NOTE	BONDS 4.250% NOV 15 2017		10542	11134
	U.S. TREASURY NOTE	BONDS 3.500% MAY 15 2020		11634	11867
	U.S. TRSY INFLATION NOTE	BONDS 2.0% JAN 15 2026		14822	16936
	USD BP CAPITAL PLC	BONDS 1.846% MAY 05 2017		5127	5050
	USD RABOBANK UTRECHT	BONDS 3.375% JAN 19 2017		5123	5264
	USD VODAFONE GROUP	BONDS .900% FEB 19 2016		6007	6021
	VERIZON COMMUNICATIONS	BONDS 6.35% DUE 4/1/2019		16037	16455
	U.S. TREASURY NOTE	BONDS 00.375% NOV 15 2014		5004	5010
	FEDERAL NATL MTG ASSOC	BONDS 00.625% OCT 30 2014		10062	10037
	AMAZON.COM INC	BONDS 00.650% NOV 27 2015		10981	10995
	FEDERAL NATL MTG ASSOC	BONDS 00.750% DEC 19 2014		23210	23124
	U.S. TREASURY NOTE	BONDS 01.000% OCT 31 2016		21167	21159
	FEDERAL NATL MTG ASSOC	BONDS 01.125% APR 27 2017		18172	18070
	FEDERAL NATL MTG ASSOC	BONDS 01.200% FEB 28 2018		4009	3912
	FEDERAL NATL MTG ASSOC	BONDS 01.250% FEB 27 2014		5074	5009
	CITIGROUP INC	BONDS 01.250% JAN 15 2016		11009	11037
	EBAY INC	BONDS 01.350% JUL 15 2017		11076	10937
	BANK OF NEW YORK MELLON	BONDS 01.350% MAR 06 2018		5916	5874
	ANHEUSER-BUSCH INBEV WOR	BONDS 01.375% JUL 15 2017		5052	4990
	U.S. TREASURY NOTE	BONDS 01.500% AUG 31 2018		10063	9949
	BHP BILLITON FIN USA LTD	BONDS 01.625% FEB 24 2017		17159	17046
	MORGAN STANLEY	BONDS 01.750% FEB 25 2016		5049	5067

See accompanying independent auditor's report

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

AMERICAN EXPRESS CREDIT	BONDS 01.750% JUN 12 2015	11111	11178
STATOIL ASA	BONDS 01.800% NOV 23 2016	5198	5112
JPMORGAN CHASE & CO	BONDS 01.875% MAR 20 2015	5008	5068
BERKSHIRE HATHAWAY INC	BONDS 02.200% AUG 15 2016	10369	10329
AMERICAN EXPRESS CREDIT	BONDS 02.375% MAR 24 2017	17668	17474
ANHEUSER-BUSCH INBEV WOR	BONDS 02.500% JUL 15 2022	9045	8325
VERIZON COMMUNICATIONS	BONDS 02.500% SEP 15 2016	11362	11374
WAL-MART STORES INC	BONDS 02.875% APR 01 2015	15189	15471
GENERAL ELEC CAP CORP	BONDS 02.950% MAY 09 2016	8158	8376
SHELL INTERNATIONAL FIN	BONDS 03.100% JUN 28 2015	5259	5189
U.S. TREASURY BOND	BONDS 03.125% FEB 15 2042	14445	12071
DEUTSCHE BANK AG	BONDS 03.250% JAN 11 2016	5252	5229
US BANCORP	BONDS 03.442% FEB 01 2016	5234	5215
DIRECTV HLDG/FIN INC	BONDS 03.500% MAR 01 2016	10573	10497
WELLS FARGO & COMPANY	BONDS 03.500% MAR 08 2022	8600	8002
WELLS FARGO BANK NA	BONDS 03.625% APR 15 2015	5348	5201
GOLDMAN SACHS GROUP INC	BONDS 03.700% AUG 01 2015	10601	10413
PRUDENTIAL FINANCIAL INC	BONDS 03.875% JAN 14 2015	5294	5169
BP CAPITAL MARKETS PLC	BONDS 03.875% MAR 10 2015	15233	15605
CISCO SYSTEMS INC	BONDS 04.450% JAN 15 2020	16816	17451
CITIGROUP INC	BONDS 04.500% JAN 14 2022	8933	9537
PEPSICO INC	BONDS 05.000% JUN 01 2018	8575	8974
JPMORGAN CHASE & CO	BONDS 05.125% SEP 15 2014	15602	16484
FEDERAL NATL MTG ASSOC	BONDS 05.375% JUN 12 2017	16792	18296
AT&T INC	BONDS 05.500% FEB 01 2018	15581	16885
COX COMMUNICATIONS INC	BONDS 05.500% OCT 01 2015	5625	5367
ENTERPRISE PRODUCTS OPER	BONDS 05.600% OCT 15 2014	5516	5196
GOLDMAN SACHS GROUP INC	BONDS 05.750% JAN 24 2022	18883	19137
METLIFE INC	BONDS STEP% DEC 15 2017	5017	4947
BIF MONEY FUND	COMMON FUND	239074	239074
3M COMPANY	COMMON STOCK	20381	33520
ABBOTT LABS	COMMON STOCK	2187	2645
ABBVIE INC SHS	COMMON STOCK	10573	15156
ACE LIMITED	COMMON STOCK	2674	4555
AETNA INC NEW	COMMON STOCK	9278	9603
AGILENT TECHNOLOGIES INC	COMMON STOCK	8100	11552
ALLERGAN INC	COMMON STOCK	4883	5665
ALLIANCE DATA SYS CORP	COMMON STOCK	8732	13672
AMAZON COM INC COM	COMMON STOCK	9279	22731
AMER EXPRESS COMPANY	COMMON STOCK	3039	5807
AMERICAN INTERNATIONAL	COMMON STOCK	10406	14651
AMERICAN TOWER REIT INC	COMMON STOCK	2180	2315
AMGEN INC COM PV $0.0001	COMMON STOCK	8000	13119
ANHEUSER-BUSCH INBEV ADR	COMMON STOCK	45041	51952
AOL INC	COMMON STOCK	4092	4289
APPLE COMPUTER INC	COMMON STOCK	15037	23563
APPLIED MATERIAL INC	COMMON STOCK	8612	10414
ASML HLDG NV NY REG SHS	COMMON STOCK	11227	12743
ASSA ABLOY AB ADR	COMMON STOCK	13968	18145
ASTRAZENECA PLC SPND ADR	COMMON STOCK	28373	29329
AT& T INC	COMMON STOCK	5123	6364
AUTODESK INC COM	COMMON STOCK	11729	14542
BHP LIMITED SPON ADR	COMMON STOCK	7662	7979
BIOGEN IDEC INC	COMMON STOCK	7552	9505
BNP PARIBAS SPONSORD ADR	COMMON STOCK	10526	13994
BORG WARNER AUTOMOTIVE INC	COMMON STOCK	8402	9728
BRISTOL MYERS SQUIBB CO	COMMON STOCK	5669	13075
CABOT OIL & GAS CORP	COMMON STOCK	3805	4147
CANADIAN PACIFIC RAILWAY	COMMON STOCK	5387	5599
CARMAX INC	COMMON STOCK	4707	5313
CARNIVAL CORP PAIRED SHS	COMMON STOCK	13675	16952
CHEVRON CORP	COMMON STOCK	14912	31103
CHINA CONSTRUCT UNSPN AD	COMMON STOCK	17395	16364
CHUBB CORP	COMMON STOCK	14798	26863
CIE FINANCIERE RICHEMONT	COMMON STOCK	18181	19860
CISCO SYSTEMS INC COM	COMMON STOCK	17637	16239
CITIGROUP INC COM NEW	COMMON STOCK	24368	34028
CNOOC LTD SPN ADR	COMMON STOCK	21567	19892
COCA COLA COM	COMMON STOCK	10109	14913
COMCAST CORP NEW CL A	COMMON STOCK	32320	45262
COMCAST CRP NEW CL A SPL	COMMON STOCK	6939	11423
CONCHO RESOURCES INC	COMMON STOCK	3907	3564

See accompanying independent auditor's report

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

CONOCOPHILLIPS	COMMON STOCK	3676	5299
CREDIT SUISSE GP SP ADR	COMMON STOCK	27335	28898
CVS CORP DELAWARE COM	COMMON STOCK	18223	25765
DEERE CO	COMMON STOCK	4337	8859
DELPHI AUTOMOTIVE PLC	COMMON STOCK	4195	4209
DIAGEO PLC SPSD ADR NEW	COMMON STOCK	5025	11123
DISCOVER FINL SVCS	COMMON STOCK	13883	21373
DOMINIUM RES INC NEW VA	COMMON STOCK	5487	9380
DONGFENG MOTOR GRP H UNS	COMMON STOCK	5404	5610
DOVER CORP	COMMON STOCK	5212	10909
DOW CHEMICAL PV 2 50	COMMON STOCK	14012	15629
DR PEPPER SNAPPLE GROUP	COMMON STOCK	6548	8185
DUKE ENERGY CORP NEW	COMMON STOCK	3584	3589
E I DUPONT DE N$1 66 2/3	COMMON STOCK	5668	11890
E M C CORPORATION MASS	COMMON STOCK	13281	13078
EATON CORP PLC	COMMON STOCK	12269	17964
EBAY INC COM	COMMON STOCK	6790	8504
ENBRIDGE INC	COMMON STOCK	3020	6683
EUTELSAT COMMUNICATIONS,	COMMON STOCK	17036	17271
EXPEDIA INC	COMMON STOCK	4917	5503
EXXON MOBIL CORP COM	COMMON STOCK	22897	34610
FACEBOOK INC	COMMON STOCK	3601	5520
FIFTH THIRD BANCORP	COMMON STOCK	4463	5994
FMC TECHS INC COM	COMMON STOCK	4329	4699
GENERAL ELECTRIC	COMMON STOCK	21729	26208
GENERAL MILLS	COMMON STOCK	2076	4143
GILEAD SCIENCES INC	COMMON STOCK	7767	14569
GOLDMAN SACHS GROUP INC	COMMON STOCK	9370	13649
GOOGLE INC CL A	COMMON STOCK	36843	63880
GRP TELVSA SA DE CV SADR	COMMON STOCK	18229	19306
HALLIBURTON COMPANY	COMMON STOCK	10041	11064
HOME DEPOT INC	COMMON STOCK	4390	9469
HONEYWELL INTL INC DEL	COMMON STOCK	3441	6396
HSBC HLDG PLC SPNADR NEW	COMMON STOCK	21030	22273
IMPERIAL TOB GRP SPS ADR	COMMON STOCK	48024	50946
INDUSTRIA DE DISENO	COMMON STOCK	19111	22156
INGERSOLL-RAND PLC	COMMON STOCK	8586	14230
INTEL CORP	COMMON STOCK	3602	4594
INTERCONTINENTALEXCHANGE	COMMON STOCK	6552	7647
INTL BUSINESS MACH	COMMON STOCK	7015	8441
INTL PAPER CO	COMMON STOCK	11554	14072
INTUITIVE SURGICAL INC	COMMON STOCK	10372	10370
ISHARES INC CORE MSCI	COMMON STOCK	165934	166864
ITV PLC SHS	COMMON STOCK	16480	20950
J P MORGAN CHASE AND CO	COMMON STOCK	28250	45790
JAPAN TOBACCO INC 2914	COMMON STOCK	25221	23948
JIANGSU EXPRESS CO SP AD	COMMON STOCK	5448	5531
JOHNSON CONTROLS INC	COMMON STOCK	3233	4104
JOHNSON&JOHNSON	COMMON STOCK	5167	7785
KIMBERLY CLARK	COMMON STOCK	2784	5536
KINDER MORGAN INC. DEL	COMMON STOCK	3661	3528
LAREDO PETE HLDINGS INC	COMMON STOCK	5666	5123
LAUDER ESTEE COS INC A	COMMON STOCK	4916	5724
LIBERTY GLOBAL PLC CL A	COMMON STOCK	30082	39071
LINKEDIN CORP	COMMON STOCK	10656	11926
LORILLARD INC	COMMON STOCK	4192	6740
LOWES COMPANIES INC	COMMON STOCK	16810	21505
LUMBER LIQUIDATORS	COMMON STOCK	4329	4527
MADISON SQUARE GARDEN IN	COMMON STOCK	4699	4491
MAKITA EL WORKS ADR	COMMON STOCK	19288	18391
MARATHON OIL CORP	COMMON STOCK	10931	12602
MARATHON PETROLEUM CORP	COMMON STOCK	1554	5412
MASTERCARD INC	COMMON STOCK	21092	35089
MCDONALDS CORP COM	COMMON STOCK	6991	9994
MCKESSON HBOC INC COM	COMMON STOCK	9851	23080
MEADWESTVACO CORP	COMMON STOCK	1911	4949
MEDTRONIC INC	COMMON STOCK	9345	9699
MELCO PBL ENTERTAINMENT-	COMMON STOCK	4076	6275
MERCADOLIBRE INC	COMMON STOCK	9170	9701
MERCK AND CO INC SHS	COMMON STOCK	28306	33634
METLIFE INC COM	COMMON STOCK	2582	2858
MICHAEL KORS HLDGS LTD	COMMON STOCK	5355	5602

See accompanying independent auditor's report

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

MICROSOFT CORP	COMMON STOCK	23434	30826
MITSUBISHI ELEC ADR	COMMON STOCK	21260	24766
MITSUBISHI UFJ FINL GRP	COMMON STOCK	28825	31590
MONDELEZ INTERNATIONAL	COMMON STOCK	11803	13414
MONSANTO CO NEW DEL COM	COMMON STOCK	7195	8159
MOODY'S CORP	COMMON STOCK	4003	5650
MOTOROLA SOLUTIONS INC	COMMON STOCK	3994	4455
NETAPP INC	COMMON STOCK	8747	8475
NEWMONT MINING CORP	COMMON STOCK	3353	1865
NEXTERA ENERGY INC SHS	COMMON STOCK	4483	8648
NIKE INC CL B	COMMON STOCK	6111	8965
NOKIA CORP	COMMON STOCK	8694	10730
NORTHEAST UTILITIES	COMMON STOCK	2388	4197
NORTHROP CORP DEL	COMMON STOCK	2817	6877
NOVO NORDISK A S ADR	COMMON STOCK	22046	23649
OCCIDENTAL PETE CORP	COMMON STOCK	5339	7608
OIL CO LUKOIL	COMMON STOCK	21132	21019
ORACLE CORP $0.01 DEL	COMMON STOCK	13077	15801
ORANGE ADR	COMMON STOCK	16564	15882
PACKAGING CORP AMERICA	COMMON STOCK	7737	11644
PFIZER INC DEL PV$0.05	COMMON STOCK	24803	32437
PHILIP MORRIS INTL INC	COMMON STOCK	23382	31977
PHILLIPS 66 SHS	COMMON STOCK	1393	3471
PRAXAIR INC	COMMON STOCK	4028	6762
PRECISION CASTPARTS	COMMON STOCK	12569	17505
PRICELINE COM INC	COMMON STOCK	9266	11624
PROCTER GAMBLE	COMMON STOCK	6299	8792
PRUDENTIAL FINANCIAL INC	COMMON STOCK	7163	10605
PUB SVC ENTERPRISE GRP	COMMON STOCK	2588	3172
RAYTHEON COMPANY	COMMON STOCK	6589	12517
REGENERON PHARMACLS INC	COMMON STOCK	9375	9633
REGIONS FINL CORP	COMMON STOCK	8850	9158
ROCHE HLDG LTD	COMMON STOCK	45452	51106
ROGERS COMMUNICATIONS INC	COMMON STOCK	22250	22987
ROSS STORES INC COM	COMMON STOCK	4876	13188
SANDS CHINA LTD UNSP ADR	COMMON STOCK	16607	23838
SANOFI SYNTHELBO SPN ADR	COMMON STOCK	26828	32553
SBERBANK SPONSORED ADR	COMMON STOCK	22430	22815
SCHLUMBERGER LTD	COMMON STOCK	18462	19824
SEMPRA ENERGY	COMMON STOCK	2623	4578
SHIRE PHARMECEU GP ADR	COMMON STOCK	21120	24019
SINA CORPORATION	COMMON STOCK	7611	9183
SIRIUS XM HOLDINGS INC	COMMON STOCK	9433	10009
SOCIETE GENERALE FRANCE	COMMON STOCK	18606	22238
SOFTBANK CORP SHS	COMMON STOCK	17257	22562
SOLARCITY CORP	COMMON STOCK	4676	5455
SPLUNK INC	COMMON STOCK	5351	8240
STANDARD CHARTERED .5USD	COMMON STOCK	22261	20767
STARBUCKS CORP	COMMON STOCK	9692	9799
SUNCOR ENERGY INC NEW	COMMON STOCK	16003	16579
SUNTRUST BKS INC COM	COMMON STOCK	13300	17227
SWATCH GROUP AG UNSPOND	COMMON STOCK	19559	23140
TERADATA CORP DEL	COMMON STOCK	11186	8234
TIME WARNER INC SHS	COMMON STOCK	7178	8157
TOKIO MARINE HOLDINGS	COMMON STOCK	18522	18297
TORONTO DOM BK ONT NEW	COMMON STOCK	4469	5183
TOTAL S A SPONSORED ADR	COMMON STOCK	6867	7414
TRAVELERS COS INC	COMMON STOCK	12965	24265
TRW AUTOMOTIVE HLDGS CRP	COMMON STOCK	6636	8629
TWENTY-FIRST CENTURY	COMMON STOCK	6578	15158
UNILEVER NV NEW	COMMON STOCK	4746	6356
UNION PACIFIC CORP	COMMON STOCK	10719	12264
UNITED CONTL HLDGS INC	COMMON STOCK	11366	16002
UNITED PARCEL SERVICES B	COMMON STOCK	4949	6095
UNITED RENTALS INC COM	COMMON STOCK	1911	2806
UNITED THERAPEUTICS CORP	COMMON STOCK	6537	11308
UNTD TECHNOLGIES CRP	COMMON STOCK	15370	23329
US BANCORP (NEW)	COMMON STOCK	21113	28199
V F CORPORATION	COMMON STOCK	2350	9725
VALEANT PHARMACEUTICALS	COMMON STOCK	8280	11857
VALERO ENERGY CORP NEW	COMMON STOCK	8893	19505
VEECO INSTRS INC DEL	COMMON STOCK	11488	10893

See accompanying independent auditor's report

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF ASSETS HELD (AT END OF YEAR) – FORM 5500, SCHEDULE, H, LINE 4i

	VERIZON COMMUNICATNS COM	COMMON STOCK	9604	13464
	VIACOM INC NEW CL B	COMMON STOCK	2080	2882
	VISA INC CL A SHRS	COMMON STOCK	14716	20932
	VIVENDI SHS UNSP ADR	COMMON STOCK	6399	7278
	VMWARE, INC.	COMMON STOCK	6856	7087
	VODAFONE GROUP PLC NEW	COMMON STOCK	17824	22132
	WAL MART STORES INC	COMMON STOCK	3990	6059
	WALT DISNEY COMPANY DEL	COMMON STOCK	21152	30942
	WELLS FARGO & CO NEW DEL	COMMON STOCK	8000	14891
	WEYERHAEUSER CO	COMMON STOCK	4867	6661
	WYNN RESORTS LTD	COMMON STOCK	6476	8934
	YAHOO INC	COMMON STOCK	10980	14841
	YANDEX N V CL A	COMMON STOCK	19472	26839
	YELP INC CL A	COMMON STOCK	7739	8688
	YOUKU COM INC ADR	COMMON STOCK	5205	5272
	ZOOMLION HEAVY INDUSTRY	COMMON STOCK	5271	5552
	BLACKROCK FLOATING RATE	MUTUAL FUND	271279	274227
	BLACKROCK HI YLD BD	MUTUAL FUND	212159	217064
	BLACKROCK STRATEGIC	MUTUAL FUND	272481	275600
	ISHARES TR	MUTUAL FUND	183346	166242
	ML GLOBAL SMALL CAP PORT	MUTUAL FUND	220920	265489
	ML MID CAP VALUE OPPOR	MUTUAL FUND	208609	260351
	ML US MORTGAGE PORTFOLIO	MUTUAL FUND	273775	272325
	ML CASH	CASH ACCOUNT	3359	3359
*	PARTICIPANT LOANS	INTEREST RATES - 5.25% - 8%	0	154211

See accompanying independent auditor's report

GOLDEN STATE ENGINEERING 401(K) PROFIT SHARING PLAN
FOR THE PLAN YEAR BEGINNING 1/1/2013 AND ENDING 12/31/2013 -
(EIN: 95-2644713), (PLAN NUMBER: 001)
SUPPLEMENTAL SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS PAYMENTS - FORM 5500, SCHEDULE H, LINE 4A

Participant Contributions Transferred Late to Plan	**Total that Constitute Nonexempt Prohibited Transactions**			
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and Prohibited Transaction Exemption 2002-51
$ 48,851	$ -	$ 48,851	$ -	$ -

See accompanying independent auditor's report

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2013 and ending 12/31/2013
Name of plan: Golden State Engineering, Inc. 401(k) Profit Sharing Plan
Employer Identification Number: 95-2644713 **Three-digit plan number: 001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AMERICAN FUNDS	AMERICAN FUNDS EUROPACIFIC GROWTH R CLASS	**		143969
	AMERICAN FUNDS	AMERICAN FUNDS GROWTH FUND OF AMERICA R CLASS	**		10589
	DFA FUNDS	DFA EMERGING MARKETS	**		10186
	FAIRHOLME FUNDS	FAIRHOLME FUND	**		67718
	HEARTLAND FUNDS	HEARTLAND VALUE PLUS INSTITUTIONAL	**		27751
	JANUS PERKINS FUNDS	JANUS PERKINS MID CAP VALUE	**		1240
	PIMCO FUNDS	PIMCO RETURN INSTITUTIONAL	**		46314
	SENTINEL FUNDS	SENTINEL SMALL COMPANY I	**		409
	VANGARD FUNDS	VANGUARD 500 INDEX SIGNAL	**		298394
	VANGARD FUNDS	VANGUARD DIVIDEND GROWTH	**		9224
	VANGARD FUNDS	VANGUARD EQUITY INCOME	**		110524
	VANGARD FUNDS	VANGUARD INDEX EXTENDED MARKET SIGNAL	**		192207
	VANGARD FUNDS	VANGUARD GNMA ADMIRAL	**		108271
	VANGARD FUNDS	VANGUARD INFLATION-PROTECTED SECURITIES	**		27401
	VANGARD FUNDS	VANGUARD PRIME MONEY MARKET	**		177298
	VANGARD FUNDS	VANGUARD INDEX SMALL CAP SIGNAL	**		76225
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2010	**		58099
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2015	**		381385
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2020	**		309381
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2025	**		597256
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2030	**		547229
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2035	**		69946
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2040	**		152724
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2045	**		150297
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2050	**		5821
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT 2055	**		1482
	VANGARD FUNDS	VANGUARD TARGET RETIREMENT INCOME	**		4240
	VANGARD FUNDS	VANGUARD WELLESLEY INCOME	**		11015
	U.S. TREASURY NOTE	BONDS 1.750% MAY 15 2023		38278	36053
	U.S. TREASURY BOND	BONDS 5.25% NOV 15 2028		12636	13243
	U.S. TREASURY BOND	BONDS 4.250% MAY 15 2039		14811	14930
	U.S. TREASURY NOTE	BONDS 0.250% JUL 31 2015		7980	8000
	U.S. TREASURY NOTE	BONDS 0.500% OCT 15 2014		24064	24067
	U.S. TREASURY NOTE	BONDS 2.625% AUG 15 2020		12167	12244
	U.S. TREASURY NOTE	BONDS 1.250% APR 15 2014		13124	13042
	U.S. TREASURY NOTE	BONDS 2.000% APR 30 2016		9204	9311
	U.S. TREASURY NOTE	BONDS 1.250% OCT 31 2015		21454	21348
	U.S. TREASURY NOTE	BONDS 4.250% NOV 15 2017		10542	11134
	U.S. TREASURY NOTE	BONDS 3.500% MAY 15 2020		11634	11867
	U.S. TRSY INFLATION NOTE	BONDS 2.0% JAN 15 2026		14822	16936
	USD BP CAPITAL PLC	BONDS 1.846% MAY 05 2017		5127	5050
	USD RABOBANK UTRECHT	BONDS 3.375% JAN 19 2017		5123	5264
	USD VODAFONE GROUP	BONDS .900% FEB 19 2016		6007	6021
	VERIZON COMMUNICATIONS	BONDS 6.35% DUE 4/1/2019		16037	16455
	U.S. TREASURY NOTE	BONDS 00.375% NOV 15 2014		5004	5010
	FEDERAL NATL MTG ASSOC	BONDS 00.625% OCT 30 2014		10062	10037
	AMAZON.COM INC	BONDS 00.650% NOV 27 2015		10981	10995
	FEDERAL NATL MTG ASSOC	BONDS 00.750% DEC 19 2014		23210	23124
	U.S. TREASURY NOTE	BONDS 01.000% OCT 31 2016		21167	21159
	FEDERAL NATL MTG ASSOC	BONDS 01.125% APR 27 2017		18172	18070
	FEDERAL NATL MTG ASSOC	BONDS 01.200% FEB 28 2018		4009	3912
	FEDERAL NATL MTG ASSOC	BONDS 01.250% FEB 27 2014		5074	5009
	CITIGROUP INC	BONDS 01.250% JAN 15 2016		11009	11037
	EBAY INC	BONDS 01.350% JUL 15 2017		11076	10937
	BANK OF NEW YORK MELLON	BONDS 01.350% MAR 06 2018		5916	5874
	ANHEUSER-BUSCH INBEV WOR	BONDS 01.375% JUL 15 2017		5052	4990
	U.S. TREASURY NOTE	BONDS 01.500% AUG 31 2018		10063	9949
	BHP BILLITON FIN USA LTD	BONDS 01.625% FEB 24 2017		17159	17046
	MORGAN STANLEY	BONDS 01.750% FEB 25 2016		5049	5067

AMERICAN EXPRESS CREDIT	BONDS 01.750% JUN 12 2015	11111	11178
STATOIL ASA	BONDS 01.800% NOV 23 2016	5198	5112
JPMORGAN CHASE & CO	BONDS 01.875% MAR 20 2015	5008	5068
BERKSHIRE HATHAWAY INC	BONDS 02.200% AUG 15 2016	10369	10329
AMERICAN EXPRESS CREDIT	BONDS 02.375% MAR 24 2017	17668	17474
ANHEUSER-BUSCH INBEV WOR	BONDS 02.500% JUL 15 2022	9045	8325
VERIZON COMMUNICATIONS	BONDS 02.500% SEP 15 2016	11362	11374
WAL-MART STORES INC	BONDS 02.875% APR 01 2015	15189	15471
GENERAL ELEC CAP CORP	BONDS 02.950% MAY 09 2016	8158	8376
SHELL INTERNATIONAL FIN	BONDS 03.100% JUN 28 2015	5259	5189
U.S. TREASURY BOND	BONDS 03.125% FEB 15 2042	14445	12071
DEUTSCHE BANK AG	BONDS 03.250% JAN 11 2016	5252	5229
US BANCORP	BONDS 03.442% FEB 01 2016	5234	5215
DIRECTV HLDG/FIN INC	BONDS 03.500% MAR 01 2016	10573	10497
WELLS FARGO & COMPANY	BONDS 03.500% MAR 08 2022	8600	8002
WELLS FARGO BANK NA	BONDS 03.625% APR 15 2015	5348	5201
GOLDMAN SACHS GROUP INC	BONDS 03.700% AUG 01 2015	10601	10413
PRUDENTIAL FINANCIAL INC	BONDS 03.875% JAN 14 2015	5294	5169
BP CAPITAL MARKETS PLC	BONDS 03.875% MAR 10 2015	15233	15605
CISCO SYSTEMS INC	BONDS 04.450% JAN 15 2020	16816	17451
CITIGROUP INC	BONDS 04.500% JAN 14 2022	8933	9537
PEPSICO INC	BONDS 05.000% JUN 01 2018	8575	8974
JPMORGAN CHASE & CO	BONDS 05.125% SEP 15 2014	15602	16484
FEDERAL NATL MTG ASSOC	BONDS 05.375% JUN 12 2017	16792	18296
AT&T INC	BONDS 05.500% FEB 01 2018	15581	16885
COX COMMUNICATIONS INC	BONDS 05.500% OCT 01 2015	5625	5367
ENTERPRISE PRODUCTS OPER	BONDS 05.600% OCT 15 2014	5516	5196
GOLDMAN SACHS GROUP INC	BONDS 05.750% JAN 24 2022	18883	19137
METLIFE INC	BONDS STEP% DEC 15 2017	5017	4947
BIF MONEY FUND	COMMON FUND	239074	239074
3M COMPANY	COMMON STOCK	20381	33520
ABBOTT LABS	COMMON STOCK	2187	2645
ABBVIE INC SHS	COMMON STOCK	10573	15156
ACE LIMITED	COMMON STOCK	2674	4555
AETNA INC NEW	COMMON STOCK	9278	9603
AGILENT TECHNOLOGIES INC	COMMON STOCK	8100	11552
ALLERGAN INC	COMMON STOCK	4883	5665
ALLIANCE DATA SYS CORP	COMMON STOCK	8732	13672
AMAZON COM INC COM	COMMON STOCK	9279	22731
AMER EXPRESS COMPANY	COMMON STOCK	3039	5807
AMERICAN INTERNATIONAL	COMMON STOCK	10406	14651
AMERICAN TOWER REIT INC	COMMON STOCK	2180	2315
AMGEN INC COM PV $0.0001	COMMON STOCK	8000	13119
ANHEUSER-BUSCH INBEV ADR	COMMON STOCK	45041	51952
AOL INC	COMMON STOCK	4092	4289
APPLE COMPUTER INC	COMMON STOCK	15037	23563
APPLIED MATERIAL INC	COMMON STOCK	8612	10414
ASML HLDG NV NY REG SHS	COMMON STOCK	11227	12743
ASSA ABLOY AB ADR	COMMON STOCK	13968	18145
ASTRAZENECA PLC SPND ADR	COMMON STOCK	28373	29329
AT& T INC	COMMON STOCK	5123	6364
AUTODESK INC COM	COMMON STOCK	11729	14542
BHP LIMITED SPON ADR	COMMON STOCK	7662	7979
BIOGEN IDEC INC	COMMON STOCK	7552	9505
BNP PARIBAS SPONSORD ADR	COMMON STOCK	10526	13994
BORG WARNER AUTOMOTIVE INC	COMMON STOCK	8402	9728
BRISTOL MYERS SQUIBB CO	COMMON STOCK	5669	13075
CABOT OIL & GAS CORP	COMMON STOCK	3805	4147
CANADIAN PACIFIC RAILWAY	COMMON STOCK	5387	5599
CARMAX INC	COMMON STOCK	4707	5313
CARNIVAL CORP PAIRED SHS	COMMON STOCK	13675	16952
CHEVRON CORP	COMMON STOCK	14912	31103
CHINA CONSTRUCT UNSPN AD	COMMON STOCK	17395	16364
CHUBB CORP	COMMON STOCK	14798	26863
CIE FINANCIERE RICHEMONT	COMMON STOCK	18181	19860
CISCO SYSTEMS INC COM	COMMON STOCK	17637	16239
CITIGROUP INC COM NEW	COMMON STOCK	24368	34028
CNOOC LTD SPN ADR	COMMON STOCK	21567	19892
COCA COLA COM	COMMON STOCK	10109	14913
COMCAST CORP NEW CL A	COMMON STOCK	32320	45262
COMCAST CRP NEW CL A SPL	COMMON STOCK	6939	11423
CONCHO RESOURCES INC	COMMON STOCK	3907	3564

CONOCOPHILLIPS	COMMON STOCK	3676	5299
CREDIT SUISSE GP SP ADR	COMMON STOCK	27335	28898
CVS CORP DELAWARE COM	COMMON STOCK	18223	25765
DEERE CO	COMMON STOCK	4337	8859
DELPHI AUTOMOTIVE PLC	COMMON STOCK	4195	4209
DIAGEO PLC SPSD ADR NEW	COMMON STOCK	5025	11123
DISCOVER FINL SVCS	COMMON STOCK	13883	21373
DOMINIUM RES INC NEW VA	COMMON STOCK	5487	9380
DONGFENG MOTOR GRP H UNS	COMMON STOCK	5404	5610
DOVER CORP	COMMON STOCK	5212	10909
DOW CHEMICAL PV 2 50	COMMON STOCK	14012	15629
DR PEPPER SNAPPLE GROUP	COMMON STOCK	6548	8185
DUKE ENERGY CORP NEW	COMMON STOCK	3584	3589
E I DUPONT DE N$1 66 2/3	COMMON STOCK	5668	11890
E M C CORPORATION MASS	COMMON STOCK	13281	13078
EATON CORP PLC	COMMON STOCK	12269	17964
EBAY INC COM	COMMON STOCK	6790	8504
ENBRIDGE INC	COMMON STOCK	3020	6683
EUTELSAT COMMUNICATIONS,	COMMON STOCK	17036	17271
EXPEDIA INC	COMMON STOCK	4917	5503
EXXON MOBIL CORP COM	COMMON STOCK	22897	34610
FACEBOOK INC	COMMON STOCK	3601	5520
FIFTH THIRD BANCORP	COMMON STOCK	4463	5994
FMC TECHS INC COM	COMMON STOCK	4329	4699
GENERAL ELECTRIC	COMMON STOCK	21729	26208
GENERAL MILLS	COMMON STOCK	2076	4143
GILEAD SCIENCES INC	COMMON STOCK	7767	14569
GOLDMAN SACHS GROUP INC	COMMON STOCK	9370	13649
GOOGLE INC CL A	COMMON STOCK	36843	63880
GRP TELVSA SA DE CV SADR	COMMON STOCK	18229	19306
HALLIBURTON COMPANY	COMMON STOCK	10041	11064
HOME DEPOT INC	COMMON STOCK	4390	9469
HONEYWELL INTL INC DEL	COMMON STOCK	3441	6396
HSBC HLDG PLC SPNADR NEW	COMMON STOCK	21030	22273
IMPERIAL TOB GRP SPS ADR	COMMON STOCK	48024	50946
INDUSTRIA DE DISENO	COMMON STOCK	19111	22156
INGERSOLL-RAND PLC	COMMON STOCK	8586	14230
INTEL CORP	COMMON STOCK	3602	4594
INTERCONTINENTALEXCHANGE	COMMON STOCK	6552	7647
INTL BUSINESS MACH	COMMON STOCK	7015	8441
INTL PAPER CO	COMMON STOCK	11554	14072
INTUITIVE SURGICAL INC	COMMON STOCK	10372	10370
ISHARES INC CORE MSCI	COMMON STOCK	165934	166864
ITV PLC SHS	COMMON STOCK	16480	20950
J P MORGAN CHASE AND CO	COMMON STOCK	28250	45790
JAPAN TOBACCO INC 2914	COMMON STOCK	25221	23948
JIANGSU EXPRESS CO SP AD	COMMON STOCK	5448	5531
JOHNSON CONTROLS INC	COMMON STOCK	3233	4104
JOHNSON&JOHNSON	COMMON STOCK	5167	7785
KIMBERLY CLARK	COMMON STOCK	2784	5536
KINDER MORGAN INC. DEL	COMMON STOCK	3661	3528
LAREDO PETE HLDINGS INC	COMMON STOCK	5666	5123
LAUDER ESTEE COS INC A	COMMON STOCK	4916	5724
LIBERTY GLOBAL PLC CL A	COMMON STOCK	30082	39071
LINKEDIN CORP	COMMON STOCK	10656	11926
LORILLARD INC	COMMON STOCK	4192	6740
LOWES COMPANIES INC	COMMON STOCK	16810	21505
LUMBER LIQUIDATORS	COMMON STOCK	4329	4527
MADISON SQUARE GARDEN IN	COMMON STOCK	4699	4491
MAKITA EL WORKS ADR	COMMON STOCK	19288	18391
MARATHON OIL CORP	COMMON STOCK	10931	12602
MARATHON PETROLEUM CORP	COMMON STOCK	1554	5412
MASTERCARD INC	COMMON STOCK	21092	35089
MCDONALDS CORP COM	COMMON STOCK	6991	9994
MCKESSON HBOC INC COM	COMMON STOCK	9851	23080
MEADWESTVACO CORP	COMMON STOCK	1911	4949
MEDTRONIC INC	COMMON STOCK	9345	9699
MELCO PBL ENTERTAINMENT-	COMMON STOCK	4076	6275
MERCADOLIBRE INC	COMMON STOCK	9170	9701
MERCK AND CO INC SHS	COMMON STOCK	28306	33634
METLIFE INC COM	COMMON STOCK	2582	2858
MICHAEL KORS HLDGS LTD	COMMON STOCK	5355	5602

MICROSOFT CORP	COMMON STOCK	23434	30826
MITSUBISHI ELEC ADR	COMMON STOCK	21260	24766
MITSUBISHI UFJ FINL GRP	COMMON STOCK	28825	31590
MONDELEZ INTERNATIONAL	COMMON STOCK	11803	13414
MONSANTO CO NEW DEL COM	COMMON STOCK	7195	8159
MOODY'S CORP	COMMON STOCK	4003	5650
MOTOROLA SOLUTIONS INC	COMMON STOCK	3994	4455
NETAPP INC	COMMON STOCK	8747	8475
NEWMONT MINING CORP	COMMON STOCK	3353	1865
NEXTERA ENERGY INC SHS	COMMON STOCK	4483	8648
NIKE INC CL B	COMMON STOCK	6111	8965
NOKIA CORP	COMMON STOCK	8694	10730
NORTHEAST UTILITIES	COMMON STOCK	2388	4197
NORTHROP CORP DEL	COMMON STOCK	2817	6877
NOVO NORDISK A S ADR	COMMON STOCK	22046	23649
OCCIDENTAL PETE CORP	COMMON STOCK	5339	7608
OIL CO LUKOIL	COMMON STOCK	21132	21019
ORACLE CORP $0.01 DEL	COMMON STOCK	13077	15801
ORANGE ADR	COMMON STOCK	16564	15882
PACKAGING CORP AMERICA	COMMON STOCK	7737	11644
PFIZER INC DEL PV$0.05	COMMON STOCK	24803	32437
PHILIP MORRIS INTL INC	COMMON STOCK	23382	31977
PHILLIPS 66 SHS	COMMON STOCK	1393	3471
PRAXAIR INC	COMMON STOCK	4028	6762
PRECISION CASTPARTS	COMMON STOCK	12569	17505
PRICELINE COM INC	COMMON STOCK	9266	11624
PROCTER GAMBLE	COMMON STOCK	6299	8792
PRUDENTIAL FINANCIAL INC	COMMON STOCK	7163	10605
PUB SVC ENTERPRISE GRP	COMMON STOCK	2588	3172
RAYTHEON COMPANY	COMMON STOCK	6589	12517
REGENERON PHARMACLS INC	COMMON STOCK	9375	9633
REGIONS FINL CORP	COMMON STOCK	8850	9158
ROCHE HLDG LTD	COMMON STOCK	45452	51106
ROGERS COMMUNICATIONS INC	COMMON STOCK	22250	22987
ROSS STORES INC COM	COMMON STOCK	4876	13188
SANDS CHINA LTD UNSP ADR	COMMON STOCK	16607	23838
SANOFI SYNTHELBO SPN ADR	COMMON STOCK	26828	32553
SBERBANK SPONSORED ADR	COMMON STOCK	22430	22815
SCHLUMBERGER LTD	COMMON STOCK	18462	19824
SEMPRA ENERGY	COMMON STOCK	2623	4578
SHIRE PHARMECEU GP ADR	COMMON STOCK	21120	24019
SINA CORPORATION	COMMON STOCK	7611	9183
SIRIUS XM HOLDINGS INC	COMMON STOCK	9433	10009
SOCIETE GENERALE FRANCE	COMMON STOCK	18606	22238
SOFTBANK CORP SHS	COMMON STOCK	17257	22562
SOLARCITY CORP	COMMON STOCK	4676	5455
SPLUNK INC	COMMON STOCK	5351	8240
STANDARD CHARTERED .5USD	COMMON STOCK	22261	20767
STARBUCKS CORP	COMMON STOCK	9692	9799
SUNCOR ENERGY INC NEW	COMMON STOCK	16003	16579
SUNTRUST BKS INC COM	COMMON STOCK	13300	17227
SWATCH GROUP AG UNSPOND	COMMON STOCK	19559	23140
TERADATA CORP DEL	COMMON STOCK	11186	8234
TIME WARNER INC SHS	COMMON STOCK	7178	8157
TOKIO MARINE HOLDINGS	COMMON STOCK	18522	18297
TORONTO DOM BK ONT NEW	COMMON STOCK	4469	5183
TOTAL S A SPONSORED ADR	COMMON STOCK	6867	7414
TRAVELERS COS INC	COMMON STOCK	12965	24265
TRW AUTOMOTIVE HLDGS CRP	COMMON STOCK	6636	8629
TWENTY-FIRST CENTURY	COMMON STOCK	6578	15158
UNILEVER NV NEW	COMMON STOCK	4746	6356
UNION PACIFIC CORP	COMMON STOCK	10719	12264
UNITED CONTL HLDGS INC	COMMON STOCK	11366	16002
UNITED PARCEL SERVICES B	COMMON STOCK	4949	6095
UNITED RENTALS INC COM	COMMON STOCK	1911	2806
UNITED THERAPEUTICS CORP	COMMON STOCK	6537	11308
UNTD TECHNOLGIES CRP	COMMON STOCK	15370	23329
US BANCORP (NEW)	COMMON STOCK	21113	28199
V F CORPORATION	COMMON STOCK	2350	9725
VALEANT PHARMACEUTICALS	COMMON STOCK	8280	11857
VALERO ENERGY CORP NEW	COMMON STOCK	8893	19505
VEECO INSTRS INC DEL	COMMON STOCK	11488	10893

	VERIZON COMMUNICATNS COM	COMMON STOCK	9604	13464
	VIACOM INC NEW CL B	COMMON STOCK	2080	2882
	VISA INC CL A SHRS	COMMON STOCK	14716	20932
	VIVENDI SHS UNSP ADR	COMMON STOCK	6399	7278
	VMWARE, INC.	COMMON STOCK	6856	7087
	VODAFONE GROUP PLC NEW	COMMON STOCK	17824	22132
	WAL MART STORES INC	COMMON STOCK	3990	6059
	WALT DISNEY COMPANY DEL	COMMON STOCK	21152	30942
	WELLS FARGO & CO NEW DEL	COMMON STOCK	8000	14891
	WEYERHAEUSER CO	COMMON STOCK	4867	6661
	WYNN RESORTS LTD	COMMON STOCK	6476	8934
	YAHOO INC	COMMON STOCK	10980	14841
	YANDEX N V CL A	COMMON STOCK	19472	26839
	YELP INC CL A	COMMON STOCK	7739	8688
	YOUKU COM INC ADR	COMMON STOCK	5205	5272
	ZOOMLION HEAVY INDUSTRY	COMMON STOCK	5271	5552
	BLACKROCK FLOATING RATE	MUTUAL FUND	271279	274227
	BLACKROCK HI YLD BD	MUTUAL FUND	212159	217064
	BLACKROCK STRATEGIC	MUTUAL FUND	272481	275600
	ISHARES TR	MUTUAL FUND	183346	166242
	ML GLOBAL SMALL CAP PORT	MUTUAL FUND	220920	265489
	ML MID CAP VALUE OPPOR	MUTUAL FUND	208609	260351
	ML US MORTGAGE PORTFOLIO	MUTUAL FUND	273775	272325
	ML CASH	CASH ACCOUNT	3359	3359
*	PARTICIPANT LOANS	INTEREST RATES - 5.25% - 8%	0	154211

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning **01/01/2013** and Ending **12/31/2013**
Name of Plan: **GOLDEN STATE ENGINEERING, INC. 401(K) PROFIT SHARING PLAN**
Employer Identification Number: **95-2644713** Three-digit plan number: **001**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$48,851		$48,851		