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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2010

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

SUPERIOR MACHINING & FABRICATION, INC.

PO BOX 66
MUENSTER, TX 76252-0066

2b Employer Identification Number (EIN)
75-2637021

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

2d Business code (see instructions)
332700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DALANA CHISM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	171
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**	152
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	26
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	178
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	179
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	159
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2637021

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	106299

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	131515

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	15482

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	92294

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	2217

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	9760

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-6817943-000	P	78794

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41736

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166624

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23353

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 267379

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 443829

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 370108

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 625569

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58232

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 345481

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54758

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9335

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70390

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

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

c EIN-PN 95-6817943-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 255869

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2637021

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	11667	13324
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4128	401
(2) Participant contributions	1b(2)	152	152
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)	0	
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2178418	3155698
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	
(15) Other	1c(15)	0	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	2194365	3169575
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2194365	3169575

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)	175666	
(B) Participants	2a(1)(B)	360395	
(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)		536061
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	67895	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67895
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(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)		389258
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		993214
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18004	
(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)		18004
f Corrective distributions (see instructions)	2f		
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18004
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		975210
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FREEMON, SHAPARD AND STORY (2) EIN: 75-0706311

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		150000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-2637021

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 95-6817943

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):

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

Annual Financial Report

December 31, 2013



FREEMON SHAPARD & STORY

CERTIFIED PUBLIC ACCOUNTANTS

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
ANNUAL FINANCIAL REPORT
December 31, 2013 and 2012

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FREEMON, SHAPARD & STORY

Certified Public Accountants

Independent Auditors' Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Superior Machining & Fabrication, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 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 misstatements, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2 which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

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

Other Matter

The supplemental schedules of Assets Held for Investment Purposes 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Freemon, Shapard & Story

Freemon, Shapard & Story
Wichita Falls, Texas

October 13, 2014

SUPERIOR MACHINING & FABRICATION, INC.

401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2013 and 2012

	2013	2012
ASSETS		
Cash, non interest bearing	$ 13,324	$ 11,667
Investments at fair value (See notes 4 and 5)		
Mutual funds	3,155,698	2,178,418
Receivables		
Employee's Contribution	152	152
Employer's Contribution	401	4,128
Total assets	$ 3,169,575	$ 2,194,365
LIABILITIES		
Net assets available for benefits	$ 3,169,575	$ 2,194,365

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

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Years Ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to		
Investment income		
Net appreciation in fair value of investments (see note 4)	$ 389,258	$ 157,871
Dividends (see note 4)	67,895	48,105
Total investment income	457,153	205,976
Contributions		
Employee deferrals	360,395	342,040
Employee rollovers		275,496
Employer contributions	175,666	176,218
Total contributions	536,061	793,754
Total additions	993,214	999,730
Deductions from net assets attributed to		
Benefit payments	18,004	66,321
Total deductions	18,004	66,321
Net increase (decrease)	975,210	933,409
Net assets available for benefits - begining of period	2,194,365	1,260,956
Net assets available for benefits - end of period	$ 3,169,575	$ 2,194,365

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

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF THE PLAN

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

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

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

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

Company Contributions – The Company may make non-elective contributions or discretionary matching contributions. Allocation of employer non-elective contributions is based upon participant compensation in proportion to the compensation of all participants. There were no non-elective contributions made for the years ended December 31, 2013 and 2012.

The Company may make matching contributions equal to a discretionary amount or percentage of the participant's 401(k) elective deferrals, to be determined by the employer. For the plan years ended December 31, 2013 and 2012, the Company made matching contributions of $175,666 and $176,218, respectively.

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

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

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

NOTE 1 – DESCRIPTION OF THE PLAN - CONTINUED

return. These options are all classified as mutual funds. A detailed listing of investments held by American Funds is provided on the Schedule H, 4i – Schedule of Assets Held at End of Year, of this report.

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

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

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

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

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

Forfeitures – Forfeitures of terminated participants' non-vested interest are used to reduce future Company contributions and to pay for plan expenses. During the years ended December 31, 2013 and 2012, there were no forfeitures used to reduce the Company's contributions.

As of December 31, 2013 and 2012, there were forfeited non-vested accounts totaling $13,324 and $11,667, respectively.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Administration – Administrative and record keeping services, including maintaining participant records and allocating the Plan's income and contributions were provided by Actuaries & Associates (Sixty Forty Corp.) and the Capital Group of Companies. Administrative fees totaled $6,755 and $6,365 for the years ended December 31, 2013 and 2012, respectively, and were paid by the employer.

Basis of Accounting – The financial statements of the Plan have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America.

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

Value of Investments – Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Board of Directors determines the Plan's valuation policies utilizing information provided by the investment advisers and custodians. See Note 5 for discussion of fair value measurements.

Investment Income Recognition – Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

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

Payment of Benefits – Benefits are recorded when paid.

Expenses – Certain expenses of maintaining the Plan are paid by the employer as described above in administration. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 3 - INCOME TAXES

The Plan is a prototype plan sponsored by Actuaries & Associates (Sixty Forty Corp.). The Internal Revenue Service has determined and informed Actuaries & Associates by an opinion letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Generally, contributions to a qualified plan are deductible by the Company when made or accrued, earnings of the Plan are tax-exempt, and participants are not taxed

NOTE 3 - INCOME TAXES - CONTINUED

on their benefits until withdrawn from the Plan. The Plan has been amended since receiving the opinion letter, however, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

The Plan applies the provisions of FASB ASC 740-10-50, *Income Taxes* related to the accounting for uncertainty in income taxes (previously known as FIN 48), which prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. For the years ended December 31, 2013 and 2012, the Plan does not believe it currently holds any uncertain tax positions, therefore no recognition of uncertain tax positions is reflected in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2010.

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

At December 31, 2013 and 2012, the Plan's investments were held by the custodian, Capital Bank and Trust Company. The following is a summary of the Plan's investments representing 5% or more of the net assets of the Plan at December 31, 2013 and 2012. This summary is based on information certified by the custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

	2013	2012
AF 2015 Target Date Retirement Fund	$ 267,379	$ 208,101
AF 2020 Target Date Retirement Fund	443,829	309,100
AF 2025 Target Date Retirement Fund	370,108	247,027
AF 2030 Target Date Retirement Fund	625,569	439,202
AF 2040 Target Date Retirement Fund	345,481	216,290
Money Market Fund (American Funds)	242,545	130,702
New World Fund (American Funds)	166,624	132,851

The Plan's independent accountants did not perform auditing procedures with respect to this investment information, including the net appreciation in fair value of investments and dividend income, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 5 – FAIR VALUE MEASUREMENTS

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

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

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

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

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

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

NOTE 5 – FAIR VALUE MEASUREMENTS - CONTINUED

		Fair Value Measurements at Reporting Date Using		
December 31, 2013	Fair Value	Quoted Prices In Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:	$	$	$	$
Growth	324,419	324,419		
Growth-and-Income	162,683	162,683		
Equity-Income	131,515	131,515		
Balanced	2,217	2,217		
Bonds	94,276	94,276		
Money Market	242,545	242,545		
Target Date	2,198,043	2,198,043		
	$ 3,155,698	$ 3,155,698	$	$

		Fair Value Measurements at Reporting Date Using		
December 31, 2012	Fair Value	Quoted Prices In Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:	$	$	$	$
Growth	248,251	248,251		
Growth-and-Income	128,694	128,694		
Equity-Income	92,754	92,754		
Balanced	1,390	1,390		
Bonds	80,759	80,759		
Money Market	130,702	130,702		
Target Date	1,495,868	1,495,868		
	$ 2,178,418	$ 2,178,418	$	$

NOTE 5 – FAIR VALUE MEASUREMENTS - CONTINUED

The following is a description of the valuation methods used for assets measured at fair value. There have been no changes in the methods used at December 31, 2013 and 2012:

- Mutual funds are valued at the daily closing price as reported by the fund. The mutual funds are registered with the Securities and Exchange Commission and are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

NOTE 6 – CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Plan to credit risk are investments. Investments are maintained with Capital Bank and Trust Co. which is generally considered a high quality federal savings bank.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by American Funds, part of the Capital Group with Capital Bank and Trust, the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Record keeping fees for these services totaled $1,500 for the years ended December 31, 2013 and 2012 and were paid by the Employer.

NOTE 9 – SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2013 (effective September 1, 2014), the Plan canceled its contract with Actuaries and Associates and the Capital Group of Companies and entered into a benefit responsive insurance contract with Mutual of America Life Insurance Company; accordingly, the Plan's assets were transferred to Mutual of America Life Insurance on September 16, 2014. As a result of the adoption of Mutual of America Life Insurance Prototype 401(k) Profit-Sharing Plan, the Plan changed its eligibility requirement from 3 months of service to 2 months. Participants should seek the Summary Plan Description effective September 1, 2014 for more details of the change regarding participation as described in Note 1.

Management has evaluated the impact of all subsequent events on the Plan through financial statement issuance.

SUPPLEMENTAL SCHEDULES

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2013
EIN 75-2637021
Plan Number 001

Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	2013 Current Value
*	The Growth Fund of America (American Funds)	Mutual Fund	$ 106,299
*	The Income Funds of America (American Funds)	Mutual Fund	131,515
*	The Bond Fund of America (American Funds)	Mutual Fund	15,482
*	Fundamental Investors (American Funds)	Mutual Fund	92,294
*	American Balanced Fund (American Funds)	Mutual Fund	2,217
*	EuroPacific Growth Fund (American Funds)	Mutual Fund	9,760
*	Capital World Bond Fund (American Funds)	Mutual Fund	78,794
*	Small-Cap Wolrd Fund (American Funds)	Mutual Fund	41,736
*	New World Fund (American Funds)	Mutual Fund	166,624
*	American Funds 2010 Target Date Retirement Fund	Mutual Fund	23,353
*	American Funds 2015 Target Date Retirement Fund	Mutual Fund	267,379
*	American Funds 2020 Target Date Retirement Fund	Mutual Fund	443,829
*	American Funds 2025 Target Date Retirement Fund	Mutual Fund	370,108
*	American Funds 2030 Target Date Retirement Fund	Mutual Fund	625,569
*	American Funds 2035 Target Date Retirement Fund	Mutual Fund	58,232
*	American Funds 2040 Target Date Retirement Fund	Mutual Fund	345,481
*	American Funds 2045 Target Date Retirement Fund	Mutual Fund	54,758
*	American Funds 2050 Target Date Retirement Fund	Mutual Fund	9,334
*	International Growth & Income Fund (American Funds)	Mutual Fund	70,389
*	Money Market Fund (American Funds)	Mutual Fund	242,545
*	Forfeiture Account	Cash, 0.0% Interest	13,324
			$ 3,169,022

* Party-in-interest as defined by ERISA.

SUPERIOR MACHINING & FABRICATION, INC.
401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2013
EIN 75-2637021
Plan Number 001

Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	2012 Current Value
*	The Growth Fund of America (American Funds)	Mutual Fund	$ 79,563
*	The Income Funds of America (American Funds)	Mutual Fund	92,754
*	The Bond Fund of America (American Funds)	Mutual Fund	14,210
*	Fundamental Investors (American Funds)	Mutual Fund	74,490
*	American Balanced Fund (American Funds)	Mutual Fund	1,390
*	EuroPacific Growth Fund (American Funds)	Mutual Fund	6,957
*	Capital World Bond Fund (American Funds)	Mutual Fund	66,549
*	Small-Cap Wolrd Fund (American Funds)	Mutual Fund	28,880
*	New World Fund (American Funds)	Mutual Fund	132,851
*	American Funds 2010 Target Date Retirement Fund	Mutual Fund	19,302
*	American Funds 2015 Target Date Retirement Fund	Mutual Fund	208,101
*	American Funds 2020 Target Date Retirement Fund	Mutual Fund	309,100
*	American Funds 2025 Target Date Retirement Fund	Mutual Fund	247,027
*	American Funds 2030 Target Date Retirement Fund	Mutual Fund	439,202
*	American Funds 2035 Target Date Retirement Fund	Mutual Fund	36,654
*	American Funds 2040 Target Date Retirement Fund	Mutual Fund	216,290
*	American Funds 2045 Target Date Retirement Fund	Mutual Fund	20,192
*	International Growth & Income Fund (American Funds)	Mutual Fund	54,204
*	Money Market Fund (American Funds)	Mutual Fund	130,702
*	Forfeiture Account	Cash, 0.0% Interest	11,667
			$ 2,190,085

* Party-in-interest as defined by ERISA.

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

Employer Identification Number
75-2637021

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	GFA-R3	MUTUAL FUND		106,299
	IFA-R3	MUTUAL FUND		131,515
	BFA-R3	MUTUAL FUND		15,482
	FI-R3	MUTUAL FUND		92,294
	AMBAL-R3	MUTUAL FUND		2,217
	EUPAC-R3	MUTUAL FUND		9,760
	WBF-R3	MUTUAL FUND		78,794
	SCWF-R3	MUTUAL FUND		41,736
	NWF-R3	MUTUAL FUND		166,624
	AFTD10-R3	MUTUAL FUND		23,353
	AFTD15-R3	MUTUAL FUND		267,379
	AFTD20-R3	MUTUAL FUND		443,829
	AFTD25-R3	MUTUAL FUND		370,108
	AFTD30-R3	MUTUAL FUND		625,569
	AFTD35-R3	MUTUAL FUND		58,232
	AFTD40-R3	MUTUAL FUND		345,481
	AFTD45-R3	MUTUAL FUND		54,758
	AFTD50-R3	MUTUAL FUND		9,335
	IGI-R3	MUTUAL FUND		70,390
	MMF-R3 T	MONEY MARKET		255,869