Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AFFORDABLE ENGINEERING SERVICES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/11/2007

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

AFFORDABLE ENGINEERING SERVICES

120 C AVENUE
SUITE 110
CORONADO, CA 92118

2b Employer Identification Number (EIN) 59-3812042

2c Sponsor's telephone number 619-545-0532

2d Business code (see instructions) 541330

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.	01/29/2015	JAMIE SHARON
	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**	558
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**	356
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	200
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	556
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	556
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	445
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	[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.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
AFFORDABLE ENGINEERING SERVICES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AFFORDABLE ENGINEERING SERVICES

D Employer Identification Number (EIN)
59-3812042

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).. . . . . [X] 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

MERRILL LYNCH,PIERCE,FENNER & SMITH

13-5674085

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

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

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

ASCENSUS

11-3665754

(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?
99 37 15 60 50	RECORD KEEPER	11220	Yes [X] No [ ]	Yes [ ] No [X]	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
ASCENSUS	15 60	0

(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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.

(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

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(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: RICHARD J NOECKER, CPA LLC	**b** EIN: 27-4419684	
c Position: PLAN AUDITOR		
d Address: 63, EAST WESTFIELD AVENUE ROSELLE PARK, NJ 07204	**e** Telephone: 908-241-5440	

Explanation: MANAGEMENT DECISION

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

2012

This Form is Open to Public Inspection

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

A Name of plan
AFFORDABLE ENGINEERING SERVICES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AFFORDABLE ENGINEERING SERVICES

D Employer Identification Number (EIN)
59-3812042

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)	270806	457592
(2) Participant contributions	1b(2)	1423	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	88180	48420
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	60837	84112
(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)	1321402	2495568
(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	1742648	3085692
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1742648	3085692

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)	1169182	
	(B) Participants	2a(1)(B)	484762	
	(C) Others (including rollovers)	2a(1)(C)	37463	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1691407
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
	(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)	2314	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2315
	(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)	15068	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		15068
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		152531
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1861321
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	507057	
(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)		507057
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)	11220	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11220
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		518277
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1343044
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)** [X] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: OLIVA, GODDARD AND WRIGHT **(2)** EIN: 33-0578542

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		40071
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		265000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
AFFORDABLE ENGINEERING SERVICES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AFFORDABLE ENGINEERING SERVICES

D Employer Identification Number (EIN)
59-3812042

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): 45-0404698

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):

AFFORDABLE ENGINEERING SERVICES
401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

AFFORDABLE ENGINEERING SERVICES
401(k) PLAN
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Oliva Goddard & Wright
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Affordable Engineering Services 401(k) Plan, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and 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 3, which was certified by Ascensus, the recordkeeper of the Plan as agent for Frontier Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the agent on behalf of the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the agent for the trustee is complete and accurate.

Disclaimer of Opinion

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

9333 Genesee Avenue, Suite 110, San Diego, CA 92121
(858) 554-0800 - FAX: (858) 554-0865

Other Matter
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets Held (At End of Year), and the Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedules taken as a whole, other than that derived from the information certified by the agent on behalf of 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.

Oliva, Goddard & Wright
OLIVA, GODDARD & WRIGHT
Certified Public Accountants

January 28, 2015
San Diego, California

AFFORDABLE ENGINEERING SERVICES 401(k)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS		
At Fair Value:		
Investments (Notes 3 and 4)	2,543,988	1,409,582
TOTAL INVESTMENTS	2,543,988	1,409,582
Participant Receivable	0	2,699
Employer Receivable	457,592	270,806
Notes Receivable from Participants	84,112	60,837
TOTAL RECEIVABLES	541,704	334,342
TOTAL ASSETS	3,085,692	1,743,924
LIABILITIES		
Excess Contributions Payable	3,713	0
TOTAL LIABILITIES	3,713	0
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,081,979	$ 1,743,924

See Accompanying Notes

AFFORDABLE ENGINEERING SERVICES 401(k)
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS		
Addition to Net Assets Attributed to:		
Income		
Net Appreciation of Fair Value of Investments	$	152,531
Interest and Dividends		17,383
Total Income		169,914
Contributions:		
Participants'		479,773
Employer's		1,169,182
Rollovers and Transfers		37,463
Total Contributions and Rollovers		1,686,418
TOTAL ADDITIONS		1,856,332
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants		507,057
Plan Expenses		11,220
TOTAL DEDUCTIONS		518,277
NET INCREASE		1,338,055
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR		1,743,924
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	$	3,081,979

See Accompanying Notes

NOTE 1 DESCRIPTION OF PLAN

The following brief description of the Affordable Engineering Services 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan providing retirement benefits covering substantially all employees who meet certain eligibility requirements of Affordable Engineering Services, LLC. (the "Company"). The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).

Participation

Substantially all employees who are age 18 years or older and have become an eligible employee as defined by the Plan are eligible to participate in the Plan. Employees may enter the Plan on the day they become an eligible employee.

Contributions

Each year, participants in the Plan may elect to defer up to 100% of compensation, subject to federal limits, as defined by the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions, which are eligible for employer matching contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of their eligible compensation until changed by the participant. The Plan also allows participants to contribute amounts representing rollover distributions from other qualified sources.

Company Contributions

The Company may provide for a discretionary matching contribution to the Plan, as determined by the Company, and will make profit sharing contributions to the Plan allocated using a government contract formula, based on prevailing wage laws. Additionally, the Company may provide discretionary qualified nonelective contributions and qualified matching contributions. During the year ended December 31, 2012, the Company made discretionary contributions and profit sharing contributions to the Plan of $0 and $1,169,182, respectively.

NOTE 1 DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, the company's contribution(s) and allocations of plan earnings, and charged with an 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. Participants may direct the investment of their account balances into various investment funds offered by the Plan.

Vesting

Participants are immediately vested in all employee contributions, profit sharing contributions and rollover accounts plus actual earnings thereon.

Vesting in employer matching and other discretionary contributions and any earnings thereon is based on years of continuous service. A participant is 100% vested after one year of credited service.

Forfeitures

At December 31, 2012 and 2011, forfeited nonvested amounts totaled $201. These amounts will be used to reduce administrative expenses of the Plan or reduce the Company's contributions. Also in 2012, forfeitures of $0 were used to reduce the Plan expenses or Company contributions.

Notes Receivable from Participants

Participants may borrow from their accounts up to the lesser of $50,000 or 50 percent of the their vested account balances. The loans are secured by the balance in participant's account and are subject to interest charges. Notes are paid ratably through payroll deductions over a term not to exceed five years, or 30 years for Notes used for the purchase of a primary residence. The interest rate on Notes Receivable from Participants as of December 31, 2012 was 3.25%.

NOTE 1 DESCRIPTION OF PLAN (Continued)

Investment Options

As permitted under the Plan, participants are able to invest their account balances in the investment options offered by the Plan, in the proportion they select. Participants may change the investment mix on any business day, as defined by the Plan.

Payment of Benefits

Distributions from a participant's account are generally made upon termination of employment, death or retirement. Participants, or their beneficiary, may receive payment in the form of a lump-sum distribution, rollover to IRA accounts, or rollover to another qualified plan. Participant's may also receive distributions due to hardship, subject to approval, as defined by the Plan.

Investment and Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Investment and certain administrative expenses of the Plan are paid directly by the Company. Other expenses, such as loan fees or fees for distributions, are nominal and are charged to the participant incurring the distribution. Other plan expenses are deducted from the Plan's investment gains.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Plan maintains its accounts on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles. The significant accounting policies followed are discussed below.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. 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. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The fair value of a financial instrument is the amount that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurement.

Purchases and sales of securities are recorded on a trade-date basis (generally the date on which the security trade occurs). Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date (generally the date before which a stockholder must hold a security in order to be entitled to receive a dividend). Net appreciation or depreciation in fair value of investments consists of realized gains and losses and unrealized appreciation or depreciation in investments. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair value at the beginning of the Plan year, or acquisition cost if acquired during the Plan year. Unrealized appreciation or depreciation is calculated as the difference between the fair value of investments at the end of the Plan year and their fair value at the beginning of the Plan year, or acquisition cost if acquired during the Plan year.

Realized and unrealized appreciation and depreciation is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net depreciation in fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Event

The plan has evaluated subsequent events through January 28, 2015, the date of the financial statements were available to be issued.

Recently Issued Accounting Pronouncements

FASB ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs , which amends ASC 820, as of the beginning of the year ended December 31, 2012 (see Note 4). ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement.

The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statements of net assets available for benefits and statement of changes in net assets available for benefits.

NOTE 3 INFORMATION PREPARED AND CERTIFIED BY AGENT ACTING ON BEHALF OF 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 agent acting on behalf of trustee, as of December 31:

	2012	2011
Investments, at fair value		
Mutual Funds	$ 2,543,988	$ 1,409,582
Loans	$ 84,112	$ 60,837
Investment Income/(Loss)	$ 152,531	$ (64,679)
Interest and Dividends	$ 17,383	$ 13,872

NOTE 4 INVESTMENTS

The following investments represent five percent (5%) or more of the Plan's net assets as of December 31:

	2012	2011
Delaware Diversified Income Fund	$ 196,861	N/A
JP Morgan Government Bond Fund	$ 195,712	N/A
BlackRock S&P 500 Index Fund	$ 142,900	N/A
Oppenheimer Developing Markets Fund	$ 140,001	N/A
BlackRock Equity Dividend Fund	$ 142,855	$ 79,297
BlackRock Global Allocation Fund	$ 554,931	$ 868,291

During 2012, the Plan's investments (including gains and losses on investements bought and sold, as well as held during the year) appreciated in value by $152,531, as follows:

	2012
Mutual Funds	$ 152,531
Net Depreciation in Fair Value	$ 152,531

NOTE 5 FAIR VALUE MEASUREMENT

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

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

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilites in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

NOTE 5 FAIR VALUE MEASUREMENT (Continued)

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

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

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

Following is a description if the valuation methodologies used for assets measured at fair value, noting investments held in the Plan primarily consist of mutual funds. There have been no changes in the methodologies used at December 31, 2012.

Mutual funds: The fair value of mutual finds are based on quoted market prices when made available.

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

NOTE 5 FAIR VALUE MEASUREMENT (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31 2012:

	Level I	Level II	Level III	Total
Mutual Funds				
Money Market	$ 48,420	$ 0	$ 0	$ 48,420
International Equity	958,591	0	0	958,591
Large Equity	677,429	0	0	677,429
Mid Cap Equity	166,686	0	0	166,686
Small Cap Equity	143,474	0	0	143,474
Bond Funds	505,797	0	0	505,797
Real Estate Funds	43,591	0	0	43,591
Total investments at fair value	$2,543,988	$ 0	$ 0	$ 2,543,988

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31 2011:

	Level I	Level II	Level III	Total
Mutual Funds				
Money Market	$ 88,180	$ 0	$ 0	$ 88,180
International Equity	954,971	0	0	954,971
Large Equity	222,812	0	0	222,812
Mid Cap Equity	17,031	0	0	17,031
Small Cap Equity	24,022	0	0	24,022
Bond Funds	47,014	0	0	47,014
Real Estate Funds	55,552	0	0	55,552
Total investments at fair value	$1,409,582	$ 0	$ 0	$ 1,409,582

NOTE 6 PLAN TERMINATION

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

NOTE 7 TAX STATUS

The Plan is a prototype basic savings plan for which the Plan administrator has received a determination letter regarding tax-exempt status under the provisions of the Internal Revenue Service Code. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination. 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 2009.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Merrill Lynch Company, the broker as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in Net Depreciation in Fair Value of Investments.

NOTE 9 RISKS AND UNCERTAINTIES

The Plan's participants direct investments 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 these investment securities will occur in the near term and that such changes could materially affect Plan participants' account balances and the amounts reported in the Plan's Statement of Net Assets Available for Benefits. For more detailed information about any of the funds offered under the Plan, including risk factors, investment objectives and expenses, Plan participants should refer to the respective fund's prospectus.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of Net Assets Available for Benefits and Participant Contributions per the financial statements at December 31, 2012 to Form 5500:

Net Assets Available for Benefits per Form 5500	$ 3,085,692
Adjustments to:	
Excess Contributions Payable	(3,713)
Net Assets Available for Benefits per the financial statements	$ 3,081,979
Participant contributions per Form 5500	$ 484,762
Adjustments to:	
Excess Contributions Payable	(3,713)
Prior Year Participant Contribution Receiva	(1,276)
Participant Contributions per the financial statements	$ 479,773

The following is a reconciliation of Net Assets Available for Benefits and Participant Contributions per the financial statements at December 31, 2011 to Form 5500:

Net Assets Available for Benefits per Form 5500	$ 1,742,648
Adjustments to:	
Participant Contribution Receivable	1,276
Net Assets Available for Benefits per the financial statements	$ 1,743,924
Total Contributions per Form 5500	$ 2,050,667
Adjustments to:	
Participant Contributions	1,276
Total Contributions per the financial statements	$ 2,051,943

AFFORDABLE ENGINEERING SERVICES 401(k) PLAN
SCHEDULE H, PART IV, LINE 4i OF FORM 5500 -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 59-3812042, PLAN NO. 001
DECEMBER 31, 2012

(b) Issuer	(c) Descriptions	(d) Cost	(e) Value
Pooled Separate Accounts:			
BlackRock	BlackRock Equity Dividend Fund	N/A	$ 72,399
BlackRock	BlackRock S&P 500 Index	N/A	$ 142,900
BlackRock	BlackRock U.S. Opportunities Portfolio	N/A	$ 16,778
Perkins	Perkins Mid Cap Value Fund	N/A	$ 36,998
Goldman Sachs	Goldman Sachs Small Cap Value	N/A	$ 75,200
Henderson	Henderson International Opportunities	N/A	$ 32,323
Thornburg	Thornburg International Value Fund	N/A	$ 21,843
BlackRock	BlackRock GNMA Portfolio	N/A	$ 31,509
Delaware	Delaware Diversified Income Fund	N/A	$ 73,387
BlackRock	BlackRock Global Allocation Fund	N/A	$ 554,931
Oppenheimer	Oppenheimer Developing Markets Fund	N/A	$ 140,000
Invesco	Invesco Real Estate Fund	N/A	$ 43,591
MFS	MFS International Growth Fund	N/A	$ 19,040
JP Morgan	JP Morgan SmartRetirement 2015 Fund	N/A	$ 8,080
JP Morgan	JP Morgan SmartRetirement 2020 Fund	N/A	$ 15,347
JP Morgan	JP Morgan SmartRetirement 2025 Fund	N/A	$ 11,816
JP Morgan	JP Morgan SmartRetirement 2030 Fund	N/A	$ 7,691
JP Morgan	JP Morgan SmartRetirement 2035 Fund	N/A	$ 5,179
JP Morgan	JP Morgan SmartRetirement 2040 Fund	N/A	$ 31,977
Wells Fargo	WF Adv Premier Large Company Fund	N/A	$ 87,834
Wells Fargo	WF Adv Omega Growth Fund	N/A	$ 40,888
BlackRock	GM BlackRock U.S. Opportunities Port	N/A	$ 41,123
Delaware	GM Delaware Diversified Income Fund	N/A	$ 196,861
Wells Fargo	GM WF Adv Premier Large Co Growth	N/A	$ 110,463
Goldman Sachs	GM Goldman Sachs Small Cap Value	N/A	$ 41,511
Janus	GM Janus Triton Fund	N/A	$ 21,142
Perkins	GM Perkins Mid Cap Value Fund	N/A	$ 71,787
BlackRock	GM BlackRock Equity Dividend Fund	N/A	$ 142,855
MFS	GM MFS International Growth Fund	N/A	$ 63,616
JP Morgan	GM JP Morgan Government Bond Fund	N/A	$ 195,712
Thornburg	GM Thornburg International Value Fund	N/A	$ 126,838
Janus	Janus Flexible Bond Fund	N/A	$ 8,328
Janus	Janus Triton Fund	N/A	$ 5,621
BlackRock	Ready Assets Prime Money	N/A	$ 20,597
Merrill Lynch *	Ready Assets (7 day yield: 0.00%)	N/A	$ 27,823
	Notes Receivable from Participants (3.25% Int. Rate)	N/A	$ 84,112
	Total Investments	$ N/A	$ 2,628,100

* Denotes a Party-In-Interest

AFFORDABLE ENGINEERING SERVICES 401(k) PLAN
SCHEDULE H, PART IV, LINE 4a OF FORM 5500 -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN 59-3812042, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2012

Participant Contributions Transferred Late to the Plan (Including Loan Repayments)	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$40,071	$40,071	$0	$0	$0

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: AFFORDABLE ENGINEERING SERVICES 401 (K) PLAN

Plan Number: 210060

Broker Dealer: MERRILL LYNCH

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
JGMCX	Janus Triton C	12 dollars per fund position
EKJCX	Wells Fargo Adv Premier Large Co Gr C	12 dollars per fund position
THGCX	Thornburg International Value Fund C	12 dollars per fund position
ODVCX	Oppenheimer Developing Markets Fund C	12 dollars per fund position
MGRCX	MFS International Growth Fund C	12 dollars per fund position
MCLOX	BlackRock Global Allocation Fund C	12 dollars per fund position
MCDVX	BlackRock Equity Dividend Fund C	12 dollars per fund position
BGPCX	BlackRock GNMA Portfolio C	12 dollars per fund position
JHLVX	John Hancock Large Cap Equity Fund C	12 dollars per fund position
JSFCX	JPMorgan SmartRetirement 2015 Fund C	12 dollars per fund position
JFICX	Janus Flexible Bond Fund C	12 dollars per fund position
JACCX	Janus Forty Fund C	12 dollars per fund position
IARCX	Invesco Real Estate Fund C	12 dollars per fund position
HFOCX	Henderson Intl Opp C	12 dollars per fund position
GSSCX	Goldman Sachs Small Cap Value C	12 dollars per fund position
DPCFX	Delaware Diversified Income Fund C	12 dollars per fund position
BMECX	BlackRock U.S. Opportunities Portfo	12 dollars per fund position
JMVCX	Perkins Mid Cap Value Fund C	12 dollars per fund position
GMEKJCX	GM Wells Fargo Adv Premier Large Co Gr C	12 dollars per fund position
MRAXX	Ready Assets(7dayYield:0.00%)	6 dollars per fund position
GMMRAXX	GM BlackRock Ready Assets Prime Money	6 dollars per fund position
GMTHGCX	GM Thornburg International Value Fund C	12 dollars per fund position
GMOGVCX	GM JPMorgan Government Bond Fund C	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: AFFORDABLE ENGINEERING SERVICES 401 (K) PLAN

Plan Number: 210060

Broker Dealer: MERRILL LYNCH

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMMGRCX	GM MFS International Growth Fund C	12 dollars per fund position
GMMCDVX	GM BlackRock Equity Dividend Fund C	12 dollars per fund position
GMJMVCX	GM Perkins Mid Cap Value Fund C	12 dollars per fund position
EKOCX	Wells Fargo Adv Omega Growth C	12 dollars per fund position
GMGSSCX	GM Goldman Sachs Small Cap Value C	12 dollars per fund position
JNSCX	JPMorgan SmartRetirement 2025 Fund C	12 dollars per fund position
GMDPCFX	GM Delaware Diversified Income Fund C	12 dollars per fund position
GMBMECX	GM BlackRock U.S. Opportunities Port	12 dollars per fund position
SRJCX	JPMorgan SmartRetirement 2035 Fund C	12 dollars per fund position
SMTCX	JPMorgan SmartRetirement 2040 Fund C	12 dollars per fund position
JTTCX	JPMorgan SmartRetirement 2020 Fund C	12 dollars per fund position
JSMCX	JPMorgan SmartRetirement 2030 Fund C	12 dollars per fund position
MDSRX	BlackRock S&P 500 Index A	N/A
GMJGMCX	GM Janus Triton C	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)
Formula Description - Additional Fee Notes

Plan Name: AFFORDABLE ENGINEERING SERVICES 401 (K) PLAN

Plan Number: 210060

Broker Dealer: MERRILL LYNCH

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	BlackRock	BlackRock Equity Dividend Fund C	0	72,399
	BlackRock	BlackRock S&P 500 Index A	0	142,900
	BlackRock	BlackRock U.S. Opportunities Portfo	0	16,778
	Perkins	Perkins Mid Cap Value Fund C	0	36,998
	Goldman Sachs	Goldman Sachs Small Cap Value C	0	75,200
	Henderson	Henderson Intl Opp C	0	32,323
	Thornburg	Thornburg International Value Fund C	0	21,843

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	BlackRock	BlackRock GNMA Portfolio C	0	31,509
	Delaware	Delaware Diversified Income Fund C	0	73,387
	BlackRock	BlackRock Global Allocation Fund C	0	554,931
	Oppenheimer	Oppenheimer Developing Markets Fund C	0	140,000
	Invesco	Invesco Real Estate Fund C	0	43,591
	MFS	MFS International Growth Fund C	0	19,040
	JPMorgan	JPMorgan SmartRetirement 2015 Fund C	0	8,080

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	JPMorgan	JPMorgan SmartRetirement 2020 Fund C	0	15,347
	JPMorgan	JPMorgan SmartRetirement 2025 Fund C	0	11,816
	JPMorgan	JPMorgan SmartRetirement 2030 Fund C	0	7,691
	JPMorgan	JPMorgan SmartRetirement 2035 Fund C	0	5,179
	JPMorgan	JPMorgan SmartRetirement 2040 Fund C	0	31,977
	Merrill Lynch	Ready Assets(7dayYield:0.00%)	0	27,823
	Wells Fargo	Wells Fargo Adv Omega Growth C	0	40,888

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	Wells Fargo	Wells Fargo Adv Premier Large Co Gr C	0	87,834
	Wells Fargo	GM Wells Fargo Adv Premier Large Co Gr C	0	110,463
	Janus	Janus Triton C	0	5,621
	Janus	GM Janus Triton C	0	21,142
	JPMorgan	GM JPMorgan Government Bond Fund C	0	195,712
	Janus	Janus Flexible Bond Fund C	0	8,328
	BlackRock	GM BlackRock Equity Dividend Fund C	0	142,855

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	Perkins	GM Perkins Mid Cap Value Fund C	0	71,787
	BlackRock	GM BlackRock U.S. Opportunities Port	0	41,123
	Goldman Sachs	GM Goldman Sachs Small Cap Value C	0	41,511
	Thornburg	GM Thornburg International Value Fund C	0	126,838
	MFS	GM MFS International Growth Fund C	0	63,616
	Merrill Lynch	GM BlackRock Ready Assets Prime Money	0	20,597
	Delaware	GM Delaware Diversified Income Fund C	0	196,861

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AFFORDABLE ENGINEERING SERVICES 401(K) PLAN **EIN:** 59-3812042
Plan Sponsor's Name AFFORDABLE ENGINEERING SERVICES **PN:** 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
	Participants Loan Account	Various Rates and Maturities	0	84,112