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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
VICTORIA AIR CONDITIONING, LTD. 401 K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

VICTORIA AIR CONDITIONING, LTD.

513 PROFIT DRIVE
VICTORIA, TX 77901

2b Employer Identification Number (EIN) 74-2807223

2c Sponsor's telephone number 361-578-5241

2d Business code (see instructions) 238220

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.	07/12/2012	GAY HEILKER
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BEN OR GAY HEILKER

513 PROFIT DRIVE
VICTORIA, TX 77901

3b Administrator's EIN
74-2153202

3c Administrator's telephone number
361-578-5241

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**	131
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**	92
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	137
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	131
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic 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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
VICTORIA AIR CONDITIONING, LTD. 401 K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VICTORIA AIR CONDITIONING, LTD.

D Employer Identification Number (EIN)
74-2807223

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

WELLS FARGO BANK, N.A.
ONE OCONNOR PLAZA
VICTORIA, TX 77901

94-3080771

(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)

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
VICTORIA AIR CONDITIONING, LTD. 401 K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VICTORIA AIR CONDITIONING, LTD.

D Employer Identification Number (EIN)
74-2807223

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)	100000	100000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1373	48
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	276086	212586
(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)	143447	146490
(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)	7309669	7030271
(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	7830575	7489395
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	16702	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	16702	
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7813873	7489395

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)	100000	
	(B) Participants	2a(1)(B)	299129	
	(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)		399129
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	172	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)	41853	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	5243	
	(F) Other	2b(1)(F)	11395	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58663
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	36842	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		36842
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2822021	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2420821	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		401200

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-613824	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-613824
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		282010
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	558951	
(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)		558951
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		40890
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)	6647	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6647
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		606488
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-324478
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) [X] Unqualified (2) [ ] 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: BUMGARDNER, MORRISON & CO, LLP (2) EIN: 74-1194944

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
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)

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
VICTORIA AIR CONDITIONING, LTD. 401 K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VICTORIA AIR CONDITIONING, LTD.

D Employer Identification Number (EIN)
74-2807223

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): 74-2153200

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** 0

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BUMGARDNER, MORRISON & COMPANY, L.L.P.

BMC

CERTIFIED PUBLIC ACCOUNTANTS

JOSEPH B. BUMGARDNER, CPA
(1911-2002)
JACK R. MORRISON, SR., CPA
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MEMBERS:
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TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
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JACK C. FITZGERALD, CPA
JACK R. MORRISON, JR., CPA

July 2, 2012

To the Administrative Committee of
the Victoria Air Conditioning, Ltd.
401(k) Profit Sharing Plan
Victoria, Texas

Independent Auditors' Report

We have audited the accompanying statements of net assets available for benefits of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Bumgardner, Morrison & Company, LLP

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VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
December 31, 2011

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
December 31, 2011:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 878,148	$ -	$ -	$ -	$ 878,148	$ 878,148	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	941,648	-	-	941,648	941,648	-
T Rowe Price Equity Fund	Mutual Fund	457,476	-	-	-	457,476	457,476	-
T Rowe Price Equity Fund	Mutual Fund	-	-	-	-	-	-	-
JP Morgan Small Cap Equity Fund	Mutual Fund	38,048	-	-	-	38,048	38,048	-
JP Morgan Small Cap Equity Fund	Mutual Fund	-	496,754	-	-	378,071	496,754	118,683
Wells Fargo Adv Capital Growth Fund	Mutual Fund	329,907	-	-	-	329,907	329,907	-
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	85,199	-	-	70,802	85,199	14,397

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Assets Held for Investment Purposes
Form 5500, Schedule H, Line 4i.
December 31, 2011 and 2010

	CUSIP	Interest Rate	Maturity Date	December 31, 2011 Cost	December 31, 2011 Fair Value	December 31, 2010 Cost	December 31, 2010 Fair Value
Corporate Bonds							
Federated Total Return Bond	31428Q507	N/A	N/A	$ 348,196	$ 367,333	$ 363,909	$ 381,366
Met West FDS Total Return Bond Fund	592905103	N/A	N/A	231,415	245,727	210,091	227,052
Wells Fargo Advantage- Total Return Bond Fund*	94975J599	N/A	N/A	595,801	621,688	627,722	635,976
Subtotal Corporate Bonds				1,175,412	1,234,748	1,201,722	1,244,394
Mutual Funds							
Goldman Sachs Small Cap Value Fund	38142V209	N/A	N/A	102,700	148,665	251,747	379,460
Harbor International Fund	411511652	N/A	N/A	265,587	283,774	246,435	305,068
Invesco Small Cap Growth Fund	00141M770	N/A	N/A	123,100	142,389	323,478	390,112
Janus Overseas Fund	47103C480	N/A	N/A	333,196	263,570	237,664	298,913
JP Morgan Small Cap Equity Fund	4812A1373	N/A	N/A	228,104	296,980	568,128	778,542
Mainstay Large Cap Growth Fund	56062X641	N/A	N/A	574,240	637,523	473,623	556,844
MFS Value Fund	55273H445	N/A	N/A	882,883	900,453	659,728	681,435
T Rowe Price Equity Income Fund	779547108	N/A	N/A	457,476	450,154	-	-
Thornburg International Value Fund	885215657	N/A	N/A	280,785	284,630	264,606	313,135
Wells Fargo Advantage- Capital Growth Fund*	949915631	N/A	N/A	1,245,835	1,310,214	986,730	1,120,003
Equity Value Fund*	94975J797	N/A	N/A	441,129	432,468	325,799	344,299
Growth Fund*	949915698	N/A	N/A	500,108	644,703	430,583	553,004
Intrinsic Value Fund*	94984B181	N/A	N/A	-	-	305,888	344,460
Subtotal Mutual Funds				5,435,143	5,795,523	5,074,409	6,065,275
Totals				$ 6,610,555	$ 7,030,271	$ 6,276,131	$ 7,309,669

* Party-in-interest

VICTORIA AIR CONDITIONING, LTD.

401(K) PROFIT SHARING PLAN

VICTORIA, TEXAS

Financial Statements

December 31, 2011 and 2010

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Financial Statements
December 31, 2011 and 2010

Table of Contents

Title	Page
Independent Auditors' Report	1
Statement of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-9
Supplemental Information	
Schedule of Assets Held for Investment Purposes	10
Schedule of Reportable Transactions	11-12

BUMGARDNER, MORRISON & COMPANY, L.L.P.

BMC

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July 2, 2012

To the Administrative Committee of
the Victoria Air Conditioning, Ltd.
401(k) Profit Sharing Plan
Victoria, Texas

Independent Auditors' Report

We have audited the accompanying statements of net assets available for benefits of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

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VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Statement of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments (at Fair Value)	$ 7,030,271	$ 7,309,669
Receivables		
Accrued earnings and other receivables	48	1,373
Employer's contribution	100,000	100,000
Notes receivable from participants	146,490	143,447
Total Receivables	246,538	244,820
Cash and Cash Equivalents	212,586	276,086
Total Assets	$ 7,489,395	$ 7,830,575
Liabilities		
Accounts Payable - Refunds	$ -	$ 16,702
Total Liabilities	-	16,702
Net Assets Available for Benefits	$ 7,489,395	$ 7,813,873

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

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Statement of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to		
Investment income		
Net appreciation (depreciation) in fair value of investments	$ (613,824)	$ 853,796
Interest and dividends	95,505	82,293
Gain (loss) on sale of investments	401,200	159,844
	(117,119)	1,095,933
Contributions		
Employer's	100,000	100,000
Participants'	299,129	331,425
Total Additions	282,010	1,527,358
Deductions from Net Assets Attributed to		
Benefits paid to participants	599,841	126,351
Administrative expenses	6,647	-
Total Deductions	606,488	126,351
Net Increase (Decrease)	(324,478)	1,401,007
Net Assets Available for Benefits		
Beginning of Year	7,813,873	6,412,866
End of Year	$ 7,489,395	$ 7,813,873

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

Note A Description of Plan

The following description of the Victoria Air Conditioning, Ltd. ("Company") 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a “salary reduction plan” also called a 401(k) plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan allows other employers to adopt its provisions. In addition to Victoria Air Conditioning, Ltd., Emerald Industries, LLC has also adopted the Plan’s provisions. Both companies are under common ownership.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, subject to the annual Internal Revenue Service dollar limit. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company’s contribution to the Plan is a discretionary amount that is determined by the Company’s board of directors. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. 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

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the remaining 50% of the participant’s vested account balance and bear interest at the national prime rate. Principal and interest is paid ratably through weekly payroll deductions. A loan application fee is charged to the participant’s pretax account.

Note A Description of Plan, Continued

Payment of Benefits

Upon death, disability, retirement, or termination of employment, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Installment payments are only allowed for required minimum distributions.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,580 and $8,821, respectively. These accounts will be allocated to participants eligible to share in the allocations based on eligible participant contributions.

Note B Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 2, 2012, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

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.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note C for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Note C Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of corporate bonds are based on the closing price reported on the active market where the individual securities are traded.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Corporate bonds	$ 1,234,748	$ -	$ -	$ 1,234,748
Mutual funds	5,795,523	-	-	5,795,523
Total assets at fair value	$ 7,030,271	$ -	$ -	$ 7,030,271

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Corporate bonds	$ 1,244,394	$ -	$ -	$ 1,244,394
Mutual funds	6,065,275	-	-	6,065,275
Total assets at fair value	$ 7,309,669	$ -	$ -	$ 7,309,669

Note D Investments

The Plan's investments are held in a bank-administered trust fund. The following presents investments that represent 5% or more of the Plan's net assets.

	2011		2010	
Wells Fargo Adv Total Return Bond Fund; 48,305 and 51,000 shares, respectively	$ 621,688	*	$ 635,976	*
JP Morgan Small Capital Equity Fund; 21,191 shares	-		778,542	*
Mainstay Large Capital Growth I Fund; 90,173 and 76,912 shares, respectively	637,523	*	556,844	*
MFS Value Fund; 40,289 and 29,914 shares, respectively	900,453	*	681,435	*
T Rowe Price Equity Income Fund; 19,521 shares	450,154	*	-	
Wells Fargo Adv Capital Growth Fund; 85,079 and 68,754 shares, respectively	1,310,214	*	1,120,004	*
Wells Fargo Adv Equity Value Fund; 35,653 shares	432,468	*	-	
Wells Fargo Adv Growth Fund; 18,003 and 16,508 shares, respectively	644,703	*	553,004	*

*Nonparticipant-directed

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $613,824 as follows:

Corporate Bonds	$ 16,663
Mutual Funds	(630,487)
	$ (613,824)

Note E Nonparticipant–Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	December 31, 2011	December 31, 2010
Net Assets		
Corporate bonds	$ 1,234,748	$ 1,244,394
Mutual funds	5,795,523	6,065,275
Participant loans	146,490	143,447
Cash and cash equivalents	212,586	276,086
	$ 7,389,347	$ 7,729,202

	Year Ended December 31, 2011
Changes in Net Assets	
Contributions	$ 382,829
Interest and dividends	85,435
Other income	11,395
Net depreciation	(613,824)
Net realized gain	401,200
Benefits paid to participants	(600,243)
Administrative expenses	(6,647)
	$ (339,855)

Note F Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Well Fargo Bank. Wells Fargo Bank is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note G Plan Termination

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

Note H Tax Status

The Plan is a Prototype Non-Standardized Profit Sharing Plan adopted under the Wells Fargo Bank Texas, N.A. Defined Contribution Master Plan and Trust Agreement. The Internal Revenue Service issued an opinion letter dated August 30, 2001, on the prototype plan, stating that the form of the plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees.

Note I 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 J Excess Contributions

Benefit distributions of $126,351 for 2010 include payables of $16,299 to certain active participants to return to them excess deferral contributions and earnings thereon as required to satisfy the relevant nondiscrimination provisions of the Plan for the year. These excess contributions were paid during the subsequent plan year. There were no excess deferral contributions in 2011.

Note K Administrative Expenses

Administrative expenses incurred in connection with the general administration of the Plan totaling $6,647 were paid by the Plan for the Plan year ended December 31, 2011. These expenses were paid by the Plan sponsor for the Plan year ended December 31, 2010.

Supplemental Information

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Assets Held for Investment Purposes
Form 5500, Schedule H, Line 4i.
December 31, 2011 and 2010

	CUSIP	Interest Rate	Maturity Date	December 31, 2011 Cost	December 31, 2011 Fair Value	December 31, 2010 Cost	December 31, 2010 Fair Value
Corporate Bonds							
Federated Total Return Bond	31428Q507	N/A	N/A	$ 348,196	$ 367,333	$ 363,909	$ 381,366
Met West FDS Total Return Bond Fund	592905103	N/A	N/A	231,415	245,727	210,091	227,052
Wells Fargo Advantage- Total Return Bond Fund*	94975J599	N/A	N/A	595,801	621,688	627,722	635,976
Subtotal Corporate Bonds				1,175,412	1,234,748	1,201,722	1,244,394
Mutual Funds							
Goldman Sachs Small Cap Value Fund	38142V209	N/A	N/A	102,700	148,665	251,747	379,460
Harbor International Fund	411511652	N/A	N/A	265,587	283,774	246,435	305,068
Invesco Small Cap Growth Fund	00141M770	N/A	N/A	123,100	142,389	323,478	390,112
Janus Overseas Fund	47103C480	N/A	N/A	333,196	263,570	237,664	298,913
JP Morgan Small Cap Equity Fund	4812A1373	N/A	N/A	228,104	296,980	568,128	778,542
Mainstay Large Cap Growth Fund	56062X641	N/A	N/A	574,240	637,523	473,623	556,844
MFS Value Fund	55273H445	N/A	N/A	882,883	900,453	659,728	681,435
T Rowe Price Equity Income Fund	779547108	N/A	N/A	457,476	450,154	-	-
Thornburg International Value Fund	885215657	N/A	N/A	280,785	284,630	264,606	313,135
Wells Fargo Advantage- Capital Growth Fund*	949915631	N/A	N/A	1,245,835	1,310,214	986,730	1,120,003
Equity Value Fund*	94975J797	N/A	N/A	441,129	432,468	325,799	344,299
Growth Fund*	949915698	N/A	N/A	500,108	644,703	430,583	553,004
Intrinsic Value Fund*	94984B181	N/A	N/A	-	-	305,888	344,460
Subtotal Mutual Funds				5,435,143	5,795,523	5,074,409	6,065,275
Totals				$ 6,610,555	$ 7,030,271	$ 6,276,131	$ 7,309,669

* Party-in-interest

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
December 31, 2011

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
December 31, 2011:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 878,148	$ -	$ -	$ -	$ 878,148	$ 878,148	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	941,648	-	-	941,648	941,648	-
T Rowe Price Equity Fund	Mutual Fund	457,476	-	-	-	457,476	457,476	-
T Rowe Price Equity Fund	Mutual Fund	-	-	-	-	-	-	-
JP Morgan Small Cap Equity Fund	Mutual Fund	38,048	-	-	-	38,048	38,048	-
JP Morgan Small Cap Equity Fund	Mutual Fund	-	496,754	-	-	378,071	496,754	118,683
Wells Fargo Adv Capital Growth Fund	Mutual Fund	329,907	-	-	-	329,907	329,907	-
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	85,199	-	-	70,802	85,199	14,397

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j, Continued
December 31, 2010

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
December 31, 2010:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 965,932	$ -	$ -	$ -	$ 965,932	$ 965,932	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	923,261	-	-	923,261	923,261	-
Janus Overseas Fund	Mutual Fund	205,629	-	-	-	205,629	205,629	-
Janus Overseas Fund	Mutual Fund	-	319,036	-	-	241,896	319,036	77,140
Goldman Sachs Strd Intl Equity	Mutual Fund	262,206	-	-	-	262,206	262,206	-
Goldman Sachs Strd Intl Equity	Mutual Fund	-	723,144	-	-	716,455	723,144	6,689
Wells Fargo Adv Equity Value Fund	Mutual Fund	159,186	-	-	-	159,186	159,186	-
Wells Fargo Adv Equity Value Fund	Mutual Fund	-	333,412	-	-	358,140	333,412	(24,728)
Harbor International Fund	Mutual Fund	220,789	-	-	-	220,789	220,789	-
Harbor International Fund	Mutual Fund	-	309,378	-	-	250,881	309,378	58,497
Wells Fargo Adv Capital Growth Fund	Mutual Fund	580,079	-	-	-	580,079	580,079	-
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	37,349	-	-	35,357	37,349	1,992
Mainstay L/C Growth Fund	Mutual Fund	295,648	-	-	-	295,648	295,648	-