

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 <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 <u>EL FENIX CORPORATION 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>10/01/1989</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>EL FENIX CORPORATION</u> <u>11075 HARRY HINES BLVD.</u> <u>DALLAS, TX 75229</u>	2b Employer Identification Number (EIN) <u>75-1299243</u> 2c Sponsor's telephone number <u>972-241-2171</u> 2d Business code (see instructions) <u>722110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/02/2012</u>	<u>ROBERT MORRISON</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") EL FENIX CORPORATION 11075 HARRY HINES BLVD. DALLAS, TX 75229	3b Administrator's EIN 75-1299243 3c Administrator's telephone number 972-241-2171
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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
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5 Total number of participants at the beginning of the plan year	5	615
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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	588
b Retired or separated participants receiving benefits.....	6b	30
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	618
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	618
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	148
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2R 3D 3H

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **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) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

A Name of plan EL FENIX CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 EL FENIX CORPORATION	D Employer Identification Number (EIN) 75-1299243	

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

(a) Name of insurance carrier

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	160-80452	148	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
478	120

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

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

SECURITIES AMERICA, INC.
12325 PORT GRACE BLVD.
LA VISTA, NE 68128-0001

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
160		ADMINISTRATION	4

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

MICHAEL DUKE
9696 SKILLMAN ST. SUITE 380
DALLAS, TX 75234

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	120	ADMINISTRATIVE OVERRIDE	5

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

NFP SECURITIES, INC.

1250 CAPITAL OF TEXAS, HWY S
BUILDING 2 STE 125
AUSTIN, TX 78746-3300

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
155	0	ADMINISTRATION	4

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

RAYMOND JAMES FINANCIAL SRVCS

P O BOX 14527
ST PETERSBURG, FL 33733-4527

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
163	0	ADMINISTRATION	4

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 154292**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 176452**c** Additions: (1) Contributions deposited during the year **7c(1)** 3069(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 488(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 0(6) Total additions **7c(6)** 3557**d** Total of balance and additions (add **b** and **c(6)**). **7d** 180009**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 12835(2) Administration charge made by carrier **7e(2)** 0(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 12882

▶ LOAN WITHDRAWAL

(5) Total deductions **7e(5)** 25717**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 154292

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>EL FENIX CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EL FENIX CORPORATION</u>	D Employer Identification Number (EIN) <u>75-1299243</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

AMERICA S 401K, INC.

9696 SKILLMAN STREET
SUITE 380
DALLAS, TX 75243-8324

75-2261114

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17	NONE	7285	Yes ☒ No ☐	Yes ☐ No ☒	2422	Yes ☐ No ☒

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

MEEDER ADVISORY SERVICES, INC.

6125 MEMORIAL DRIVE
DUBLIN, OH 43017

31-1332744

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 26	NONE	7004	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19	NONE	8660	Yes ☒ No ☐	Yes ☐ No ☒	7209	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
AMERICA S 401K, INC.	15 17	2422
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	1,556.44 ADVISORY/SERVICE PROVIDER FEE 865.31 ADMINISTRATIVE SERVICES FEE/OV	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
NATIONWIDE	49 64	2724
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MEEDER ADVISORY SERVICES, INC. 6125 MEMORIAL DRIVE DUBLIN, OH 43017 31-1332744	ADVISORY/SERVICE PROVIDER FEE	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
NATIONWIDE	15 49	2669
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
FLEX-FUNDS 6125 MEMORIAL DRIVE DUBLIN, OH 43017	MUTUAL FUND PAYMENTS	

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
NATIONWIDE	15 19	7209
(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RAYMOND JAMES FINANCIAL SERVICES	26 51	1059
(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.
RAYMOND JAMES FINANCIAL SERVICES 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716	ADVISOR/SERVICE PROVIDER FEE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
SECURITIES AMERICA, INC.	26 51	1027
(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.
SECURITIES AMERICA, INC. 12325 PORT GRACE BLVD. LA VISTA, NE 68128	ADVISOR/SERVICE PROVIDER FEE	

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan EL FENIX CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 EL FENIX CORPORATION	D Employer Identification Number (EIN) 75-1299243	

Part I	Asset and Liability Statement
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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)	17306	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	57513	56708
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1155195	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	176452	154292
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	1406466	211000

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1406466	211000
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	114003	
(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)		114003

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	136	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		136
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		

		(a) Amount	(b) Total
2b (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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		-66649
d Total income. Add all income amounts in column (b) and enter total.....	2d		47490

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	149741	
(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)		149741
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)	7282	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8908	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16190
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		165931

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-118441
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		1077025

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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 ☐ No

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

(1) Name: MONTGOMERY COSCIA GREILICH, LLP

(2) EIN: 75-2919818

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.).....	☒	☐	23654
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
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.	☐	☐	

- 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)

HARTFORD AFFILIATED ERS RETIRE PLAN FBO EL FENIX

5b(2) EIN(s)	5b(3) PN(s)
27-3523833	001

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

A Name of plan <u>EL FENIX CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EL FENIX CORPORATION</u>	D Employer Identification Number (EIN) <u>75-1299243</u>

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	<u>0</u>
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): <u>31-1592130</u> <u>31-4156830</u> 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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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): _____

EL FENIX CORPORATION 401(K) PLAN

*FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES
WITH INDEPENDENT AUDITOR'S REPORT*

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

EL FENIX CORPORATION 401(K) PLAN

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Note: Supplemental schedules, other than those listed above, are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Montgomery Coscia Greilich LLP

Certified Public Accountants

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Independent Auditor's Report

To the Participants of the
El Fenix Corporation 401(k) Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the El Fenix Corporation 401(k) Plan (the "Plan") as of January 3, 2012, and December 31, 2011, and 2010, and the related statements of changes in net assets available for benefits for the period from January 1, 2012 through January 3, 2012, and for the year ended December 31, 2011, and the supplemental schedules of Schedule H, line 4a – schedule of delinquent participant contributions for the year end December 31, 2011, and schedule H, line 4i schedule of assets (held at end of year) as of December 31, 2011. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Sections 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 4, which was certified by Nationwide Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 Trustee as of January 3, 2012, December 31, 2011 and 2010, and for the period from January 1, 2012 through January 3, 2012, and for the year ended December 31, 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedules 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. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Montgomery Coscia Greilich LLP

Plano, Texas

September 24, 2012

EL FENIX CORPORATION 401(K) PLAN
Statements of Net Assets Available for Benefits
January 3, 2012 and December 31, 2011 and 2010

	<u>January 3, 2012</u>	<u>December 31, 2011</u>	<u>December 31, 2010</u>
ASSETS			
Investments, at fair value:			
Mutual funds of registered investment companies	\$ -	\$ -	\$ 1,155,195
Insurance company general account	-	154,292	176,452
Total investments	<u>-</u>	<u>154,292</u>	<u>1,331,647</u>
Notes receivable from participants	-	56,708	57,513
Receivables:			
Participant contributions	-	-	-
Employer contributions	-	-	17,306
Total receivables	<u>-</u>	<u>-</u>	<u>17,306</u>
Net assets available for benefits	<u>-</u>	<u>211,000</u>	<u>1,406,466</u>

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

EL FENIX CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Period From January 1, 2012 through January 3, 2012 and For the Year Ended December 31, 2011

	For the Period From January 1, 2012 through January 3, 2012	For the Year Ended December 31, 2011
Additions to net assets available for plan benefits attributed to:		
Investment income (loss):		
Interest on notes receivable from participants	\$ -	\$ 136
Net appreciation (depreciation) in fair value of investments	16,105	(66,649)
Total investment income (loss)	<u>16,105</u>	<u>(66,513)</u>
Contributions:		
Participants	-	114,003
Employer	-	-
Total contributions	<u>-</u>	<u>114,003</u>
Total investment income and contributions	<u>16,105</u>	<u>47,490</u>
Deductions from net assets attributed to:		
Benefits paid directly to participants	-	(149,741)
Administrative expenses	(8,520)	(16,190)
Plan merger out	(218,585)	(1,077,025)
Total deductions	<u>(227,105)</u>	<u>(1,242,956)</u>
Net decrease	(211,000)	(1,195,466)
Net assets available for benefits:		
Beginning of period/year	\$ 211,000	\$ 1,406,466
End of period/year	<u>\$ -</u>	<u>\$ 211,000</u>

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

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN

GENERAL

The El Fenix Corporation 401(k) Plan (the “Plan”) is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Plan was established on October 1, 1989, and covers substantially all employees of Firebird Construction, LLC, Meso Maya, LLC, and Sunrise Foods Acquisition, LLC (collectively the “Company”). The Plan’s Trustee is the Nationwide Trust Company (“Nationwide”). America’s 401k (the “Recordkeeper”) has been retained to provide recordkeeping services for the Plan. The following description provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

On December 15, 2011, the Plan entered into a group variable funding agreement with The Hartford Life Insurance Company. Accordingly, on December 31, 2011, and January 3, 2012, Plan assets totaling \$1,077,025 and \$218,585 were transferred to The Hartford Affiliated Employers Retirement Savings Plan.

ELIGIBILITY AND PARTICIPANT ACCOUNTS

Employees become eligible for participation at the next entry date after reaching the age of twenty-one and after completing one year (or 1,000 qualified hours of service), as defined by the Plan document. Subject to certain limitations on annual additions, each participant’s account is credited with employee elective deferrals, Company matching contributions, and an allocation of Plan earnings and charged with administrative expenses. The allocations are based on participant account balances, as defined. Participants may modify investment elections, transfer existing account balances, and obtain information regarding the investments on a daily basis.

CONTRIBUTIONS

The Plan is funded through employee elective deferrals and Company contributions. A participant may elect to contribute up to 100% of his or her pretax compensation, subject to certain maximum limitations imposed by the Internal Revenue Code (“IRC”) (\$16,500 for the calendar year ended 2011). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC (\$5,500 for 2011). Rollover contributions representing distributions from other qualified defined benefit or contribution plans are permitted by the Plan.

The Plan allows for discretionary Company contributions into the Plan. No employer contributions were made for the year ended December 31, 2011 or for the period from January 1, 2012 through January 3, 2012.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN, CONTINUED

DISTRIBUTIONS TO PARTICIPANTS

Upon normal retirement age, death, disability, or termination, a participant's benefits are payable in a lump-sum amount equal to 100% of the participant's vested account balance. Employees may also make hardship withdrawals on the balance of their account related to their elective deferral contributions. Account balances of \$1,000 or less at the time of distribution will be "cashed out" as an involuntary lump sum distribution.

INVESTMENT OPTIONS

The Plan provides for contributions to be invested by the participants among a variety of mutual funds and a stable value fund in accordance with participant investment elections and the provisions of the trust agreement. Participants should refer to the Plan website for additional fund information.

VESTING

Participants are immediately vested in elective deferrals and qualified non-elective contributions plus actual earnings, thereon. Vesting in the Company's matching contributions plus actual earnings, thereon, is 100% vested after three years of service. Participants who leave the Company before they are fully vested in the Company's contributions forfeit their nonvested portion.

FORFEITURES

The Plan authorizes the use of forfeitures related to the Company's discretionary match or discretionary profit sharing contributions to be applied towards the reduction of future employer contributions or be used to pay expenses associated with the operation and administration of the Plan. At January 3, 2012 and December 31, 2011, forfeitures were \$0. No forfeitures were used to reduce employer contributions for the year ended December 31, 2011, or for the period from January 1, 2012 through January 3, 2012.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN, CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

Borrowings are available to all participants. Notes receivable from participants are limited to a minimum of \$1,000 up to a maximum of 50% of their vested account balance, subject to certain restrictions as defined by the Internal Revenue Service ("IRS"). A one-time origination fee is charged at the inception of the note receivable. Note terms range from 1-5 years, unless for the purchase of a primary residence which may be up to 10 years. A participant may not have more than one note outstanding at any time. The notes receivable from participants are secured by the vested balance in the participant's account and bear interest based on the prime rate obtained from the Federal Reserve Bank of New York plus 1%. Maturity dates as of December 31, 2011, ranged from March 2012 through May 2016, and the notes bear interest at rates between 3.25% and 8.25%. Maturity dates as of December 31, 2010, ranged from February 2011 through July 2015, and the notes bear interest at rates between 3.25% and 9.25%. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections.

ADMINISTRATIVE EXPENSES

Distribution and loan fees are charged directly to the requesting participant's account. All other costs and expenses of the Plan and its administration, including all fees and expenses of the Trustee, are paid by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the accrual method in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

BENEFITS

Benefits are recorded when paid.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

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. 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. The income earned on participant accounts is allocated on a daily basis using the previous day's ending account balance. Net appreciation includes the Plan's gain and losses on the investments bought and sold, as well as held during the year.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon terms of the plan document or loan policy of the Plan.

RECLASSIFICATION

Certain reclassifications have been made to prior period amounts to conform to the current period presentation.

NOTE 3 – FAIR VALUE MEASUREMENTS

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

In May 2011, the FASB issued ASU No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 will require reporting entities to disclose quantitative information about the unobservable inputs used in the fair value measurements categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for all transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for interim and annual reporting periods beginning after December 15, 2011. At this time, Plan management is evaluating the implications of ASU 2011-04 but does not believe it will have a material impact on the financial statements.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 Significant observable inputs other than quoted prices in active markets for which inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

In establishing a fair value hierarchy for the Plan's investments in accordance with ASC 820, the following value methodologies were used for each type of investment:

Mutual funds of registered investment companies: Valued at the net asset value ("NAV") or quoted market prices of shares held by the plan at year end.

Insurance Company General Account: Valued at contract value less any contingent deferred sales charge, if applicable, and Market Value Adjustment.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. The Plan believes its valuation methods are appropriate and consistent with other market participants; even so, 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.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Insurance company general account:				
Fixed Contracts	-	-	154,292	154,292
Total assets at fair value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 154,292</u>	<u>\$ 154,292</u>

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds				
Growth Funds	\$ 402,103	\$ -	\$ -	\$ 402,103
Target Date Funds	65,958	-	-	65,958
Income Funds	27,224	-	-	27,224
Bond Funds	140,623	-	-	140,623
International Funds	44,649	-	-	44,649
Value Funds	17,587	-	-	17,587
Balanced Funds	181,890	-	-	181,890
Real Estate Funds	7,840	-	-	7,840
Blended Funds	198,751	-	-	198,751
Other Funds	68,570	-	-	68,570
Total Mutual Funds	<u>1,155,195</u>	<u>-</u>	<u>-</u>	<u>1,155,195</u>
Insurance company general account:				
Fixed Contracts	-	-	176,452	176,452
Total assets at fair value	<u>\$ 1,155,195</u>	<u>\$ -</u>	<u>\$ 176,452</u>	<u>\$ 1,331,647</u>

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED

The following table sets forth a summary of the changes in the fair value of the Plan's Level 3 assets for the period January 1, 2012 through January 3, 2012 and for the year ended December 31, 2011:

	2012	2011
Beginning balance	\$ 154,292	\$ 176,452
Interest	23	488
Other	7,562	(6,794)
Purchase, issuances, settlements	(161,877)	(15,854)
Ending balance	<u>\$ -</u>	<u>\$ 154,292</u>

NOTE 4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by the Nationwide Trust Company, the Trustee and a party-in-interest as defined by ERISA, as of January 3, 2012, December 31, 2011 and 2010, and for the period from January 1, 2012 through January 3, 2012 and for the year ended December 31, 2011, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule. This information consists of the following:

EL FENIX CORPORATION 401(K) PLAN**NOTES TO FINANCIAL STATEMENTS**

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED), CONTINUED

	January 1, 2012 through January 3, 2012	December 31, 2011	December 31, 2010
Mutual funds of registered investment companies	\$ -	\$ -	\$ 1,155,195
Fixed contract at fair value	-	154,292	176,452
Total Investments	<u>\$ -</u>	<u>\$ 154,292</u>	<u>\$ 1,331,647</u>
Notes receivable from participants	<u>\$ -</u>	<u>\$ 56,708</u>	<u>\$ 57,513</u>
Interest on notes receivable from participants	<u>\$ -</u>	<u>\$ 136</u>	
Net appreciation (depreciation) in fair value of registered investment companies	<u>\$ 16,105</u>	<u>\$ (66,649)</u>	

NOTE 5 – PARTY IN INTEREST TRANSACTIONS

Plan investments include shares of mutual funds and a fixed income contract, which are managed by Nationwide Trust Company. Nationwide Trust Company acted in capacity as Trustee during the year; therefore, these investments qualify as party-in-interest investments.

NOTE 6 – TAX STATUS OF THE PLAN

The Plan is based on a prototype plan developed by Underwood Perkins & Ralston, PC, which received a favorable opinion letter dated March 31, 2008, from the IRS stating that the prototype plan constitutes a qualified plan under Section 401 of the IRC. The Company believes the Plan, as adopted, is operating within the guidelines of the IRC, and continues to be tax exempt. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 6 – TAX STATUS OF THE PLAN, CONTINUED

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. 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 examination for years prior to 2008.

NOTE 7 - INVESTMENTS

At December 31, 2011, the following investment values represented 5% or more of net assets:

	2011
Best of America - Fixed	\$ 154,292

At December 31, 2010, the following investment values represented 5% or more of net assets:

	2010
AmeriFunds - Fundamental Investment	\$ 71,411
Best of America - Fixed	176,452
Flex Defined Balance	181,890
Flex Dynamic Growth	146,308
Flex Strategic Growth	193,823
Flex Muirfield	106,000
Other investments	455,763

The Plan invests in the Best of America fixed contract, which is a non-fully benefit responsive investment. The investment in the fixed contract earns interest at a crediting rate reflected by the amortization of realized and unrealized gains and losses in the underlying portfolio of the fund. From time to time, the crediting rates earned by the Plan for this fund may differ from current market interest rates. Factors that might influence future crediting rates include, but are not limited to, portfolio cash flows and performance, current market interest rates for reinvestment, duration posture, credit downgrades, the unexpected receipt of principal and interest payments and extraordinary withdrawals. At December 31, 2011 and 2010, the Plan Sponsor stated the fixed contract at fair value.

At December 31, 2011 and 2010, the average yield earned by the Plan for the Best of America Value Fund, respectively, was 1% and 2%, respectively, which approximated the actual interest rate credited to Plan participants invested in this fund.

EL FENIX CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

JANUARY 3, 2012, DECEMBER 31, 2011 AND 2010

NOTE 8 – DELINQUENT CONTRIBUTIONS

During 2011, employee withholdings in the amount of \$23,654 were unintentionally late in being transferred to the Plan.

NOTE 9 – RECONCILIATION TO THE 2011 FORM 5500, SCHEDULE H

There are no material reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the year ended December 31, 2011.

NOTE 10 – SUBSEQUENT EVENTS

The Company has evaluated events or transactions occurring after December 31, 2011, the Statement of Net Assets Available for Benefits date, through September 24, 2012, the date the financial statements were issued, and determined no such events or transactions which would impact our financial statements for the year ended December 31, 2011.

SUPPLEMENTAL SCHEDULES

EL FENIX CORPORATION 401(K) PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Employer ID Number: 75-1482994, Plan Number 002
For the Year Ended December 31, 2011

Total That Constitutes Nonexempt Prohibited Transactions									
					Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51		
Participant Contributions Transferred Late to the Plan				Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected				
Amount Withheld	Date Withheld	Date Remitted							
\$ 4,973	9/30/2011	11/2/2011	X	\$ 4,973	\$ -	\$ -	\$ -		
\$ 4,748	10/14/2011	11/2/2011	X	4,748	-	-	-		
\$ 4,597	11/10/2011	11/22/2011	X	4,597	-	-	-		
\$ 4,684	11/25/2011	12/9/2011	X	4,684	-	-	-		
\$ 4,652	12/9/2011	1/3/2012	X	4,652	-	-	-		
\$ 23,654				\$ 23,654	\$ -	\$ -	\$ -		

See independent auditor's report on supplemental schedules

EL FENIX CORPORATION 401(K) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
Employer ID Number: 75-1482994, Plan Number 002
December 31, 2011

(a)	(b)	(c)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
	Fixed contracts		
	Nationwide Trust Company	Best of America - Fixed	\$ 154,292
	Total fixed contracts, at fair value		154,292
	Notes receivable from participants:		
		Notes receivable from participants with interest rates at 3.25% to 8.25% and maturity dates of March 2012 through May 2016	
*	Plan participants		56,708
	Total		\$ 211,000

* A party-in-interest as defined by ERISA.

See independent auditor's report on Supplemental Schedule.

[illegible]

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2011 and Ending 12/31/2011

Name of Plan: El Fenix Corporation 401(k) Plan

Employer Identification Number: 75-1299243 Three-digit plan number: 001

[illegible]