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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SOUTHWEST SHIPYARD L.P. 401(K) SAVINGS AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1990

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

SOUTHWEST SHIPYARD, L.P.

18310 MARKET STREET
CHANNELVIEW, TX 77530

18310 MARKET STREET
CHANNELVIEW, TX 77530

2b Employer Identification Number (EIN)
76-0515702

2c Sponsor's telephone number
281-860-3200

2d Business code (see instructions)
336610

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2012	M ELMA DAVILA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2012	JAMES TANNER
	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")
SOUTHWEST SHIPYARD, L.P.

18310 MARKET STREET
CHANNELVIEW, TX 77530

3b Administrator's EIN
76-0515702

3c Administrator's telephone number
281-860-3200

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**	360
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**	372
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	396
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	396
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	170
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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:
2E 2F 2G 2J 2K 2T 3D

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
SOUTHWEST SHIPYARD L.P. 401(K) SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHWEST SHIPYARD, L.P.

D Employer Identification Number (EIN)
76-0515702

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)

FID.INV.INST.OPS.CO.

04-2647786

(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?
37 64 65	RECORDKEEPER	2800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORGAN STANLEY SMITH BARNEY

26-4310632

(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?
49 99	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	308	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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
SOUTHWEST SHIPYARD L.P. 401(K) SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHWEST SHIPYARD, L.P.

D Employer Identification Number (EIN)
76-0515702

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2400992	2459857
(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)	321903	273083
(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)	4852862	5118035
(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	7575757	7850975
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7575757	7850975

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)	198976	
	(B) Participants	2a(1)(B)	551600	
	(C) Others (including rollovers)	2a(1)(C)	179678	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		930254
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	240	
	(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)	14777	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15017
	(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)	139959	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		139959
	(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)		
(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)		-302243
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		782987
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	476579	
(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)		476579
f Corrective distributions (see instructions)	2f		28383
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2807	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2807
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		507769
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		275218
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HAM, LANGSTON, & BREZINA (2) EIN: 76-0448495

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**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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
SOUTHWEST SHIPYARD L.P. 401(K) SAVINGS AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHWEST SHIPYARD, L.P.

D Employer Identification Number (EIN)
76-0515702

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2011 and 2010

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

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HOUSTON, TEXAS 77034
PHONE (281) 481-1040
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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Southwest Shipyards, L.P. 401(k) Savings and Retirement Plan:

We were engaged to audit the Statements of Net Assets Available for Benefits of Southwest Shipyards, L.P. 401(k) Savings and Retirement Plan (the "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, and the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such 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 and for the years ended December 31, 2011 and 2010, that the investment 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 schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Houston, Texas
October 1, 2012

Ham, Langston & Brezina, L.L.P.

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value (See Notes 2, 3, and 4)	$7,577,892	$7,253,856
Receivables:		
Participant contributions	20,982	19,293
Employer contributions	8,343	7,458
Participant notes receivable	273,083	321,903
Total receivables	302,408	348,654
Total assets	7,880,300	7,602,510
Liabilities:		
Excess contributions payable	13,150	25,979
Net assets available for benefits	$7,867,150	$7,576,531

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

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2011 and 2010

	2011	2010
Investment (loss) income:		
Dividends and interest	$ 140,199	$ 75,982
Net (depreciation) appreciation in fair value of registered investment companies (mutual funds)	(302,245)	581,236
Total investment (loss) income	(162,046)	657,218
Interest income from participant notes receivable	14,777	16,088
Contributions:		
Participant	540,139	487,563
Rollover	179,678	-
Employer	199,861	191,610
Total contributions	919,678	679,173
Total (loss) income and contributions	772,409	1,352,479
Deductions from net assets attributed to:		
Benefits paid to participants	478,983	271,970
Administrative fees	2,807	2,526
Total deductions	481,790	274,496
Net increase in net assets available for benefits	290,619	1,077,983
Net assets available for benefits, beginning of year	7,576,531	6,498,548
Net assets available for benefits, end of year	$7,867,150	$7,576,531

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

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Southwest Shipyards, L.P. (the "Company") 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established, effective October 10, 1990, as a defined contribution plan covering all full-time employees of the Company who are age 21 or older and who have completed one year of service. One year of service means the first twelve months of employment or any Plan year during which an employee is credited with one thousand (1,000) or more hours of service with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The Plan is administered by the Company (the "Plan Administrator"). Fidelity Management Trust Company (the "Trustee") serves as the Plan's Trustee.

Contributions

Each year participants may contribute a portion of their pretax annual compensation not to exceed the limitation ($16,500 in 2011 and 2010), set forth in Section 402(g) of the Internal Revenue Code ("IRC"). Participants may also rollover amounts representing distributions from other qualified plans. Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions for years ended December 31, 2011 and 2010 cannot exceed $5,500, respectively.

The Company matches 50% of the first 6% of base compensation that a participant contributes to the Plan. The Plan also provides for discretionary employer contributions to be contributed at the option of the Company. During the years ended December 31, 2011 and 2010, the Company made matching contributions of $199,861 and $191,610, respectively. No discretionary employer contributions were made in 2011 or 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution, Plan earnings, the Company's matching contribution and allocations of any discretionary employer contributions. Allocations of net Plan earnings are based on the ratio of the participant's account balance to all participant account balances within each fund, as defined by the Plan. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Continued

1. Description of Plan, continued

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the Company matching and discretionary contribution portion of a participant's account plus actual earnings thereon is based on years of continuous service according to the following schedule:

Years of Service	Percentage
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

A participant is also 100% vested in all Company contributions upon the following: reaching retirement age of 59½ years, termination of employment by reason of total and permanent disability or death, reaching the age of 65 while employed at the Company, or termination of the Plan.

Participant Notes Receivable

Participants may borrow from their fund accounts at a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of the participant's vested account balance. Loan terms range from 1 to 5 years or up to 10 years for the purchase of a primary residence. The loans are secured by up to 50% of the vested balance in the participant's account and bore interest at a rate of 5.25% during the years ended December 31, 2011 and 2010, commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest payments are made by means of payroll withholdings according to the terms of the respective promissory note. Under the terms of the Plan, a participant may have only one loan at any given time. Participant notes receivable outstanding at December 31, 2011 and 2010 totaled $273,083 and $321,903, respectively.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Instead of a lump-sum amount, a participant may elect to receive his or her vested account balance in monthly, quarterly, semiannual, or annual installments. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as a rollover to another plan or a lump-sum distribution.

Forfeited Accounts

All employer contributions credited to a participant's account, but not vested, are forfeited by the participant upon termination. Such forfeited balances are used to pay Plan expenses or to reduce employer contributions. As of December 31, 2011 and 2010, forfeited nonvested accounts totaled $3,349 and $13,508, respectively. During the year ended December 31, 2011 forfeitures of $17,845 were used to reduce employer contributions. During the year ended December 31, 2010 no forfeitures were used to pay plan expenses or to reduce employer contributions.

Continued

1. Description of Plan, continued

Administrative Expenses

Trustee and administrative fees may be paid by the Company, at its discretion, or may be paid by the Plan. Expenses incurred for transfer and loan transactions are deducted from the participant's account. Trustee and administrative fees paid by the Company on behalf of the Plan were $10,289 and $10,268 for the years ended December 31, 2011 and 2010, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options which are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

Investment Valuation and Revenue Recognition

The Plan's investments in registered investment companies (mutual funds) and money market funds are reported at fair value based upon quoted market prices in an active market when available or at estimated fair value as determined by the trustee when quoted market prices are unavailable.

Net (depreciation) appreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized (depreciation) appreciation of investments held at the end of the year. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU No. 2010-06"). ASU No. 2010-06 amends the disclosure requirements of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (“ASC 820”) and requires new disclosures regarding (a) transfers in and out of levels 1 and 2 and (b) activity in level 3 fair value measurements. ASU No. 2010-06 also provides amendments to ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either levels 2 or 3. ASU No. 2010-06 is effective for periods ending after December 15, 2009 (except for the level 3 roll forward which is effective for periods beginning after December 15, 2010). The adoption of ASU No. 2010-06 did not have a significant impact on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *"Reporting Loans to Participants by Defined Contribution Pension Plans."* ASU No. 2010-25 changed the reporting of loans to participants. Prior to ASU No. 2010-25, loans to participants were reported as investments at fair value. ASU No. 2010-25 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010. The Plan adopted ASU No. 2010-25 in the 2010 financial statements, applied retrospectively for all periods presented. The adoption of ASU No. 2010-25 was not significant as the unpaid principal balance plus accrued interest of loans to participants approximated fair value.

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements), to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. These amendments are effective for the Plan’s 2012 financial statements. The adoption of these amendments is not expected to have a material effect on the Plan’s financial statements.

Benefit Payments

Benefits are recorded when paid.

3. Investments

The following table presents the Plan’s investments. Investments that represent 5% or more of the Plan’s net assets are separately identified.

	2011	2010
Fidelity Treasury Fund	$2,459,857	$2,400,992
Fidelity Advisor Equity Income Fund	771,992	707,422
Fidelity Advisor Small Cap Fund	634,880	710,007
Fidelity Advisor Intermediate Bond Fund	528,540	469,503
Investments less than 5% of the Plan's net assets	3,182,623	2,965,932
Total investments	$7,577,892	$7,253,856

Continued

4. Fair Value Measurements

ASC Topic 820, establishes a 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). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or 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. Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Funds: Valued based on observable market quotations and are priced on a daily basis at the close of business.

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. Furthermore, while 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.

Fair Value Measurements, continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value for years ended December 31, 2011 and 2010:

	Assets at Fair Value at December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Bond funds	$ 3,171,753	-	-	$ 3,171,753
Growth funds	1,028,440	-	-	1,028,440
Target date funds	842,160	-	-	842,160
Blended funds	1,438,027	-	-	1,438,027
Value funds	1,097,512	-	-	1,097,512
Total assets at fair value	$ 7,557,892	$ -	$ -	$ 7,557,892

	Assets at Fair Value at December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Bond funds	$ 3,045,604	-	-	$ 3,045,604
Growth funds	959,376	-	-	959,376
Target date funds	701,773	-	-	701,773
Blended funds	1,461,907	-	-	1,461,907
Value funds	1,085,196	-	-	1,805,196
Total assets at fair value	$ 7,253,856	$ -	$ -	$ 7,253,856

5. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2011 and 2010:

	2011	**2010**
Investment in mutual funds	$7,557,892	$7,253,856
Participant notes receivable	$ 273,083	$ 321,903

5. Information Certified by the Trustee (Unaudited), continued

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010:

	2011	2010
Investment income:		
Dividends and Interest	$ 140,199	$ 75,982
Net appreciation (depreciation) in fair value of investments in registered investment companies (mutual funds)	(302,245)	581,236
Total investment income (loss)	$ (162,046)	$ 657,218
Interest from participant notes receivable	$ 14,777	$ 16,088

c. All information included in Schedule H, Line 4i – Schedule of Assets (Held At End of Year) at December 31, 2011, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Tax Status

The Plan is based on a non-standardized prototype plan. The Plan received an opinion letter from the Internal Revenue Service dated March 31, 2008. The Plan has been updated since the latest opinion letter, however, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and accordingly, that the trust maintained in connection with the Plan is tax exempt.

7. Plan Termination

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

8. Party-In-Interest Transactions

Certain Plan investments are in accounts managed by the Plan trustee. In addition, the Plan allows participants to borrow from their vested balances. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Continued

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	$ 7,867,150	$ 7,576,531
Participant contributions receivable	(20,982)	(19,293)
Employer contributions receivable	(8,343)	(7,458)
Excess contributions payable	13,150	25,979
Other	-	(2)
Net assets available for benefits per the Form 5500	$ 7,850,975	$ 7,575,757

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Net increase (decrease) in net assets available for benefits per the financial statements	$ 290,619	$ 1,077,983
Participant contributions receivable - prior year	19,293	17,661
Employer contributions receivable - prior year	7,458	6,763
Participant contributions receivable - current year	(20,982)	(19,293)
Employer contributions receivable - current year	(8,343)	(7,458)
Excess contributions payable – prior year	(25,979)	(37,923)
Excess contributions payable – current year	13,150	25,979
Other	2	(2)
Net increase (decrease) in net assets available for benefits per Form 5500	$ 275,218	$ 1,063,710

10. Subsequent Events

Plan management has evaluated subsequent events through October 1, 2012, the issuance date of the report, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2011

EIN: 76-0515702
PN: 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) Current Value***
*	Fidelity Investments	Money Market Fund – Treasury Fund	$ 2,459,857**
*	Fidelity Investments	Mutual Fund - Advisor Equity Income Fund	771,992**
*	Fidelity Investments	Mutual Fund - Advisor Small Cap Fund	634,880**
*	Fidelity Investments	Mutual Fund - Advisor Intermediate Bond Fund	528,540**
*	Fidelity Investments	Mutual Fund - Advisor Equity Growth Fund	296,216
*	Fidelity Investments	Mutual Fund - Advisor Freedom 2020	288,032
*	Fidelity Investments	Mutual Fund - Advisor Diversified Growth Fund	278,248
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*	Fidelity Investments	Mutual Fund - Advisor Value Strategy Fund	258,519
*	Fidelity Investments	Mutual Fund - Advisor Freedom 2025	223,051
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*	Fidelity Investments	Mutual Fund - Advisor Growth Opportunities Fund	198,860
*	Fidelity Investments	Mutual Fund - Advisor Growth & Income Fund	188,494
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*	Fidelity Investments	Mutual Fund - Advisor Mid Cap Fund	164,945
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*	Fidelity Investments	Mutual Fund - Advisor Freedom 2010	90,880
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*	Fidelity Investments	Mutual Fund - Advisor Equity Value Fund	67,001
*	Fidelity Investments	Mutual Fund - Advisor International Cap Appreciation Fund	66,622
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*	Fidelity Investments	Mutual Fund - Advisor Freedom 2040	14,080
*	Fidelity Investments	Mutual Fund – Advisor Freedom 2045	7,828
*	Fidelity Investments	Mutual Fund - Advisor Freedom 2005	7,292
*	Fidelity Investments	Mutual Fund - Advisor Freedom 2050	6,230
*	Fidelity Investments	Mutual Fund - Advisor Freedom Income	3,568
*	Participant/Beneficiaries	Participants notes receivable bearing interest at 5.25%	273,083
	Total investments		$ 7,850,975

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2011 and 2010

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Southwest Shipyards, L.P. 401(k) Savings and Retirement Plan:

We were engaged to audit the Statements of Net Assets Available for Benefits of Southwest Shipyards, L.P. 401(k) Savings and Retirement Plan (the "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, and the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such 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 and for the years ended December 31, 2011 and 2010, that the investment 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 schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Houston, Texas
October 1, 2012

Ham, Langston & Brezina, L.L.P.

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value (See Notes 2, 3, and 4)	$7,577,892	$7,253,856
Receivables:		
Participant contributions	20,982	19,293
Employer contributions	8,343	7,458
Participant notes receivable	273,083	321,903
Total receivables	302,408	348,654
Total assets	7,880,300	7,602,510
Liabilities:		
Excess contributions payable	13,150	25,979
Net assets available for benefits	$7,867,150	$7,576,531

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

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2011 and 2010

	2011	2010
Investment (loss) income:		
Dividends and interest	$ 140,199	$ 75,982
Net (depreciation) appreciation in fair value of registered investment companies (mutual funds)	(302,245)	581,236
Total investment (loss) income	(162,046)	657,218
Interest income from participant notes receivable	14,777	16,088
Contributions:		
Participant	540,139	487,563
Rollover	179,678	-
Employer	199,861	191,610
Total contributions	919,678	679,173
Total (loss) income and contributions	772,409	1,352,479
Deductions from net assets attributed to:		
Benefits paid to participants	478,983	271,970
Administrative fees	2,807	2,526
Total deductions	481,790	274,496
Net increase in net assets available for benefits	290,619	1,077,983
Net assets available for benefits, beginning of year	7,576,531	6,498,548
Net assets available for benefits, end of year	$7,867,150	$7,576,531

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

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Southwest Shipyards, L.P. (the "Company") 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established, effective October 10, 1990, as a defined contribution plan covering all full-time employees of the Company who are age 21 or older and who have completed one year of service. One year of service means the first twelve months of employment or any Plan year during which an employee is credited with one thousand (1,000) or more hours of service with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The Plan is administered by the Company (the "Plan Administrator"). Fidelity Management Trust Company (the "Trustee") serves as the Plan's Trustee.

Contributions

Each year participants may contribute a portion of their pretax annual compensation not to exceed the limitation ($16,500 in 2011 and 2010), set forth in Section 402(g) of the Internal Revenue Code ("IRC"). Participants may also rollover amounts representing distributions from other qualified plans. Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions for years ended December 31, 2011 and 2010 cannot exceed $5,500, respectively.

The Company matches 50% of the first 6% of base compensation that a participant contributes to the Plan. The Plan also provides for discretionary employer contributions to be contributed at the option of the Company. During the years ended December 31, 2011 and 2010, the Company made matching contributions of $199,861 and $191,610, respectively. No discretionary employer contributions were made in 2011 or 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution, Plan earnings, the Company's matching contribution and allocations of any discretionary employer contributions. Allocations of net Plan earnings are based on the ratio of the participant's account balance to all participant account balances within each fund, as defined by the Plan. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Continued

1. Description of Plan, continued

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the Company matching and discretionary contribution portion of a participant's account plus actual earnings thereon is based on years of continuous service according to the following schedule:

Years of Service	Percentage
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

A participant is also 100% vested in all Company contributions upon the following: reaching retirement age of 59½ years, termination of employment by reason of total and permanent disability or death, reaching the age of 65 while employed at the Company, or termination of the Plan.

Participant Notes Receivable

Participants may borrow from their fund accounts at a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of the participant's vested account balance. Loan terms range from 1 to 5 years or up to 10 years for the purchase of a primary residence. The loans are secured by up to 50% of the vested balance in the participant's account and bore interest at a rate of 5.25% during the years ended December 31, 2011 and 2010, commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest payments are made by means of payroll withholdings according to the terms of the respective promissory note. Under the terms of the Plan, a participant may have only one loan at any given time. Participant notes receivable outstanding at December 31, 2011 and 2010 totaled $273,083 and $321,903, respectively.

Payment of Benefits

Upon termination of employment due to death, disability, or retirement, a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Instead of a lump-sum amount, a participant may elect to receive his or her vested account balance in monthly, quarterly, semiannual, or annual installments. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as a rollover to another plan or a lump-sum distribution.

Forfeited Accounts

All employer contributions credited to a participant's account, but not vested, are forfeited by the participant upon termination. Such forfeited balances are used to pay Plan expenses or to reduce employer contributions. As of December 31, 2011 and 2010, forfeited nonvested accounts totaled $3,349 and $13,508, respectively. During the year ended December 31, 2011 forfeitures of $17,845 were used to reduce employer contributions. During the year ended December 31, 2010 no forfeitures were used to pay plan expenses or to reduce employer contributions.

Continued

1. Description of Plan, continued

Administrative Expenses

Trustee and administrative fees may be paid by the Company, at its discretion, or may be paid by the Plan. Expenses incurred for transfer and loan transactions are deducted from the participant's account. Trustee and administrative fees paid by the Company on behalf of the Plan were $10,289 and $10,268 for the years ended December 31, 2011 and 2010, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options which are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

Investment Valuation and Revenue Recognition

The Plan's investments in registered investment companies (mutual funds) and money market funds are reported at fair value based upon quoted market prices in an active market when available or at estimated fair value as determined by the trustee when quoted market prices are unavailable.

Net (depreciation) appreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized (depreciation) appreciation of investments held at the end of the year. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU No. 2010-06"). ASU No. 2010-06 amends the disclosure requirements of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (“ASC 820”) and requires new disclosures regarding (a) transfers in and out of levels 1 and 2 and (b) activity in level 3 fair value measurements. ASU No. 2010-06 also provides amendments to ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either levels 2 or 3. ASU No. 2010-06 is effective for periods ending after December 15, 2009 (except for the level 3 roll forward which is effective for periods beginning after December 15, 2010). The adoption of ASU No. 2010-06 did not have a significant impact on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *"Reporting Loans to Participants by Defined Contribution Pension Plans."* ASU No. 2010-25 changed the reporting of loans to participants. Prior to ASU No. 2010-25, loans to participants were reported as investments at fair value. ASU No. 2010-25 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010. The Plan adopted ASU No. 2010-25 in the 2010 financial statements, applied retrospectively for all periods presented. The adoption of ASU No. 2010-25 was not significant as the unpaid principal balance plus accrued interest of loans to participants approximated fair value.

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements), to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. These amendments are effective for the Plan’s 2012 financial statements. The adoption of these amendments is not expected to have a material effect on the Plan’s financial statements.

Benefit Payments

Benefits are recorded when paid.

3. Investments

The following table presents the Plan’s investments. Investments that represent 5% or more of the Plan’s net assets are separately identified.

	2011	2010
Fidelity Treasury Fund	$2,459,857	$2,400,992
Fidelity Advisor Equity Income Fund	771,992	707,422
Fidelity Advisor Small Cap Fund	634,880	710,007
Fidelity Advisor Intermediate Bond Fund	528,540	469,503
Investments less than 5% of the Plan's net assets	3,182,623	2,965,932
Total investments	$7,577,892	$7,253,856

Continued

4. Fair Value Measurements

ASC Topic 820, establishes a 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). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or 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. Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Funds: Valued based on observable market quotations and are priced on a daily basis at the close of business.

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. Furthermore, while 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.

Fair Value Measurements, continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value for years ended December 31, 2011 and 2010:

	Assets at Fair Value at December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Bond funds	$ 3,171,753	-	-	$ 3,171,753
Growth funds	1,028,440	-	-	1,028,440
Target date funds	842,160	-	-	842,160
Blended funds	1,438,027	-	-	1,438,027
Value funds	1,097,512	-	-	1,097,512
Total assets at fair value	$ 7,557,892	$ -	$ -	$ 7,557,892

	Assets at Fair Value at December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Bond funds	$ 3,045,604	-	-	$ 3,045,604
Growth funds	959,376	-	-	959,376
Target date funds	701,773	-	-	701,773
Blended funds	1,461,907	-	-	1,461,907
Value funds	1,085,196	-	-	1,805,196
Total assets at fair value	$ 7,253,856	$ -	$ -	$ 7,253,856

5. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2011 and 2010:

	2011	**2010**
Investment in mutual funds	$7,557,892	$7,253,856
Participant notes receivable	$ 273,083	$ 321,903

5. Information Certified by the Trustee (Unaudited), continued

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010:

	2011	2010
Investment income:		
Dividends and Interest	$ 140,199	$ 75,982
Net appreciation (depreciation) in fair value of investments in registered investment companies (mutual funds)	(302,245)	581,236
Total investment income (loss)	$ (162,046)	$ 657,218
Interest from participant notes receivable	$ 14,777	$ 16,088

c. All information included in Schedule H, Line 4i – Schedule of Assets (Held At End of Year) at December 31, 2011, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Tax Status

The Plan is based on a non-standardized prototype plan. The Plan received an opinion letter from the Internal Revenue Service dated March 31, 2008. The Plan has been updated since the latest opinion letter, however, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and accordingly, that the trust maintained in connection with the Plan is tax exempt.

7. Plan Termination

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

8. Party-In-Interest Transactions

Certain Plan investments are in accounts managed by the Plan trustee. In addition, the Plan allows participants to borrow from their vested balances. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Continued

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	$ 7,867,150	$ 7,576,531
Participant contributions receivable	(20,982)	(19,293)
Employer contributions receivable	(8,343)	(7,458)
Excess contributions payable	13,150	25,979
Other	-	(2)
Net assets available for benefits per the Form 5500	$ 7,850,975	$ 7,575,757

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Net increase (decrease) in net assets available for benefits per the financial statements	$ 290,619	$ 1,077,983
Participant contributions receivable - prior year	19,293	17,661
Employer contributions receivable - prior year	7,458	6,763
Participant contributions receivable - current year	(20,982)	(19,293)
Employer contributions receivable - current year	(8,343)	(7,458)
Excess contributions payable – prior year	(25,979)	(37,923)
Excess contributions payable – current year	13,150	25,979
Other	2	(2)
Net increase (decrease) in net assets available for benefits per Form 5500	$ 275,218	$ 1,063,710

10. Subsequent Events

Plan management has evaluated subsequent events through October 1, 2012, the issuance date of the report, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

SOUTHWEST SHIPYARDS, L.P. 401(k) SAVINGS AND RETIREMENT PLAN

SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2011

EIN: 76-0515702
PN: 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) Current Value***
*	Fidelity Investments	Money Market Fund – Treasury Fund	$ 2,459,857**
*	Fidelity Investments	Mutual Fund - Advisor Equity Income Fund	771,992**
*	Fidelity Investments	Mutual Fund - Advisor Small Cap Fund	634,880**
*	Fidelity Investments	Mutual Fund - Advisor Intermediate Bond Fund	528,540**
*	Fidelity Investments	Mutual Fund - Advisor Equity Growth Fund	296,216
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*	Fidelity Investments	Mutual Fund - Advisor Diversified Growth Fund	278,248
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*	Fidelity Investments	Mutual Fund - Advisor Growth Opportunities Fund	198,860
*	Fidelity Investments	Mutual Fund - Advisor Growth & Income Fund	188,494
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*	Fidelity Investments	Mutual Fund - Advisor Freedom 2035	46,789
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*	Fidelity Investments	Mutual Fund - Advisor Freedom 2005	7,292
*	Fidelity Investments	Mutual Fund - Advisor Freedom 2050	6,230
*	Fidelity Investments	Mutual Fund - Advisor Freedom Income	3,568
*	Participant/Beneficiaries	Participants notes receivable bearing interest at 5.25%	273,083
	Total investments		$ 7,850,975

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.