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
IMPERIAL POOLS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/31/1972

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

IMPERIAL POOLS, INC.

33 WADE ROAD
LATHAM, NY 12110

2b Employer Identification Number (EIN)
14-1493361

2c Sponsor's telephone number
518-786-1200

2d Business code (see instructions)
424990

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.	10/10/2012	GARY MAIUCCORO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
IMPERIAL POOLS, INC.

33 WADE ROAD
LATHAM, NY 12110

3b Administrator's EIN
14-1493361

3c Administrator's telephone number
518-786-1200

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**	206
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**	196
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	24
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	220
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	220
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	179
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2A 2E 2F 2G 2J 2K 2R 2T 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)	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
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

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)

MORGAN STANLEY

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?
26 27 50 63	NONE	82788	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 60	NONE	5165	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

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)	497417	
(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)	310764	301182
(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)	6395012	5452352
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	7750352	9047062

		(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	14953545	14800596
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14953545	14800596

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)	50946	
(B) Participants	2a(1)(B)	375963	
(C) Others (including rollovers)	2a(1)(C)	3487	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		430396
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)	16064	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16064
(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)	46438	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		46438
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(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)		0
(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)		-262212
c Other income	2c		-102516
d Total income. Add all **income** amounts in column (b) and enter total	2d		128170
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	192866	
(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)		192866
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5165	
(3) Investment advisory and management fees	2i(3)	82788	
(4) Other	2i(4)	300	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		88253
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		281119
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-152949
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: SAMUEL GOLDSTEIN & CO., PC (2) EIN: 11-2478817

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		650000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

Part I Distributions

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

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

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

EIN(s): 45-0404698

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

SAMUEL GOLDSTEIN & CO., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

SAMUEL GOLDSTEIN, CPA (1917- 2000)
MICHAEL GOLDSTEIN, CPA (1947- 2010)
STUART GOLDSTEIN, CPA

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Imperial Pools, Inc. 401(K) Plan
and Participants

We were engaged to audit the accompanying statement of net assets available for benefits - modified cash basis of Imperial Pools, Inc.401 (K) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2011, and the supplemental Schedule H, Line 4 i – Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and the supplemental schedules are the responsibility of the Plan's management. As described in Note 2, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Frontier ("Frontier"), a division of Ascensus, Inc., Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the 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 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Samuel Goldstein & Co., P.C.
Samuel Goldstein & Co., P.C.
Certified Public Accountants

Great Neck, New York
October 10, 2012

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 IMPERIAL POOLS, INC. 401(k) PLAN

1b Three-digit plan number (PN) ▶ 002

08/31/1972

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

IMPERIAL POOLS, INC.

33 WADE ROAD

LATHAM NY 12110

2b Employer Identification Number (EIN)
14-1493361

2c Sponsor's telephone number
(518) 786-1200

2d Business code (see instructions)
424990

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		10/10/12	Gary Mauccoro
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/10/12	Gary Mauccoro
	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") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	

5 Total number of participants at the beginning of the plan year	**5**	206
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**	196
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	24
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	220
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	220
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	179
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2A 2E 2F 2G 2J 2K 2R 2T 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	**(1)**	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	**(2)**	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	**(3)**	☒ Trust
(4)	☐ General assets of the sponsor	**(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)** ☒ **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)** ☐ ___ **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☐ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

IMPERIAL POOLS, INC. 401(K) PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION
MODIFIED CASH BASIS

DECEMBER 31, 2011 AND 2010
AND
INDEPENDENT AUDITORS' REPORT

IMPERIAL POOLS, INC. 401(K) PLAN

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Imperial Pools, Inc. 401(K) Plan
and Participants

We were engaged to audit the accompanying statement of net assets available for benefits - modified cash basis of Imperial Pools, Inc.401 (K) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2011, and the supplemental Schedule H, Line 4 i – Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and the supplemental schedules are the responsibility of the Plan's management. As described in Note 2, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Frontier ("Frontier"), a division of Ascensus, Inc., Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the 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 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Samuel Goldstein & Co., P.C.
Samuel Goldstein & Co., P.C.
Certified Public Accountants

Great Neck, New York
October 10, 2012

IMPERIAL POOLS, INC. 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

MODIFIED CASH BASIS

	December 31,	
ASSETS	**2011**	**2010**
Investments at fair value:		
Mutual funds	$ 5,452,352	$ 6,395,012
Corporate bonds	2,604,988	2,018,752
Common stocks - preferred	888,118	137,616
Common stocks	3,725,228	5,035,451
Certificate of deposit	19,341	-0-
Participants loans	301,182	310,764
	12,991,209	13,897,595
Cash:		
Interest bearing	1,806,756	987,710
Non-interest bearing	2,631	68,240
Total assets	14,800,596	14,953,545
LIABILITIES	-0-	-0-
Net assets available for benefits	$14,800,596	$14,953,545

See accompanying notes to the financial statements.

IMPERIAL POOLS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
MODIFIED CASH BASIS

FOR THE YEAR ENDED DECEMBER 31, 2011

Additions:	
Additions to net assets attributed to:	
Investment income (loss):	
Net depreciation in fair value of investments	$ (364,728)
Interest and dividends	46,438
Interest – participants loans	16,064
Total investment income (loss)	(302,226)
Contributions:	
Participants	375,963
Rollovers	3,487
Employer	50,946
Total contributions	430,396
Total Additions	128,170
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	192,866
Administrative expenses	88,253
Total deductions	281,119
Net decrease during year	(152,949)
Net assets available for benefits -	
Beginning of year	14,953,545
End of year	$14,800,596

See accompanying notes to the financial statements

IMPERIAL POOLS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Imperial Pools, Inc. (the Company) 401(K) 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 is a defined contribution plan covering all eligible employees of Imperial Pools, Inc. who have completed one (1) year of service, worked 1,000 hours and have reached 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions
Each year, participants are permitted to contribute up to 15% of their pre-tax annual compensation, not to exceed the amount limited by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined plans. Participants direct the investment of their contributions into various investment options. The company has an option to make matching contributions. For the years ended December 31, 2011 and 2010, discretionary contributions made by the Company were $50,946 and $39,173, respectively.

Participant Accounts
Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's matching contribution, (b) Plan earnings, or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion and related earnings of their accounts is based on years of continuous service. After two years of service, a participant becomes 20 percent vested in employer matching contributions earnings thereon in the Plan; the vesting percentage increases by 20 percent each year until the participant becomes fully vested in their account after six years of service.

Participant Loans
Each participant may borrow up to the lesser of $50,000 or 50 percent of their vested interest in the Plan, and may have a maximum of three loans outstanding at a time. A participant may not request a loan for less than $1,000. Loans are secured by the vested balance in the participant's account. Principal and interest are paid ratably through bi-weekly payroll deductions. Loans become due immediately upon termination of the participant's employment. Loan terms may not exceed five years unless the loan is used to purchase a primary residence, in which case, the loan term may not exceed 30 years. Loans bear interest at the prime rate plus 2% which is commensurate with local prevailing rates as determined by the administrator. During the year ended December 31, 2011, the interest rates charged on participant loans ranged from 3.25 percent to 9.25 percent.

Payment of Benefits
Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the vested interest in their account or annual installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts
Forfeitures result from nonvested benefit payments remaining in the Plan for all terminated employees. Upon reaching the break-in-service requirement, as defined in the Plan agreement, forfeitures generated are added in the forfeiture reserve balance. These amounts will be used to reduce future employer contributions. The forfeited nonvested amounts at December 31, 2011 was $7,981.

Reclassifications
Certain reclassifications have been made to the prior year financial statements in order for them to be in conformity with the current year presentation.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
Accounting records of the Plan are maintained on the modified cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Accordingly, certain additions are not recorded until the cash is collected and certain deductions are not recorded until the obligation is disbursed.

Payment of Benefits
Benefits are recorded when paid.

Use of Estimates
The preparation of financial statements in conformity with a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and certain reported amounts of additions to net assets and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

Risks and Uncertainties
Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. 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 would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Plan Administration
The Company is the plan sponsor and plan administrator. The plan administrator is responsible for carrying out the duties imposed under ERISA.

Subsequent Events
The plan has evaluated subsequent events through October 10, 2012, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The Plan's investments are held by Frontier, a division of Ascensus, Inc., Trust Company. All investment assets, transactions, and income presented in the financial statements and supplemental schedule were certified by Frontier Trust Company to be complete and accurate for the year ended December 31, 2011.

The fair value of investments that represent 5 percent or more of the Plan's assets as of December 31, 2011, are as follows:

American Funds Money Market	$1,085,165
American Funds Growth Fund of America	856,616

The Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) by $(364,728) as follows:

Mutual Funds	$ (260,567)
Corporate Bonds	32,304
Common Stocks -preferred	58,223
Common Stocks	(194,029)
Certificate of deposit	(659)
	$ (364,728)

NOTE 4 - TAX STATUS

The Plan is intended to satisfy the tax qualification requirements under Section 401(a) of the Internal Revenue Code, therefore, the funds of the Plan are intended to be exempt from federal income taxes under Section 501(a). The Plan has not applied for a tax determination letter; however, the Plan's benefit consultant, has received a favorable tax determination letter for this Plan's prototype. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, was qualified as the financial statement date.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements as of December 31, 2011 and 2010. With few exceptions, the Plan is no longer subject to income tax examinations for years before 2007.

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

The Plan loans funds to its participants according to the applicable provisions of the Plan agreement. The Company provides the Plan with certain accounting and administrative services for which no fees are charged. All such transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

NOTE 6 - FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. The framework for measuring fair value provides a 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 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 measurements.

The asset 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 at the net asset value (NAV) of shares held by the plan at year end.

Common Stocks: Valued at the closing price reported in the active market in which the individual securities are traded.

Corporate Bonds: Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit rating.

Common Stocks – Preferred: Valued at the closing price reported in the active market in which the individual securities are traded.

Money Market Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Participant Loans: Valued at unpaid principle balance, which approximates fair value.

Certificate of Deposit: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

NOTE 6 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 5,452,352	$ -0-	$ -0-	$ 5,452,352
Corporate Bonds	2,604,988	-0-	-0-	2,604,988
Common Stocks – Preferred	888,118	-0-	-0-	888,118
Common Stocks	3,725,228	-0-	-0-	3,725,228
Certificate of deposit	19,341	-0-	-0-	19,341
Participants Loans	-0-	-0-	301,182	301,182
Total assets at fair value	$12,690,027	$ -0-	$ 301,182	$12,991,209

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,395,012	$ -0-	$ -0-	$ 6,395,012
Corporate Bonds	2,018,752	-0-	-0-	2,018,752
Common Stocks – Preferred	137,616	-0-	-0-	137,616
Common Stocks	5,035,451	-0-	-0-	5,035,451
Participants Loans	-0-	-0-	310,764	310,764
Total assets at fair value	$ 13,586,831	$ -0-	$ 310,764	$13,897,595

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2011.

	Participant Loans	Total
Balance, beginning of year	$ 310,764	$ 310,764
Purchases, (Reductions) sales, issuances, and settlements (net)	(9,582)	(9,582)
Balance, end of year	$ 301,182	$ 301,182

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Fair Value	Cost
	Mutual Funds		
Frontier Trust Company	Blackrock Pacific Fund I	$ 11,052	N/A **
Frontier Trust Company	Sentinel Small Company	173,492	N/A **
Frontier Trust Company	American Funds 2010	161	N/A **
Frontier Trust Company	American Funds 2015	3,172	N/A **
Frontier Trust Company	American Funds 2020	36,295	N/A **
Frontier Trust Company	American Funds 2025	6,347	N/A **
Frontier Trust Company	American Funds 2030	16,549	N/A **
Frontier Trust Company	American Funds 2035	9,011	N/A **
Frontier Trust Company	American Funds 2040	8,555	N/A **
Frontier Trust Company	American Funds 2045	13,020	N/A **
Frontier Trust Company	American Funds 2050	401	N/A **
Frontier Trust Company	American Funds 2055	835	N/A **
Frontier Trust Company	M & N Pro-Blend Moderate Term	102,426	N/A **
Frontier Trust Company	American Funds New World Fund	205,939	N/A **
Frontier Trust Company	Ivy Science and Technology Fund	139,719	N/A **
Frontier Trust Company	M & N Pro-Blend Conservative Term	46,987	N/A **
Frontier Trust Company	American Funds New Economy Fund	203,603	N/A **
Frontier Trust Company	Blackrock Health Sciences Ops	257,850	N/A **
Frontier Trust Company	Blackrock U.S. Opportunities	144,595	N/A **
Frontier Trust Company	American Funds Capital World Growth	200,295	N/A **
Frontier Trust Company	American Funds Europacific Growth	311,483	N/A **
Frontier Trust Company	American Funds Fundamental Investors	376,745	N/A **
Frontier Trust Company	American Funds Growth Fund of America	856,616	N/A **
Frontier Trust Company	American Funds Income Fund of America	110,425	N/A **
Frontier Trust Company	American Funds SMALLCAP World Fund	629,642	N/A **
Frontier Trust Company	American Funds US Government Securities	501,972	N/A **
Frontier Trust Company	American Funds Money Market	1,085,165	N/A **
	Total Mutual Funds	$ 5,452,352	

	Certificate of Deposit	Quantity	Rate %	Maturity Date		
Morgan Stanley Smith Barney	JPM MLM Equities	20,000	8.000%	06/18/25	$19,341	N/A **
	Corporate Bonds					
Morgan Stanley Smith Barney	American Express	207,000	7.300%	08/20/13	224,574	N/A **
Morgan Stanley Smith Barney	American Express	4,000	5.500%	04/16/13	4,181	N/A **
Morgan Stanley Smith Barney	BNP Paribas	3,000	3.313%	12/20/14	2,825	N/A **
Morgan Stanley Smith Barney	Bank of America	5,000	6.100%	06/15/17	4,705	N/A **
Morgan Stanley Smith Barney	Bank of America	20,000	7.375%	05/15/14	20,737	N/A **
Morgan Stanley Smith Barney	Bank of America	10,000	5.600%	07/01/20	9,237	N/A **
Morgan Stanley Smith Barney	Bankers TR NY	10,000	7.500%	11/15/15	10,669	N/A **
Morgan Stanley Smith Barney	Barclays Bank PLC	13,000	4.000%	09/30/25	11,011	N/A **
Morgan Stanley Smith Barney	Berkshire Hathaway	30,000	4.250%	01/15/21	32,691	N/A **

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Quantity	% Rate	Date	Fair Value	Cost
Corporate Bonds (continued)						
Morgan Stanley Smith Barney	Ches & Pot Tel Co	6,000	7.150%	05/01/23	6,398	N/A **
Morgan Stanley Smith Barney	CHUBB Corp	121,000	6.375%	03/29/67	119,488	N/A **
Morgan Stanley Smith Barney	Credit Suisse	12,000	5.860%	01/20/52	9,810	N/A **
Morgan Stanley Smith Barney	Credit Suisse	49,000	5.400%	01/14/20	45,918	N/A **
Morgan Stanley Smith Barney	GE Capital TR I	93,000	6.375%	11/15/67	91,373	N/A **
Morgan Stanley Smith Barney	GECC	22,000	6.375%	11/15/67	21,670	N/A **
Morgan Stanley Smith Barney	GECC	5,000	5.900%	05/13/14	5,476	N/A **
Morgan Stanley Smith Barney	Goldman Sachs GRP	10,000	6.000%	06/15/20	10,244	N/A **
Morgan Stanley Smith Barney	Goldman Sachs	5,000	5.125%	01/15/15	5,111	N/A **
Morgan Stanley Smith Barney	Goldman Sachs GRO	8,000	4.000%	01/29/25	7,669	N/A **
Morgan Stanley Smith Barney	Goldman Sachs GRO	13,000	3.500%	11/15/20	11,983	N/A **
Morgan Stanley Smith Barney	JPMorgan Chase	5,000	5.750%	01/02/13	5,187	N/A **
Morgan Stanley Smith Barney	JP Morgan Chase	10,000	4.950%	03/25/20	10,629	N/A **
Morgan Stanley Smith Barney	JPM Chase Capital	8,000	6.800%	10/01/37	8,030	N/A **
Morgan Stanley Smith Barney	JPM Range SPX 6ML	5,000	8.000%	02/28/26	4,750	N/A **
Morgan Stanley Smith Barney	Laclede Gas Co	8,000	6.350%	10/15/38	8,524	N/A **
Morgan Stanley Smith Barney	Merrill Lynch	99,000	6.400%	08/28/17	95,862	N/A **
Morgan Stanley Smith Barney	Merrill Lynch Co	9,000	6.150%	04/25/13	9,084	N/A **
Morgan Stanley Smith Barney	Merrill Lynch	5,000	5.000%	01/15/15	4,817	N/A **
Morgan Stanley Smith Barney	MS Step Up	5,000	5.000%	09/30/25	4,489	N/A **
Morgan Stanley Smith Barney	MS Step Up	5,000	5.000%	12/22/24	4,454	N/A **
Morgan Stanley Smith Barney	Morgan Stanley	10,000	5.625%	09/23/19	9,261	N/A **
Morgan Stanley Smith Barney	Pitney Bowes Inc	6,000	5.000%	03/15/15	6,346	N/A **
Morgan Stanley Smith Barney	Progressive Corp	20,000	6.700%	06/15/37	20,200	N/A **
Morgan Stanley Smith Barney	Prudential Fin	6,000	6.200%	01/15/15	6,556	N/A **
Morgan Stanley Smith Barney	Shurgard Storage	4,000	5.875%	03/15/13	4,168	N/A **
Morgan Stanley Smith Barney	Simon Prop Group	22,000	5.100%	06/15/15	24,039	N/A **
Morgan Stanley Smith Barney	Sovereign Bank	18,000	5.125%	03/13/13	18,049	N/A **
Morgan Stanley Smith Barney	TMCC Step Up	8,000	3.000%	01/28/26	7,925	N/A **
Morgan Stanley Smith Barney	Travelers Cos Inc	43,000	6.250%	03/15/37	41,602	N/A **
Morgan Stanley Smith Barney	Value Overseas Ltd	40,000	5.625%	09/15/19	44,054	N/A **
Morgan Stanley Smith Barney	Verizon Comm Inc	43,000	8.750%	11/01/18	58,081	N/A **
Morgan Stanley Smith Barney	Wachovia Bank NA	55,000	5.600%	03/15/16	58,896	N/A **
Morgan Stanley Smith Barney	Wachovia Corp	60,000	5.500%	05/01/13	63,306	N/A **
Morgan Stanley Smith Barney	Allstate Corp	94,000	6.125%	05/15/37	85,423	N/A **
Morgan Stanley Smith Barney	Altria Group Inc	5,000	7.750%	02/06/14	5,650	N/A **
Morgan Stanley Smith Barney	AMEX	12,000	6.800%	09/01/66	11,940	N/A **
Morgan Stanley Smith Barney	American Towers	15,000	5.050%	09/01/20	15,027	N/A **
Morgan Stanley Smith Barney	Amerprise Finl	83,000	7.518%	06/01/66	83,623	N/A **
Morgan Stanley Smith Barney	Arcelormittal	32,000	5.375%	06/01/13	32,838	N/A **
Morgan Stanley Smith Barney	BNSF Funding Trust	54,000	6.613%	12/15/55	55,620	N/A **

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Quantity	Rate %	Date	Fair Value	Cost
Corporate Bonds (continued)						
Morgan Stanley Smith Barney	Bank of America	10,000	5.250%	03/12/25	8,679	N/A **
Morgan Stanley Smith Barney	Directv Hldgs	59,000	7.625%	05/15/16	62,614	N/A **
Morgan Stanley Smith Barney	Eastman Chemical	10,000	5.500%	11/15/19	11,384	N/A **
Morgan Stanley Smith Barney	Entergy Texas Inc	21,000	7.125%	02/01/19	25,626	N/A **
Morgan Stanley Smith Barney	Enterprise Produ	10,000	7.034%	01/15/68	10,400	N/A **
Morgan Stanley Smith Barney	Everest Reins	14,000	6.600%	05/15/37	12,320	N/A **
Morgan Stanley Smith Barney	Expedia Inc	10,000	5.950%	08/15/20	10,084	N/A **
Morgan Stanley Smith Barney	FPL Group Capital	5,000	6.350%	10/01/66	5,003	N/A **
Morgan Stanley Smith Barney	FPL Group Cap Inc	92,000	6.650%	06/15/67	92,920	N/A **
Morgan Stanley Smith Barney	GAP Inc	20,000	5.950%	04/12/21	19,076	N/A **
Morgan Stanley Smith Barney	GS Capital II	1,000	5.793%	01/20/52	615	N/A **
Morgan Stanley Smith Barney	Hasbro Inc	5,000	6.125%	05/15/14	5,455	N/A **
Morgan Stanley Smith Barney	Icahn Enterprises	15,000	7.750%	01/15/16	15,562	N/A **
Morgan Stanley Smith Barney	Ingersoll-rand	15,000	6.480%	06/01/25	18,877	N/A **
Morgan Stanley Smith Barney	JPMorgan Chase	78,000	7.900%	01/20/52	83,046	N/A **
Morgan Stanley Smith Barney	Lincoln Natl Corp	20,000	6.050%	04/20/67	16,650	N/A **
Morgan Stanley Smith Barney	Lloyds TSB Bank	20,000	6.500%	09/14/20	17,227	N/A**
Morgan Stanley Smith Barney	Merrill Lynch	10,000	5.700%	05/02/17	9,184	N/A **
Morgan Stanley Smith Barney	MetLife Inc	25,000	6.400%	12/15/36	23,656	N/A **
Morgan Stanley Smith Barney	Moody's Corp	67,000	5.500%	09/01/20	69,217	N/A **
Morgan Stanley Smith Barney	MS Cont CPN S&P	80,000	7.500%	09/29/22	72,200	N/A **
Morgan Stanley Smith Barney	Momura America	10,000	5.500%	11/18/30	8,869	N/A **
Morgan Stanley Smith Barney	PNC FIN Svcs	20,000	6.750%	01/20/52	19,559	N/A **
Morgan Stanley Smith Barney	Prudential Fin	14,000	8.875%	06/15/38	16,030	N/A **
Morgan Stanley Smith Barney	Qwest Comm Intl	53,000	7.500%	02/15/14	53,200	N/A **
Morgan Stanley Smith Barney	Ryder System Inc	2,000	5.850%	03/01/14	2,171	N/A **
Morgan Stanley Smith Barney	Schwab Capital TR	210,000	7.500%	11/15/37	210,069	N/A **
Morgan Stanley Smith Barney	StanCorp Final Grp	41,000	6.900%	06/01/67	37,003	N/A **
Morgan Stanley Smith Barney	TCI Comm Inc	26,000	8.750%	08/01/15	31,585	N/A **
Morgan Stanley Smith Barney	Trans – Canada Pipe	40,000	6.375%	05/15/67	40,135	N/A **
Morgan Stanley Smith Barney	US Cellular Corp	10,000	6.700%	12/15/33	10,041	N/A **
Morgan Stanley Smith Barney	US West Comm	10,000	7.125%	11/15/43	9,692	N/A **
Morgan Stanley Smith Barney	WPS Resources	79,000	6.110%	12/01/66	75,879	N/A **
Morgan Stanley Smith Barney	Wachovia Capital TR	20,000	5.569%	01/20/52	16,750	N/A **
Morgan Stanley Smith Barney	Wisconsin Energy	20,000	6.250%	05/15/67	20,010	N/A **
	Total Corporate Bonds				$2,604,988	

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		Interest	Date	Fair Value	Cost
	Common Stocks – Preferred					
Morgan Stanley Smith Barney	AAG Hldg Co Inc	2,000	7.500%	11/05/33	50,598	N/A **
Morgan Stanley Smith Barney	ARES Capital Corp	1,960	7.750%	10/15/40	49,510	N/A **
Morgan Stanley Smith Barney	CBS Corp	3,150	6.75%	03/27/56	80,041	N/A **
Morgan Stanley Smith Barney	Comcast Co	2,470	6.625%	05/15/56	64,442	N/A **
Morgan Stanley Smith Barney	Entergy Miss Inc	2,620	6.000%	05/01/51	73,360	N/A **
Morgan Stanley Smith Barney	Entergy Miss Inc	765	6.200%	04/15/40	21,963	N/A **
Morgan Stanley Smith Barney	GE Cap Corp	5,475	6.000%	04/24/47	141,638	N/A **
Morgan Stanley Smith Barney	Goldman Sachs	1,470	6.12%	11/01/60	36,412	N/A **
Morgan Stanley Smith Barney	KKR Finl Hldgs	2,430	8.375%	11/15/41	61,474	N/A **
Morgan Stanley Smith Barney	Qwest Corporation	3,160	7.375%	06/01/51	83,866	N/A **
Morgan Stanley Smith Barney	Tel & Data Sys Inc	230	7.000%	03/15/60	6,185	N/A **
Morgan Stanley Smith Barney	Tel & Data Sys Inc	400	6.875%	11/15/59	10,656	N/A **
Morgan Stanley Smith Barney	US Cellular Corp	3,480	6.950%	05/15/60	92,638	N/A **
Morgan Stanley Smith Barney	Viacom Inc	4,595	6.850%	12/15/55	115,335	N/A **
	Total Common Stocks - Preferred				$ 888,118	
	Common Stocks			Number of Shares	Fair Value	
Morgan Stanley Smith Barney	Nabors Industries Ltd			600	10,404	N/A **
Morgan Stanley Smith Barney	ATP Oil & Gas Corp			150	1,104	N/A **
Morgan Stanley Smith Barney	Aegion Corp Com			250	3,835	N/A **
Morgan Stanley Smith Barney	Agfeed Inds Inc			3,000	1,168	N/A **
Morgan Stanley Smith Barney	Amazon Com Inc			3	519	N/A **
Morgan Stanley Smith Barney	American Electric Power Co			1,625	67,129	N/A **
Morgan Stanley Smith Barney	Apple Inc			375	150,780	N/A **
Morgan Stanley Smith Barney	Ipath DJ AIG			750	33,773	N/A **
Morgan Stanley Smith Barney	CSX Corp			1,050	22,113	N/A **
Morgan Stanley Smith Barney	Caterpillar Inc			396	35,808	N/A **
Morgan Stanley Smith Barney	Centerpoint Energy Inc			1,000	20,090	N/A **
Morgan Stanley Smith Barney	Chesapeake Energy Corp			850	18,946	N/A **
Morgan Stanley Smith Barney	Chevron Corp			300	31,920	N/A **
Morgan Stanley Smith Barney	Chicago Bridge & Iron Co. N.V.			1,850	69,930	N/A **
Morgan Stanley Smith Barney	Cliffs Natural Resources Inc			2,500	155,875	N/A **
Morgan Stanley Smith Barney	Concophillips			1,050	76,514	N/A **
Morgan Stanley Smith Barney	Con Edison Inc			625	38,769	N/A **
Morgan Stanley Smith Barney	Duke Energy Corp Hlding Co			25	550	N/A **
Morgan Stanley Smith Barney	Ebay Inc			20	607	N/A **
Morgan Stanley Smith Barney	El Paso Corporation			1,000	26,570	N/A **
Morgan Stanley Smith Barney	Exxon Mobil Corp			200	16,952	N/A **
Morgan Stanley Smith Barney	First Trust DJ Internet 10X			2,375	76,713	N/A **
Morgan Stanley Smith Barney	Ford Motor Company			1,750	18,830	N/A **

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Number of Shares	Fair Value	Cost
	Common Stocks (continued)			
Morgan Stanley Smith Barney	Freeport McMoran CP&GLD	850	31,272	N/A **
Morgan Stanley Smith Barney	GATX Corp	250	10,915	N/A **
Morgan Stanley Smith Barney	General Electric Co	200	3,582	N/A **
Morgan Stanley Smith Barney	Google Inc – CL A	145	92,391	N/A **
Morgan Stanley Smith Barney	Halliburton Co	650	22,432	N/A **
Morgan Stanley Smith Barney	Joy Global Inc	575	43,108	N/A **
Morgan Stanley Smith Barney	Market Vectors Gold Miners	10	514	N/A **
Morgan Stanley Smith Barney	Powershares QQQ TR	4,520	253,017	N/A **
Morgan Stanley Smith Barney	Rackspace Hosting Inc. Com	5	215	N/A **
Morgan Stanley Smith Barney	Hess Corporation	250	14,200	N/A **
Morgan Stanley Smith Barney	Intel Corp	100	2,425	N/A **
Morgan Stanley Smith Barney	Ishares DJ US Select	5,375	289,014	N/A **
Morgan Stanley Smith Barney	Ishares Trust	406	35,682	N/A **
Morgan Stanley Smith Barney	Ishares MSCI Emerging Mkts	100	3,794	N/A **
Morgan Stanley Smith Barney	Ishares S&P Midcap 400 Index	5,073	446,665	N/A **
Morgan Stanley Smith Barney	Ishares NASDAQ Biotech Fund	1,181	121,386	N/A **
Morgan Stanley Smith Barney	Ishares S&P Mid Cap 400 Growth	297	29,409	N/A **
Morgan Stanley Smith Barney	Ishares Russell 2000 Growth FD	1,017	85,895	N/A **
Morgan Stanley Smith Barney	Ishares Russell 2000 Index FD	303	22,227	N/A **
Morgan Stanley Smith Barney	Ishares DJ US Oil & Equipment	1,328	67,838	N/A **
Morgan Stanley Smith Barney	JPM Alerian MLP	2,775	108,142	N/A **
Morgan Stanley Smith Barney	LINN Energy LLC UTS REP LTD LI	500	18,955	N/A **
Morgan Stanley Smith Barney	Mc Donalds Corp	200	20,066	N/A **
Morgan Stanley Smith Barney	Monsanto Co/New	800	56,056	N/A **
Morgan Stanley Smith Barney	NFJ Dividend Int & Pre Strgy	1,720	27,554	N/A **
Morgan Stanley Smith Barney	Norfolk Southern Corp	500	36,430	N/A **
Morgan Stanley Smith Barney	NRO Amer Energy Partners	500	3,220	N/A **
Morgan Stanley Smith Barney	Oil States Intl Inc	750	57,278	N/A **
Morgan Stanley Smith Barney	Patriot Coal Corp	1,000	8,470	N/A **
Morgan Stanley Smith Barney	Potash CP of Saskatchewan Inc	1,700	70,176	N/A **
Morgan Stanley Smith Barney	Powershares DB Agriculture FD	1,000	28,880	N/A **
Morgan Stanley Smith Barney	SPDR Trust Series 1	400	50,200	N/A **
Morgan Stanley Smith Barney	SPDR S&P Oil & Gas Exp & Pro	1,966	102,702	N/A **
Morgan Stanley Smith Barney	SPDR S & P Metal & Mining	792	38,704	N/A **
Morgan Stanley Smith Barney	SPDR S & P Dividend	4,505	242,684	N/A **
Morgan Stanley Smith Barney	SPDR S& P Biotech	125	8,300	N/A **
Morgan Stanley Smith Barney	SPDR DJIA Trust	774	94,086	N/A **
Morgan Stanley Smith Barney	Utilities SEL SECT SPDR Fund	30	1,079	N/A **
Morgan Stanley Smith Barney	Superior Energy Services	750	21,330	N/A **
Morgan Stanley Smith Barney	Time Warner Cable Inc	2,150	136,676	N/A **
Morgan Stanley Smith Barney	United Sts Stl Cp	3,025	80,042	N/A **
Morgan Stanley Smith Barney	Value SA	750	16,087	N/A **
Morgan Stanley Smith Barney	Vanguard REIT ETF	423	24,030	N/A **

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Number of Shares	Fair Value	Cost
		Common Stocks (continued)			
	Morgan Stanley Smith Barney	Teradata Corp	20	970	N/A **
	Morgan Stanley Smith Barney	Sales Force.Com Inc	7	710	N/A **
	Morgan Stanley Smith Barney	Energy Selct SP DR FD	70	4,839	N/A **
	Morgan Stanley Smith Barney	Industrial Sel SEC SP DR FD	199	6,608	N/A **
	Morgan Stanley Smith Barney	Vanguard SM CAP Growth	40	3,054	N/A **
	Morgan Stanley Smith Barney	Vanguard Small Cap ETF	25	1,742	N/A **
	Morgan Stanley Smith Barney	Verizon Communications	83	1,278	N/A **
		Total Common Stock		$ 3,725,228	
*	*Participant loans*	*Interest rates from 3.25 percent - 9.25 percent*		301,182	N/A ***
	TOTAL			$12,991,209	

* Represents a party-in-interest as defined by ERISA.
** Cost information has been omitted for participant-directed investments.

Attachment to 2011 Form 5500
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

Plan Name	Imperial Pools, Inc. 401(k) Plan	**EIN**	14-1493361
Plan Sponsor's Name	Imperial Pools, Inc.	**PN**	002

See Supplemental Schedule attached with IQPA Opinion and Financial Statements.