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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1968

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

SPEC'S FAMILY PARTNERS, LTD.

ROBERT J. HEISLER

2410 SMITH STREET
HOUSTON, TX 77006

2b Employer Identification Number (EIN)
74-1532648

2c Sponsor's telephone number
713-526-8787

2d Business code (see instructions)
445310

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.	10/15/2012	ROBERT J. HEISLER
	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")
SPEC'S FAMILY PARTNERS, LTD.
ROBERT J. HEISLER
2410 SMITH STREET
HOUSTON, TX 77006

3b Administrator's EIN
74-1532648

3c Administrator's telephone number
713-526-8787

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**	1817
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**	1711
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	344
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2061
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	2061
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2061
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	162
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

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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPEC'S FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
SUN LIFE ASSURANCE CO. OF CANADA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
38-1082080	80802	020029019	1	08/31/2010	08/30/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ 1980 CSO, 4%

b	Premiums paid to carrier	6b	3045
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity (3) [ ] other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ [ ]

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee (3) [ ] guaranteed investment (4) [ ] other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPEC'S FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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

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)

MERILL LYNCH

13-5674085

(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?
33	NONE	23984	Yes [X] No [ ]	Yes [X] No [ ]	1759	Yes [ ] No [X]

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

UHY ADVISORS TX, LLC

76-0522558

(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?
10	NONE	13009	Yes [ ] No [X]	Yes [ ] No [ ]	0	Yes [ ] No [ ]

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

UHY LLP

20-0694403

(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?
10	NONE	12875	Yes [ ] No [X]	Yes [ ] No [ ]	0	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
MERILL LYNCH	33	1759

(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.
MERILL LYNCH 4 WORLD FINANCIAL CTR, 250 VESEY ST NEW YORK, NY 10281 13-5674085	BROKERAGE

(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

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

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

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

(complete as many entries as needed)

a	Name:	**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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPEC'S FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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)	200000	400000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	967	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1075080	217558
(2) U.S. Government securities	1c(2)	10254	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	92804	40203
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	387429	1161211
(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)	42000	40047
(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)	2577507	2644259
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	40250	44078

		(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	4426291	4547356
Liabilities			
g Benefit claims payable	1g	168904	175044
h Operating payables	1h	2919	395
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	171823	175439
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4254468	4371917

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)	400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		400000
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)	205	
(C) Corporate debt instruments	2b(1)(C)	3624	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3647	
(F) Other	2b(1)(F)	-1750	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5726
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	12959	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	95688	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		108647
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3488046	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3366720	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		121326

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-214732	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-214732
	(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)		-97376
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		323591
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	156023	
	(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)		156023
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)	26135	
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	23984	
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		50119
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		206142
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		117449
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: UHY LLP **(2)** EIN: 20-0694403

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		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPEC'S FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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): 76-0103928

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):

SPEC'S FAMILY PARTNERS
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

C O N T E N T S

Page

Independent Auditors' Report 2

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements ..... 5 - 12

Supplemental Schedules

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) ..... 13 - 15

Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions 16

All other supplemental schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employment Retirement Income Security Act of 1974, as amended, are not applicable and have been omitted.

UHY LLP
Certified Public Accountants

12 Greenway Plaza, 12th Floor
Houston, TX 77046
Phone 713-561-6500
Fax 713-968-7128
Web www.uhy-us.com

Independent Auditors' Report

To the Trustees of the
Spec's Family Partners Employees' Profit Sharing Plan
Houston, Texas

We have audited the accompanying statements of net assets available for benefits of the Spec's Family Partners Employees' Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at year end) and of reportable transactions are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

UHY LLP

Houston, Texas
October 12, 2012

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2011	December 31, 2010
ASSETS		
INVESTMENTS, at fair value		
Money market	$ 217,558	$ 1,075,080
Mutual funds	2,644,259	2,577,507
Equity securities	1,190,684	480,233
Government securities	-	10,254
Corporate bonds	10,730	-
Cash surrender value of life insurance contract	44,078	40,250
TOTAL INVESTMENTS, at fair value	4,107,309	4,183,324
NOTES RECEIVABLE FROM PARTICIPANTS	40,047	42,000
RECEIVABLES		
Employer	400,000	200,000
Other	-	967
TOTAL RECEIVABLES	400,000	200,967
TOTAL ASSETS	4,547,356	4,426,291
LIABILITIES		
Accounts payable and accrued expenses	395	2,919
TOTAL LIABILITIES	395	2,919
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,546,961	$ 4,423,372

See accompanying notes to financial statements.

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO PLAN ASSETS	
INVESTMENT INCOME	
Interest, dividends and other income	$ 110,726
TOTAL INVESTMENT INCOME	110,726
INTEREST FROM NOTES RECEIVABLE FROM PARTICIPANTS	3,647
CONTRIBUTIONS	
Employer contributions	400,000
TOTAL CONTRIBUTIONS	400,000
TOTAL ADDITIONS TO PLAN ASSETS	514,373
DEDUCTIONS FROM PLAN ASSETS	
Net depreciation in fair value of investments	190,782
Benefit payments	149,883
Expenses	50,119
TOTAL DEDUCTIONS FROM PLAN ASSETS	390,784
NET INCREASE	123,589
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	4,423,372
End of year	$ 4,546,961

See accompanying notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following description of the Spec's Family Partners Employees' Profit Sharing 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 non-participant directed defined contribution plan covering all eligible employees of Spec's Family Partners, Ltd. (the "Company" or "Plan Administrator"), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), and its amendments.

Eligibility: Participation in the Plan is available to all eligible employees as of the last day of any 12 month period commencing on the employee's hire date and each subsequent anniversary of such date in which the employee first completes 1,000 hours of service. Excluded from the class of eligible employees are leased employees, certain collectively bargained employees, and non-resident aliens with non-U.S. source income.

Administration of the Plan: Merrill Lynch and T. Rowe Price were the Custodians for the Plan's non-participant directed assets for the years ended December 31, 2011 and 2010.

Contributions: Contributions to the Plan are at the discretion of the Company within applicable limits permitted by the Internal Revenue Code ("IRC"). Participant contributions to the Plan are not permitted. During 2011, the Company made a discretionary profit sharing contribution of $400,000 to the Plan.

Participant Accounts: Each participant's account is credited with an allocation of (a) the Company's contribution, (b) Plan earnings as of the last day of the current plan year and (c) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant qualified compensation or account balances, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested based on years of vesting service during which the participant completes 1,000 or more hours of service. A participant is 0% vested until they have completed 2 years of vesting service at which time they become 20% vested. Thereafter, vesting increases at the rate of 20% for each successive year of vesting service until full (100%) vesting is attained upon completion of 6 years of vesting service.

Payment of Benefits: On termination of service, normal retirement, death or disability, a participant may elect to receive a lump-sum amount equal to the value of their vested account balance within 60 days of the Plan year-end or as soon as administratively feasible. In-service withdrawals are also permitted under the Plan at age 65.

Forfeitures: Forfeitures occur when a participant terminates employment before becoming 100% vested with respect to Company contributions. At December 31, 2011 and 2010, total unallocated forfeitures were $0. During 2011, the Company allocated $79,279 from forfeited non-vested accounts to participants' accounts.

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

NOTE A - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants: Participants may borrow from their account balance a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Note terms range from 1 year to 5 years maximum, unless the note is for the purchase of a residence. The notes are secured by the vested balance in the participant's account and bears interest at a rate commensurate with local prevailing rates. Principal and interest is paid ratably through payroll deductions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with the accounting principles generally accepted in the United States of America, as codified in the Financial Accounting Standards Board ("FASB") in its Accounting Standards Codification ("ASC").

Use of Estimates: The preparation of financial statements in conformity with 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 changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable from Participants: Notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are recorded as distributions and are recorded as a reduction to net assets available for benefits.

Investment Valuation and Income Recognition: Investments in money market and mutual funds, equity and government securities and corporate bonds are stated at fair value, based on the market value of the underlying investments. The cash surrender value of life insurance contract represents the value received if the policy had been surrendered, based on current market interest rates and cost of insurance.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risk and Uncertainties: The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Plan's financial statements and participants' account balances.

Payment of Benefits: Benefits paid to participants are recorded upon distribution and are recorded as a reduction to net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Measurements: The Plan adopted ASC 820, *Fair Value Measurements and Disclosures*, for its financial assets and liabilities carried at fair value on a recurring basis in the financial statements. As defined by this guidance, 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 (exit price). The transaction is based on a hypothetical transaction in the principal or most advantageous market considered from the perspective of the market participant that holds the asset or owes the liability.

The Plan utilizes market data or assumptions that market participants who are independent, knowledgeable and willing and able to transact would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. The Plan attempts to utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Plan is able to classify fair value balances based on the observability of those inputs. This guidance establishes a formal fair value hierarchy based on the inputs used to measure fair value. The hierarchy gives the highest priority to level 1 measurements and the lowest priority to level 3 measurements, and accordingly, level 1 measurements should be used whenever possible.

The three levels of the fair value hierarchy are as follows:

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

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or 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.

In some cases, certain inputs used to measure fair value may be categorized into different levels of the fair value hierarchy. For disclosure purposes, the lowest level that contains significant inputs used in valuation should be chosen. The Plan has classified its investments into these levels depending upon the data relied on to determine fair values.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

- *Money market fund*: Valued at cost, which approximates fair value.
- *Mutual funds*: Valued at the net asset value (NAV) of shares held by the plan at year end.
- *Equity and Government securities and Corporate bonds*: Valued at the closing price reported on the active market on which the securities are traded.
- *Cash surrender value of life insurance contract*: Valued at cash surrender value, which approximates fair value.

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 instruments could result in a different fair value measurement at the reporting date.

Subsequent Events: In accordance with ASC 855, *Subsequent Events*, the Plan has evaluated all subsequent events and transactions for recognition or disclosure through October 12, 2012, which is the date these financial statements were available to be issued, and concluded that there were no subsequent events requiring recognition or disclosure in the financial statements.

NOTE C - INVESTMENTS

Cash balances are primarily deposited in money market funds that invest in short-term government securities at variable rates of interest. All cash remains fully invested in these money market accounts until disbursement requests are received by the brokerage account. At the time of request, funds are liquidated from the account to the extent required to cover the amount of the disbursement. Total interest from all sources was $7,476, including interest on investments of $3,829 and interest on notes receivable from participants of $3,647 for the year ended December 31, 2011.

The Plan's investments, excluding the money market funds, are held by a brokerage administered trust fund and are presented at fair value based on quoted market prices as determined by the brokerage administered trust fund. The Plan Administrator manages the investments, diversifying the investment portfolio between fixed income and equity securities and between both short-term and long-term investments to help realize a consistent return. The Plan invests in mutual funds that are offered by registered investment companies regulated under the Investment Company Act of 1940, and in securities listed on national securities exchanges registered under the Securities Exchange Act of 1934.

NOTE C - INVESTMENTS (Continued)

The following table presents the fair value of all investments representing 5% or more of net assets available for benefits:

	December 31, 2011	December 31, 2010
Blackrock Global[(1)]	$ -	$ 312,635
Wells Fargo Advantage[(1)]	-	299,594
Ivy Asset Strategy[(1)]	-	309,449
Pimco Total Return Fund[(1)]	-	341,342
Price Latin America Fund	364,043	486,502
Insured Savings Account Bank of America RI NA[(1)]	-	246,052
Insured Savings Account Bank of America NA[(1)]	-	246,052
Insured Savings Account Capital One NA[(1)]	-	246,052
Insured Savings Account Wilmington Trust Co. NA[(1)]	-	246,052
Total individual investments exceeding 5%	364,043	2,733,730
Other	3,743,266	1,449,594
Total investments, at fair value	$ 4,107,309	$ 4,183,324

[(1)] Over 5% in 2010 only. 2011 information listed for comparison purposes only.

The net appreciation and depreciation in fair value of investments, including those bought, sold and held during the year for the year ended December 31, 2011 is summarized as follows:

Mutual funds	$ (356,736)
Marketable securities	167,487
Government securities	(1,533)
	$ (190,782)

NOTE D - FAIR VALUE MEASUREMENTS

The assets measured at fair value on a recurring basis subject to disclosure requirements of the fair value hierarchy levels described in Note B are as follows:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money Market	$ 217,558	$ -	$ -	$ 217,558
Mutual Funds:				
Blended funds	305,807	-	-	305,807
Value funds	2,082,128	-	-	2,082,128
Growth funds	256,324	-	-	256,324
Total mutual funds	2,644,259	-	-	2,644,259
Equity Securities:				
Blended funds	550,435	-	-	550,435
Value funds	473,437	-	-	473,437
Growth funds	166,812	-	-	166,812
Total equity securities	1,190,684	-	-	1,190,684
Corporate Bonds	10,730	-	-	10,730
Cash surrender value life insurance	-	44,078	-	44,078
Total investments measured at fair value	$ 4,063,231	$ 44,078	$ -	$ 4,107,309

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Money Market	$ 1,075,080	$ -	$ -	$ 1,075,080
Mutual Funds:				
Blended funds	948,247	-	-	948,247
Value funds	1,319,811	-	-	1,319,811
Growth funds	309,449	-	-	309,449
Total mutual funds	2,577,507	-	-	2,577,507
Equity Securities:				
Blended funds	130,627	-	-	130,627
Value funds	226,769	-	-	226,769
Growth funds	122,837	-	-	122,837
Total equity securities	480,233	-	-	480,233
Government Securities	10,254			10,254
Cash surrender value life insurance	-	40,250	-	40,250
Total investments measured at fair value	$ 4,143,074	$ 40,250	$ -	$ 4,183,324

NOTE E - INCOME TAX STATUS

The Company most recently amended and restated the Plan, effective January 1, 2009, and has received a favorable determination letter from the Internal Revenue Service ("IRS") dated July 27, 2009 regarding the tax-qualified status of the Plan under the IRC. Since the receipt of the determination letter, the Plan has been further amended; however, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE F - PARTIES-IN-INTEREST

Plan investments include accounts managed by Merrill Lynch and T. Rowe Price, the Custodians; therefore, these transactions qualify as parties-in-interest transactions.

NOTE G - RECONCILIATION TO FORM 5500

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

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 4,546,961	$ 4,423,372
Benefit claims payable	(175,044)	(168,904)
Net assets available for benefits per the Form 5500	$ 4,371,917	$ 4,254,468

The following is a reconciliation of benefit payments per the accompanying financial statements to the Form 5500 for the year ended December 31, 2011:

Benefit payments per financial statements	$ 149,883
Change in benefit claims payable from December 31, 2010 to December 31, 2011	6,140
Benefit payments per Form 5500	$ 156,023

SUPPLEMENTAL SCHEDULES

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, Part IV, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Abbott Labs	718 Shares	$ 39,519	$ 40,373
	Allianz Agic High Yield Bond	3,106 Shares	29,137	29,411
	Altria Group	742 Shares	18,400	22,000
	American Century High Yield Muni	3,276 Shares	28,479	29,156
	AT&T	500 Shares	13,110	15,120
	Automatic Data Proc.	300 Shares	11,393	16,203
	Baxter International Inc	100 Shares	5,648	4,948
	Becton Dickinson Co	200 Shares	13,031	14,944
	BIF Government Securities Fund	7,672 Shares	7,672	7,672
	Bif Money Fund	33,308 Shares	33,308	33,308
	Blackrock Global	8,525 Shares	148,992	155,505
	Boeing	89 Shares	6,505	6,528
	Bristol-Myers Squibb Co	1,265 Shares	36,366	44,579
	Cash	1,619 Shares	1,619	1,619
	Cash Surrender Value Life Insurance	44,078 Shares	44,078	44,078
	Centerpoint Energy	2,270 Shares	44,395	45,604
	Chevron Texaco Corp	427 Shares	31,190	45,433
	Chubb	324 Shares	22,188	22,427
	Coca Cola	648 Shares	38,952	45,341
	Cohen & Steers Global Realty	406 Shares	17,059	14,928
	Cohen & Steers Preferred	1,238 Shares	15,469	14,486
	Colgate Palmolive	100 Shares	6,737	9,239
	DWS Enhanced Commodity	7,766 Shares	34,177	26,406
	Eaton Vance Emerging Market	847 Shares	9,087	7,978
	Eaton Vance Global Macro	3,001 Shares	30,559	28,985
	Eaton Vance MLT Strategy	4 Shares	40	39
	Eaton Vance Strategic Income	3,724 Shares	30,630	29,382
	Eaton Vance Tax Adv	3,830 Shares	42,556	44,117
	Ecolab Inc	799 Shares	40,757	46,190
	Eli Lilly & Co	1,078 Shares	44,582	44,802
	Emerson Elec	600 Shares	25,136	27,954
	Exxon	540 Shares	39,196	45,770
	Federated Prudent Bear	2,857 Shares	14,741	12,570
	First Eagle	2,349 Shares	94,713	106,337
	Freeport McMoran Copper & Gold	590 Shares	21,890	21,706
	General Mills	400 Shares	12,108	16,164
	IBM	237 Shares	30,615	43,580
	Insured Savings Account Bank of America	174,959 Shares	174,959	174,959
	Intel	929 Shares	21,838	22,528
	iShares Barclays 1-3 Year	1,501 Shares	126,835	126,835
	iShares Floating Rate	355 Shares	17,687	17,395
	iShares Gold	1,601 Shares	23,822	24,383

See independent auditors' report.

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Ivy Asset Strategy	6,535 Shares	141,985	146,721
	JP Morgan	688 Shares	22,013	22,876
	JP Morgan High Yield	5,727 Shares	43,643	43,640
	JP Morgan International Currency	3,766 Shares	43,898	40,786
	JP Morgan Mortgage	9,933 Shares	113,030	113,431
	JP Morgan Strategic Income	6,330 Shares	76,055	71,717
	Kellogg Co	200 Shares	9,401	10,114
	Kraft	333 Shares	12,423	12,441
	Lockheed Martin Corp	200 Shares	15,231	16,180
	Loomis Natixis Global	5,147 Shares	68,590	77,766
	Loomis Sayles Core Plus	4,535 Shares	57,897	57,869
	Loomis Sayles Invt Grade	4,649 Shares	54,165	55,508
	Lord Abbet Core Fixed	5,209 Shares	58,177	57,503
	Lord Abbet Short	25,620 Shares	118,174	116,316
	McDonalds Corp	300 Shares	18,539	30,099
	Medtronic	1,225 Shares	44,867	46,856
	MFS Emerging Markets	4,968 Shares	72,955	72,133
	ML PFD Capital Trust III	500 Shares	12,500	10,730
	National Grid	560 Shares	26,281	27,149
	Nextera Energy (fka FPL Group)	300 Shares	11,757	18,264
	Nike Inc	237 Shares	18,845	22,840
	Norfolk Southern	313 Shares	22,083	22,805
	Novartis	394 Shares	22,196	22,525
	Oppenheimer International Bond	4,631 Shares	31,284	28,714
	PepsiCo	676 Shares	44,529	44,853
	Philip Morris Intl	289 Shares	17,054	22,681
	PIMCO All Asset	2,898 Shares	31,303	29,037
	PIMCO Commodity Real Return	2,864 Shares	26,648	18,704
	PIMCO Foreign Bond	9,526 Shares	101,427	100,786
	PIMCO Total Return	3,899 Shares	42,651	42,383
	Powershares International	1,037 Shares	29,575	27,410
	Price Latin America Fund	9,375 Shares	154,322	364,043
	Prudential Global Total	8,268 Shares	58,713	55,067
	Prudential Jennison	420 Shares	23,765	20,022
	Prudential PLC	1,136 Shares	21,836	22,425
	Prudential Short Term	3,803 Shares	43,880	43,239
	Rogers Communication	1,195 Shares	45,174	46,019
	Royal Dutch Shell	298 Shares	22,197	22,651
	Templeton Global Total	10,292 Shares	137,479	126,181
	Texas Instruments	754 Shares	21,486	21,949
	United Parcel Svc	305 Shares	21,968	22,323
	United Techs Corp	298 Shares	20,105	21,781

See independent auditors' report.

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, Part IV, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Verizon Communication	800 Shares	25,375	32,096
	Victory Fund for Income	8,682 Shares	100,483	99,320
	Visa Inc	60 Shares	5,987	6,092
	Wal Mart Stores, Inc	749 Shares	40,597	44,760
	Wells Fargo Adv (fka Evergreen)	12,868 Shares	143,473	154,292
	Wells Fargo Adv Short Term	5,324 Shares	42,861	43,230
	Total Investments, at fair value		3,788,052	4,107,309
*	Participant Loans	7.5%-8% Interest, Maturing through February 2015	-	40,047
	TOTAL INVESTMENTS		$ 3,788,052	$ 4,147,356

* Represents party-in-interest.

See independent auditors' report.

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
PIMCO	Total Return Fund	$ 278,229	$ 289,515	$ 278,229	$ -	$ 11,286

See independent auditors' report.

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, Part IV, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2011

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	BIF Government Securities Fund	7,672 Shares	7,672	7,672
	Bif Money Fund	33,308 Shares	33,308	33,308
	Blackrock Global	8,525 Shares	148,992	155,505
	Boeing	89 Shares	6,505	6,528
	Bristol-Myers Squibb Co	1,265 Shares	36,366	44,579
	Cash	1,619 Shares	1,619	1,619
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	Texas Instruments	754 Shares	21,486	21,949
	United Parcel Svc	305 Shares	21,968	22,323
	United Techs Corp	298 Shares	20,105	21,781

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SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, Part IV, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
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	Victory Fund for Income	8,682 Shares	100,483	99,320
	Visa Inc	60 Shares	5,987	6,092
	Wal Mart Stores, Inc	749 Shares	40,597	44,760
	Wells Fargo Adv (fka Evergreen)	12,868 Shares	143,473	154,292
	Wells Fargo Adv Short Term	5,324 Shares	42,861	43,230
	Total Investments, at fair value		3,788,052	4,107,309
*	Participant Loans	7.5%-8% Interest, Maturing through February 2015	-	40,047
	TOTAL INVESTMENTS		$ 3,788,052	$ 4,147,356

* Represents party-in-interest.

See independent auditors' report.

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; [X] a single-employer plan; [ ] a multiple-employer plan; or [ ] a DFE (specify) _____

B This return/report is: [ ] the first return/report; [ ] an amended return/report; [ ] the final 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
SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1968

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

SPEC'S FAMILY PARTNERS, LTD.

ROBERT J. HEISLER
2410 SMITH STREET

HOUSTON TX 77006

2b Employer Identification Number (EIN) 74-1532648

2c Sponsor's telephone number 713-526-8787

2d Business code (see instructions) 445310

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	[signature]	10/15/12	ROBERT J. HEISLER
	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") 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**	1817
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**	1711
b Retired or separated participants receiving benefits	**6b**	6
c Other retired or separated participants entitled to future benefits	**6c**	344
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	2061
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	2061
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2061
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	162
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

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) [X] Insurance	(1) [X] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] 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	**b General Schedules**		
(1) [X] **R** (Retirement Plan Information)	(1) [X]	**H**	(Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ]	**I**	(Financial Information - Small Plan)
	(3) [X] 1	**A**	(Insurance Information)
	(4) [X]	**C**	(Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ]	**D**	(DFE/Participating Plan Information)
	(6) [ ]	**G**	(Financial Transaction Schedules)

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
PIMCO	Total Return Fund	$ 278,229	$ 289,515	$ 278,229	$ -	$ 11,286

See independent auditors' report.