# 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
PRIEFERT MANUFACTURING CO., INC. 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1969

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

PRIEFERT MANUFACTURING COMPANY, INC

P.O. BOX 1540
MT. PLEASANT, TX 75456-1540

**2b** Employer Identification Number (EIN) 75-1236931

**2c** Sponsor's telephone number 903-572-1741

**2d** Business code (see instructions) 339900

**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 | CINDY L YARBROUGH |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2012 | CINDY L YARBROUGH |
| | **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")
PRIEFERT MANUFACTURING COMPANY, INC

P.O. BOX 1540
MT. PLEASANT, TX 75456-1540

**3b** Administrator's EIN
75-1236931

**3c** Administrator's telephone number
903-572-1741

**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** | 647 |
| **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** | 511 |
| **b** | Retired or separated participants receiving benefits | **6b** | 4 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 131 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 646 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 2 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 648 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 564 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 29 |
| **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:
2D 2J 2K 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | | **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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2011**<br>**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
PRIEFERT MANUFACTURING CO., INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PRIEFERT MANUFACTURING COMPANY, INC

**D** Employer Identification Number (EIN)
75-1236931

## 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)

RETIREMENT CONSULTING GROUP

210 E CARNEGIE
WINNSBORO, TX 75494

75-2755599

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 | | 7250 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

THOMAS AND THOMAS LLP

2900 ST MICHAEL DRIVE
SUITE 302
TEXARKANA, TX 75503

71-0271741

| (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 | | 8911 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

| **(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 |
|---|---|---|
| | | |

| **(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
PRIEFERT MANUFACTURING CO., INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PRIEFERT MANUFACTURING COMPANY, INC

**D** Employer Identification Number (EIN)
75-1236931

## 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) | 19912 | 0 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 289784 | 240037 |
| **(2)** U.S. Government securities | 1c(2) | 450479 | 463765 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | 130287 | 78342 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 1903265 | 2273244 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | |
| **(6)** Real estate (other than employer real property) | 1c(6) | 812542 | 970792 |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(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) | 9322055 | 8396699 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | 0 | |
| | **(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 | 12928324 | 12422879 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 27255 | 0 |
| **h** | Operating payables | 1h | | 12735 |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | 29194 | 14029 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 56449 | 26764 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 12871875 | 12396115 |

## 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) | 15165 | |
| | **(B)** Participants | 2a(1)(B) | 650273 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 9067 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 674505 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 411546 | |
| | **(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) | | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 411546 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | -34154 | |
| | **(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) | | -34154 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | 65048 | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 65048 |
| (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) | | 0 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1116945 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1469322 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 1469322 |
| **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) | 23133 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | 44762 | |
| (4) Other | 2i(4) | 55488 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 123383 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1592705 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | -475760 |
| **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: MCCLANAHAN AND HOLMES, LP (2) EIN: 75-0946514

**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 | | 600000 |
| **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) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

# Priefert Manufacturing Company, Inc.
# 401(k) Retirement Trust

## Audited Financial Statements
## December 31, 2011 and 2010

## (With Independent Auditors' Report Thereon)

**PRIEFERT MANUFACTURING COMPANY, INC. 401(k) RETIREMENT TRUST**

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McClanahan and Holmes, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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# INDEPENDENT AUDITORS' REPORT

To the Trustees of
Priefert Manufacturing Company, Inc. 401(k) Retirement Trust

We have audited the accompanying statement of net assets available for benefits of the Priefert Manufacturing Company, Inc. 401(k) Retirement Trust (the Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. Comparative amounts presented as of and for the year ended December 31, 2010 were audited by other accountants whose report dated July 15, 2011 expressed an unqualified opinion.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 Priefert Manufacturing Company, Inc. 401(k) Retirement Trust as of December 31, 2011, and the changes in its net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

McClanahan and Holmes, LLP

Certified Public Accountants

Denison, Texas
September 28, 2012



AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

**PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2011 AND 2010**

| | 2011 | 2010 |
|---|---|---|
| **ASSETS** | | |
| Cash and Cash Equivalents | $ 240,037 | $ 289,784 |
| Receivables: | | |
| Employer's Contribution | - | 19,912 |
| Investments: | | |
| At Fair Value : | | |
| Level I: | | |
| Shares of Registered Investment Companies | 8,396,699 | 9,322,055 |
| Corporate Stocks - Common | 2,273,244 | 1,903,265 |
| Corporate Bonds and Notes | 78,342 | 130,287 |
| Government & Agency Obligations | 463,765 | 450,479 |
| Real Estate Investment Trust | 40,543 | 50,423 |
| Level II: | | |
| Real Estate | 680,249 | 512,119 |
| Level III: | | |
| Real Estate Investment Trust | 250,000 | 250,000 |
| Total Investments at Fair Value | 12,182,842 | 12,618,628 |
| Total Assets | 12,422,879 | 12,928,324 |
| **LIABILITIES** | | |
| Accounts Payable | | |
| Accounts Payable and Accrued Expenses | 1,416 | 27,255 |
| Employer's Contribution Overpayment | 11,319 | - |
| Forfeitures Held in Suspense | 14,029 | 29,194 |
| Total Liabilities | 26,764 | 56,449 |
| **NET ASSETS** | | |
| Net Assets Available For Benefits | $ 12,396,115 | $ 12,871,875 |

See independent auditors' report and accompanying notes to financial statements.

**PRIEFERT MANUFACTURING COMPANY, INC. (401(K) RETIREMENT TRUST**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010**

| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | 2011 | 2010 |
|---|---|---|
| Investment Income: | | |
| Net Appreciation in Fair Value of Investments | $ 30,894 | $ 1,074,627 |
| Interest | 26,220 | 33,304 |
| Dividends | 385,326 | 370,097 |
| | 442,440 | 1,478,028 |
| Less Investment Expense | (44,762) | (47,576) |
| Total Investment Income (Loss) | 397,678 | 1,430,452 |
| Contributions: | | |
| Employers | 29,194 | 89,807 |
| Participants | 650,273 | 695,524 |
| Rollovers | 9,067 | - |
| Total Contributions | 688,534 | 785,331 |
| Total Additions | 1,086,212 | 2,215,783 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| Benefits Paid to Participants | 1,469,322 | 3,089,932 |
| Administrative Expenses | 23,133 | 28,150 |
| Forfeitures Held in Suspense | 14,029 | 29,194 |
| Unrelated Business Income Tax | 55,488 | 67,760 |
| Total Deductions | 1,561,972 | 3,215,036 |
| Net Increase (Decrease) | (475,760) | (999,253) |
| **NET ASSETS AVAILABLE FOR BENEFITS:** | | |
| Beginning of Year | 12,871,875 | 13,871,128 |
| End of Year | $ 12,396,115 | $ 12,871,875 |

See independent auditors' report and accompanying notes to financial statements.

## NOTE 1 - SUMARY OF SIGNIFICANT PLAN PROVISIONS

The following description of the Priefert Manufacturing Company, Inc. (Company) 401(k) Retirement Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### GENERAL

The Plan was established January 1, 1969, and has been subsequently restated as required by regulatory changes and revised reporting requirements, the latest restatement being effective January 1, 2009. The Plan is a defined contribution plan covering all employees of Priefert Mfg. Co., Inc.; Priefert Complex Designs, LLC; PMCI Management I, LC; and Priefert Logistics, LP (Employers) who have completed a minimum of six months of service. Participation in the Plan is voluntary. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### CONTRIBUTIONS

Each year, eligible participants may contribute pretax compensation to their accounts, as defined in the Plan, subject to limitations determined by the Internal Revenue Service. Participants may also contribute, or rollover, amounts representing distributions from other qualified defined benefit or contribution plans. The Employers' contribute on a discretionary basis at the option of their respective governing bodies. Contributions from employees are received from the Employers through payroll deductions of the Plan participants.

### PARTICIPANT LOANS

The Plan does not allow for loans to participants or beneficiaries.

### VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. The Employers' contribution portion of their accounts are fully vested and non-forfeitable upon attainment of age sixty with five years of service or upon the completion of six years of qualifying service. If an employee terminates because of death or disability, they become 100% vested. If a participant terminates employment other than because of death, disability or retirement, vesting in the Employers' contributions made for the benefit of the participant accumulates at a rate of 20% after two years of service, 40% after three years, 60% after four years, 80% after five years, and 100% after six or more years.

### FORFEITED ACCOUNTS

The portion of a terminated participant's account to which he or she is not entitled as a result of being less than fully vested is forfeited by the participant and reallocated as a discretionary matching contribution in accordance with provisions of the Plan. At December 31, 2011 and 2010, forfeited, non-vested accounts were approximately $14,029 and $29,194, respectively, which are available for future use as discretionary matching employer contributions, subject to reinstatement of the terminated employees. Forfeitures used as matching employer contributions were $29,194 for 2011 and $89,807 for 2010.

## NOTE 1 - SUMMARY OF SIGNIGICANT PLAN PROVISIONS- continued

PAYMENT OF BENEFITS

Benefits are recorded when paid. On 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 participant's vested interest in his or her account, or annual installments, if the vested benefit exceeds $5,000. Vested Benefits not exceeding $5,000 must be distributed as soon as practicable following death disability or retirement. For termination of service due to other reasons, a participant may receive the employee portion (salary deferral or 401(k) portion) of his or her account as a lump-sum distribution. The vested portion of the Employer contribution (Company match) will be distributed 5 years following termination.

Unless a participant elects otherwise, payment of benefits must begin no later than 60 days after the close of the Plan year in which the participant attains the age of 65, or the termination of service, whichever is later. Distributions must begin no later than April 1 following the calendar year in which the participant attains the age of 70-1/2 for 5% owners and 70-1/2 or retirement for less than 5% owners.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Employers' contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. Amounts forfeited by prior participants of their non-vested Employer contributions are available for use as future discretionary Employer contributions.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying financial statements were prepared on the accrual basis of accounting.

VALUATION OF INVESTMENTS

In accordance with generally accepted accounting principles, investments in financial and nonfinancial assets are reported in a three-tiered hierarchy as follows:

Level I – Assets are based on quoted prices or unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the Plan's year end.

Level II – Assets are based on other than quoted prices or adjusted quoted prices of similar assets or liabilities in markets that are not active.

Level III – Assets are based on unobservable inputs and which shall reflect the Plan's own assumptions about the assets or liabilities.

This fair value hierarchy gives the highest priority to Level I assets and the lowest priority to Level III assets.

## NOTE 2 - SUMMARY OF SIGNIGICANT ACCOUNTING POLICIES- continued

VALUATION OF INVESTMENTS – continued
The Plan's investments are stated at fair value. Many factors are considered in arriving at fair value. In general, Level I investments are securities traded on a national securities exchange which are valued at the closing price on the last business day of the Plan year, except for Guaranty Bancshares, Inc. which is valued based on a combination of recent transaction prices and regular periodic independent appraisals. The Level II investment in real estate is shown at appraised value which is determined by an independent appraisal performed every three years. Level III securities are investments in Real Estate Investment Trusts (REIT) which are not traded in active markets, transactions in similar investments are not observable, and are stated at cost which is estimated to be fair value due to the timing of the purchase.

The Plan's investments, stated at fair value, consist primarily of shares in registered investment companies, equity securities, corporate and government bonds, real estate investment trusts, and undeveloped land.

Individual investments representing at least five percent of net assets available for benefits at December 31, 2011 and 2010 were as follows:

| | 2011 | 2010 |
|---|---|---|
| Investments at Fair Value: | | |
| PIMCO Total Return Fund | $ 651,503 | $ 685,471 |
| Guaranty Bancshares, Inc. | 1,849,709 | 1,576,621 |
| Undeveloped Land Mt. Pleasant 7.651 acres | 680,249 | 512,119 |

ADMINISTRATIVE EXPENSES
All expenses incurred in the administration of the Plan are paid by the Trust.

USE OF ESTIMATES
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator makes certain estimates and assumptions in the preparation of the financial statements that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

RECLASSIFICATIONS
Certain amounts relating to the prior year have been reclassified to conform to the current year presentation. The reclassifications have no effect on the previously reported net assets.

## NOTE 3 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will immediately become fully vested in their individual account.

## NOTE 4- INVESTMENTS

The following table presents investments at December 31, 2011 and 2010:

| | Fair Value Measurements at Reporting Date Using: | | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices In Active Markets for Identical Assets (Level I) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2011 | | | | |
| Shares of registered investment companies | $ 8,396,699 | $ 8,396,699 | $ - | $ - |
| Common stocks | 2,273,244 | 2,273,244 | - | - |
| Corporate bonds and notes | 78,342 | 78,342 | - | - |
| Government & agency obligations | 463,765 | 463,765 | - | - |
| Real Estate Investment Trusts | 40,543 | 40,543 | - | - |
| Real estate | 680,249 | - | 680,249 | - |
| Real Estate Investment Trusts | 250,000 | - | - | 250,000 |
| Total assets at fair value | $ 12,182,842 | $ 11,252,593 | $ 680,249 | $ 250,000 |

| | Fair Value Measurements at Reporting Date Using: | | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices In Active Markets for Identical Assets (Level I) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2010 | | | | |
| Shares of registered investment companies | $ 9,322,055 | $ 9,322,055 | $ - | $ - |
| Common stocks | 1,903,265 | 1,903,265 | - | - |
| Corporate bonds and notes | 130,287 | 130,287 | - | - |
| Government & agency obligations | 450,479 | 450,479 | - | - |
| Real Estate Investment Trusts | 50,423 | 50,423 | - | - |
| Real estate | 512,119 | - | 512,119 | - |
| Real Estate Investment Trusts | 250,000 | - | - | 250,000 |
| Total assets at fair value | $ 12,618,628 | $ 11,856,509 | $ 512,119 | $ 250,000 |

The following is a schedule of net appreciation in the fair value of investments by investment type for the years ending December 31, 2011 and 2010:

| | 2011 | 2010 |
|---|---|---|
| Net Change in Fair Value: | | |
| Level I – Investments at fair value as determined by quoted market price: | | |
| Shares of registered investment companies | $( 369,509) | $ 861,549 |
| Corporate stocks – common | 224,473 | 235,007 |
| Corporate bonds and notes | 488 | 4,294 |
| Government & agency obligations | 13,308 | 15,438 |
| Real estate investment trust | ( 5,996) | ( 31,281) |
| Total Level I – Investment change | ( 137,236) | 1,085,007 |

## NOTE 4 - INVESTMENTS - continued

| | 2011 | 2010 |
|---|---|---|
| Level II – Investments at estimated fair value based on current valuations and appraisals: | | |
| Real Estate | 168,130 | ( 8,172) |
| Total Level II – Investment change | 168,130 | ( 8,172) |
| Level III – Investments at cost estimated to be fair value due to timing of the purchase: | | |
| Real estate investments trusts | - | ( 2,208) |
| Total Level III-Investment change | - | ( 2,208) |
| Net change in fair value Increase | $ 30,894 | $ 1,074,627 |

The following tables reconcile the beginning and ending balances of fair value measurements using significant other observable inputs (Levels 2) and significant unobservable inputs (Level 3) for the years ended December 21, 2011 and 2010.

| Changes in Level II Investments | December 31, 2011 | December 31, 2010 |
|---|---|---|
| Beginning Balance | $ 512,119 | $ 551,250 |
| Total gain included in changes in net assets available for benefits | 168,130 | - |
| Purchases, sales: | | |
| Purchases | - | - |
| Sales | - | ( 39,131) |
| Ending Balance | $ 680,249 | $ 512,119 |

| Changes in Level III Investments | December 31, 2011 | December 31, 2010 |
|---|---|---|
| Beginning Balance | $ 250,000 | $ 52,630 |
| Purchases, sales: | | |
| Purchases | - | 250,000 |
| Sales | - | ( 52,630) |
| Ending Balance | $ 250,000 | $ 250,000 |

## NOTE 4 - INVESTMENTS – continued

The level three investments are stated at cost which is estimated to be fair value due to the timing of the purchase. The investments are not available for sale or transfer on any securities exchange. Accordingly, transactions in similar investments are not observable.

## NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds which are managed by Baker Financial Services, Inc. or Guaranty Bond Bank Trust Department, who are the investment managers as defined by the Plan; therefore, these transactions are deemed to be party-in-interest transactions as defined by ERISA Title I, Section 406. Fees paid by the Plan for the investment management services amounted to $44,762 and $47,576 for the years ended December 31, 2011 and 2010, respectively.

The Plan holds investment assets that include 47,428 shares of common stock of Guaranty Bancshares which was a publicly traded bank until 2006. Guaranty Bancshares, through their trust department serve as an investment advisor to the Plan. Since Bill Priefert, a trustee of the Plan, is also a member of the Board of Directors of Guaranty Bancshares as well as the principal shareholder of the Plan Sponsor, any transactions between the Plan and Guaranty Bancshares are considered to be with a party in interest. During 2010, the Plan exercised stock options for the acquisition of additional shares of Guaranty Bancshares at a price less that the estimated fair market value at the time of the option. The transaction did not increase the Plan's percentage of ownership in Guaranty Bancshares but maintained the same percentage ownership that existed before the option was exercised and before Mr. Priefert was elected to the Board of Directors of Guaranty Bancshares. The trustees of the Plan considered the exercise of the option to be in accordance with their fiduciary responsibilities. During 2011, the Plan received a stock dividend which was reinvested as additional shares of common stock of Guaranty Bancshares.

## NOTE 6 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been restated since receiving this determination letter; however, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2008.

## NOTE 7 - COMMITTMENTS

At December 31, 2011 and 2010, $2,265,900 and $1,602,517, respectively, were due to former employees or their beneficiaries who had retired, terminated employment or were deceased. These obligations will not be reported as deductions from net assets until payment is made.

## NOTE 8 – NONEXEMPT TRANSACTION WITH A PARTY-IN-INTEREST

During 2010, the Plan purchased 2,500 units of Santa Fe Group, LLC, a real estate investment trust, for $250,000. One of the initial owners of the REIT was Gerald Baker who is an investment advisor and custodian of the Plan. Due to this relationship, the transaction was reported as a nonexempt transaction with a party-in-interest.

## NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities which are inherently exposed to various risks such as interest rate fluctuations, and market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

## NOTE 10 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 28, 2012, the date on which the financial statements were available to be issued.

McClanahan and Holmes, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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## INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL INFORMATION

To the Trustees of
Priefert Manufacturing Company, Inc. 401(k) Retirement Trust

Our audit was made for the purpose of forming an opinion on the basic financial statements of the Priefert Manufacturing Company, Inc. 401(k) Retirement Trust taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is 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. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McClanahan and Holmes, LLP

Certified Public Accountants

Denison, Texas
September 28, 2012

PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST
FORM 5500 SCHEDULE H, PART IV, ITEM 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Asset Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Capital World Growth and Income Fund CL A | Mutual Fund 6,296.446 shares | $ 224,592 | $ 202,242 |
| * | Davis New York Venture Fund CL A | Mutual Fund 6,963.455 shares | 239,036 | 226,312 |
| * | Davis New York Venture Fund CL C | Mutual Fund 3,213.298 shares | 106,714 | 100,833 |
| * | Fleming Capital Mutual Fund Group CL C | Mutual Fund 7,151.710 shares | 161,627 | 163,560 |
| * | Growth Fund of America CL A | Mutual Fund 5,402.096 shares | 164,358 | 155,202 |
| * | Intermediate Bond Fund of America CL A | Mutual Fund 22,352.764 shares | 303,333 | 304,668 |
| * | Investment Company of America CL A | Mutual Fund 4,400.622 shares | 123,874 | 119,213 |
| * | New Perspective Fund CL A | Mutual Fund 9,335.278 shares | 266,933 | 244,211 |
| * | PIMCO Pacific Bond Fund CL C | Mutual Fund 7,851.767 shares | 85,581 | 85,506 |
| * | PIMCO Total Return Fund CL C | Mutual Fund 7,642.807 shares | 84,358 | 83,077 |
| * | Pioneer Series Trust Cullen Value Fund CL C | Mutual Fund 8,517.953 shares | 153,339 | 144,124 |
| * | Pioneer Strategic Income Fund CL A | Mutual Fund 7,840.024 shares | 85,444 | 81,615 |
| * | Seligman Communication & Information CL A | Mutual Fund 2,800.179 shares | 124,781 | 114,247 |
| * | Seligman Communication & Information CL C | Mutual Fund 6,363.753 shares | 235,101 | 212,040 |
| * | Cohen & Steers Realty Inst CL C | Mutual Fund 3,463.895 shares | 131,608 | 136,755 |
| * | Northern High Yield Fixed Income Fund | Mutual Fund 20,371.606 shares | 148,612 | 143,416 |
| * | PIMCO Foreign Bond Fund Inst | Mutual Fund 9,960.991 shares | 103,944 | 105,387 |
| * | PIMCO Total Return Fund Inst | Mutual Fund 59,935.913 shares | 650,447 | 651,503 |
| * | Pioneer Strategic Income Fund CL A | Mutual Fund 43,012.890 shares | 470,373 | 457,227 |
| * | I Shares TR S&P Midcap 400 Index Fund | Mutual Fund 2,447.000 shares | 221,918 | 214,382 |
| * | Vanguard Inflation Protected Securities Fund | Mutual Fund 8,054.607 shares | 104,953 | 113,651 |
| * | Vanguard Precious Metals & Mining Fund | Mutual Fund 11,428.171 shares | 299,803 | 221,592 |
| * | Vanguard Short Term Bond Index Fund | Mutual Fund 2,355.838 shares | 25,210 | 24,995 |
| * | Artisan Midcap Value Fund | Mutual Fund 15,015.316 shares | 301,008 | 296,511 |

* Party-in-interest

PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST
FORM 5500 SCHEDULE H, PART IV, ITEM 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)
DECEMBER 31, 2011

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Asset Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
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| * | Dodge & Cox Stock Fund | Mutual Fund 3,221.517 shares | $ 347,151 | $ 327,435 |
| * | Fidelity Advisor New Insight Fund I | Mutual Fund 12,115.157 shares | 244,023 | 241,819 |
| * | Geneva Advisors Equity Income Fund I | Mutual Fund 6,077.635 shares | 140,029 | 150,725 |
| * | Harbor International Fund | Mutual Fund 7,694.625 shares | 461,837 | 403,583 |
| * | Loomis Sayles GLB Bond Fund Inst | Mutual Fund 5,072.131 shares | 84,248 | 83,538 |
| * | Nuveen Real Estate Class I Fund | Mutual Fund 8,099.120 shares | 147,220 | 153,640 |
| * | PIMCO Short Term Fund Inst | Mutual Fund 3,232.970 shares | 31,953 | 31,295 |
| * | PIMCO Total Return Fund Inst | Mutual Fund 17,619.733 shares | 191,287 | 191,527 |
| * | Stratton Small Cap Value Fund | Mutual Fund 4,407.903 shares | 218,720 | 219,470 |
| * | T Rowe Price Equity Income Fund | Mutual Fund 3,580.949 shares | 84,833 | 82,577 |
| * | T Rowe Price Growth Fund | Mutual Fund 7,618.368 shares | 244,930 | 242,493 |
| * | T Rowe Price Midcap Growth Fund | Mutual Fund 6,198.907 shares | 356,785 | 326,868 |
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| * | Vanguard Equity Income Fund | Mutual Fund 11,247.067 shares | 231,465 | 246,311 |
| * | Vanguard GNMA Fund | Mutual Fund 13,550.411 shares | 145,303 | 150,003 |
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| * | First Eagle Funds Global Fund CL C | Mutual Fund 10,007.186 shares | 456,590 | 444,419 |
| * | Federal National MTC Association 4.875% Due: 12/15/2016 | Government Obligation | 111,963 | 118,521 |
| * | Federal Home Loan MTG 5.00% Due: 2/16/2017 | Government Obligation | 112,813 | 118,014 |
| * | Federal Farm Credit Banks 5.20% Due: 7/22/2014 | Government Obligation | 33,950 | 33,496 |
| * | Federal Farm Credit Banks 5.375% Due: 8/15/2018 | Government Obligation | 17,196 | 18,487 |

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PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST
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| * | Federal Farm Credit Banks 4.70% Due: 10/11/1012 | Government Obligation | $ 26,563 | $ 25,759 |
| * | Federal Farm Credit Banks 5.10% Due: 8/5/2013 | Government Obligation | 11,052 | 10,749 |
| * | Federal Farm Credit Banks 5.50% Due: 6/8/2015 | Government Obligation | 34,621 | 34,767 |
| * | Federal Farm Credit Banks 5.55% Due: 6/6/2017 | Government Obligation | 34,572 | 36,232 |
| * | Federal Farm Credit Banks 5.45% Due: 6/20/2016 | Government Obligation | 34,668 | 35,738 |
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| * | Federal Home Loan 5.00% Due: 3/8/2013 | Government Obligation | 10,909 | 10,553 |
| * | General Electric Capital Corporation 5.00% Due: 11/15/2014 | Corporate Bonds and Notes | 31,220 | 30,832 |
| * | General Electric Capital Corporation 5.00% Due: 6/15/2012 | Corporate Bonds and Notes | 5,183 | 5,058 |
| * | Prudential Financial, Inc. 5.50% Due: 3/15/2016 | Corporate Bonds and Notes | 32,109 | 32,519 |
| * | International Lease Financial 5.15% Due: 4/15/2012 | Corporate Bonds and Notes | 9,756 | 9,858 |
| * | Washington Mutual 5.50% Due: 1/15/2013 | Corporate Bonds and Notes | 8 | 75 |
| * | Nucor Corporation | Common Stock 2,790.929 shares | 125,655 | 110,437 |
| * | SPDR Gold Trust | Common Stock 1,000 shares | 138,720 | 151,990 |
| * | Vanguard Dividend Appreciation ETF | Common Stock 2,948 shares | 161,509 | 161,108 |
| * | Guaranty Bond Bank | Common Stock 47,428.437 shares | 1,616,269 | 1,849,709 |
| * | Houston R. E. Income Properties X, Ltd. | Real Estate Investment Trust | 46,539 | 40,543 |

* Party-in-interest

PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST
FORM 5500 SCHEDULE H, PART IV, ITEM 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)
DECEMBER 31, 2011

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Asset Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Santa Fe Group | Real Estate Investment Trust | $ 250,000 | $ 250,000 |
| * | Land 6.95 acres Mt. Pleasant, Texas | Undeveloped Land | 451,750 | 573,375 |
| * | Land 0.701 acres Mt. Pleasant, Texas | Undeveloped Land | 60,369 | 106,874 |
| | | | $ 12,117,794 | $ 12,182,842 |

* Party-in-interest

# 5500 Electronic Filing Authorization

Plan Name: PRIEFERT MANUFACTURING CO., INC. 401(k) PLAN
EIN/PN: 75-1236931/001
Plan Year: 01/01/2011 - 12/31/2011

I hereby authorize Retirement Consulting Group to electronically file the above return with the US Department of Labor's Electronic Filing Acceptance System (EFAST).

I have signed Form 5500 for this return and understand a scanned copy of this return bearing my manual signature will be included in the electronic filing and posted on the US Department of Labor's internet site for public disclosure.

Plan Administrator

√ Bill Priefert
(sign)

√ 10-12-12
(date)

Plan Sponsor

√ Bill Priefert
(sign)

√ 10-12-12
(date)

RECEIVED
OCT 12 2012

Form **5558**
(Rev. June 2011)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File Certain Employee Plan Returns

▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions.

OMB No. 1545-0212

**File With IRS Only**

## Part I Identification

**A** Name of filer, plan administrator, or plan sponsor (see instructions)
PRIEFERT MANUFACTURING COMPANY, INC

Number, street, and room or suite no. (If a P.O. box, see instructions)
P.O. BOX 1540

City or town, state, and ZIP code
MT. PLEASANT TX 75456-1540

**B** **Filer's identifying number (see instructions)**
Employer identification number (EIN)
75-1236931
Social security number (SSN) (see instructions)

| C | Plan name | Plan number | Plan year ending-- MM | DD | YYYY |
|---|---|---|---|---|---|
| 1 | PRIEFERT MANUFACTURING CO., INC. 401(k) PLAN | 0 0 1 | 12 | 31 | 2011 |
| 2 | | | | | |
| 3 | | | | | |

## Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 I request an extension of time until 10 / 15 / 2012 to file Form 5500 series (see instructions).
**Note.** A signature IS NOT required if you are requesting an extension to file Form 5500 series.

2 I request an extension of time until / / to file Form 8955-SSA (see instructions).
**Note.** A signature IS required if you are requesting an extension to file Form 8955-SSA.

The application **is automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is not later than the 15th day of the third month after the normal due date.

## Part III Extension of Time To File Form 5330 *(see instructions)*

3 I request an extension of time until / / to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ a

b Enter the payment amount attached . . . . . ▶ b

c For excise taxes under section 4980 or 4980F of the Code, enter the revision/amendment date . . . . ▶ c

4 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

**Signature** ▶ **Date** ▶

| Form 5500 | Annual Return/Report of Employee Benefit Plan | OMB Nos 1210-0110<br>1210-0089 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>► Complete all entries in accordance with the instructions to the Form 5500. | 2011<br>This Form is Open to Public Inspection |

## Part I Annual Report Identification Information

For the 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
PRIEFERT MANUFACTURING CO., INC. 401(k) PLAN

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 01/01/1969

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

PRIEFERT MANUFACTURING COMPANY, INC

P.O. BOX 1540

US MT. PLEASANT TX 75456-1540

2b Employer Identification Number (EIN) 75-1236931

2c Sponsor's telephone number (903) 572-1741

2d Business code (see instructions) 339900

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 | √ Bill Priefert | 10-12-12 | BILL PRIEFERT |
| | Signature of plan administrator | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | √ Bill Priefert | 10-12-12 | BILL PREIFERT |
| | 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")<br>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<br>**a** Sponsor's name | **4b** EIN | |
| | **4c** PN | |

| | | |
|---|---|---|
| **5** Total number of participants at the beginning of the plan year | **5** | 647 |
| **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** | 511 |
| **b** Retired or separated participants receiving benefits | **6b** | 4 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 131 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 646 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 2 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 648 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 564 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 29 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer 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:

2D 2J 2K 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

| **9a** Plan funding arrangement (check all that apply) | **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) [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) [ ] **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)<br>(3) [ ] ____ **A** (Insurance Information) |
| (3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (4) [X] **C** (Service Provider Information)<br>(5) [ ] **D** (DFE/Participating Plan Information)<br>(6) [ ] **G** (Financial Transaction Schedules) |

PRIEFERT MANUFACTURING COMPANY, INC. 401(K) RETIREMENT TRUST
FORM 5500 SCHEDULE H, PART IV, ITEM 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

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|---|---|---|---|---|
| * | Capital World Growth and Income Fund CL A | Mutual Fund 6,296.446 shares | $ 224,592 | $ 202,242 |
| * | Davis New York Venture Fund CL A | Mutual Fund 6,963.455 shares | 239,036 | 226,312 |
| * | Davis New York Venture Fund CL C | Mutual Fund 3,213.298 shares | 106,714 | 100,833 |
| * | Fleming Capital Mutual Fund Group CL C | Mutual Fund 7,151.710 shares | 161,627 | 163,560 |
| * | Growth Fund of America CL A | Mutual Fund 5,402.096 shares | 164,358 | 155,202 |
| * | Intermediate Bond Fund of America CL A | Mutual Fund 22,352.764 shares | 303,333 | 304,668 |
| * | Investment Company of America CL A | Mutual Fund 4,400.622 shares | 123,874 | 119,213 |
| * | New Perspective Fund CL A | Mutual Fund 9,335.278 shares | 266,933 | 244,211 |
| * | PIMCO Pacific Bond Fund CL C | Mutual Fund 7,851.767 shares | 85,581 | 85,506 |
| * | PIMCO Total Return Fund CL C | Mutual Fund 7,642.807 shares | 84,358 | 83,077 |
| * | Pioneer Series Trust Cullen Value Fund CL C | Mutual Fund 8,517.953 shares | 153,339 | 144,124 |
| * | Pioneer Strategic Income Fund CL A | Mutual Fund 7,840.024 shares | 85,444 | 81,615 |
| * | Seligman Communication & Information CL A | Mutual Fund 2,800.179 shares | 124,781 | 114,247 |
| * | Seligman Communication & Information CL C | Mutual Fund 6,363.753 shares | 235,101 | 212,040 |
| * | Cohen & Steers Realty Inst CL C | Mutual Fund 3,463.895 shares | 131,608 | 136,755 |
| * | Northern High Yield Fixed Income Fund | Mutual Fund 20,371.606 shares | 148,612 | 143,416 |
| * | PIMCO Foreign Bond Fund Inst | Mutual Fund 9,960.991 shares | 103,944 | 105,387 |
| * | PIMCO Total Return Fund Inst | Mutual Fund 59,935.913 shares | 650,447 | 651,503 |
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| | | | $ 12,117,794 | $ 12,182,842 |

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