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;
- [X] 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
SUNSET AVIATION, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2009

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

SUNSET AVIATION, LLC

201 1ST ST.
SUITE 307
PETALUMA, CA 94952

2b Employer Identification Number (EIN) 80-0319107

2c Sponsor's telephone number 800-359-7861

2d Business code (see instructions) 481000

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.	12/26/2012	MARK DENNEN
	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")
SUNSET AVIATION, LLC

201 1ST ST.
SUITE 307
PETALUMA, CA 94952

3b Administrator's EIN
80-0319107

3c Administrator's telephone number
800-359-7861

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**	155
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**	283
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	325
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	325
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	151
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

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

A Name of plan
SUNSET AVIATION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNSET AVIATION, LLC

D Employer Identification Number (EIN)
80-0319107

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)

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
SUNSET AVIATION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNSET AVIATION, LLC

D Employer Identification Number (EIN)
80-0319107

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	193	72766
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25446	0
(2) Participant contributions	1b(2)	46820	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	92030	310653
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	105230	219503
(5) Partnership/joint venture interests	1c(5)		39795
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	56224	81289
(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)	2952754	4649020
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3278697	5373026
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3278697	5373026

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)	815525	
	(B) Participants	2a(1)(B)	1449779	
	(C) Others (including rollovers)	2a(1)(C)	170328	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2435632
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6	
	(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)	3918	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3924
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	2268	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	81689	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		83957
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-163365
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2360148
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	250645	
(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)		250645
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	15174	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		15174
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		265819
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2094329
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MARCUM, LLP (2) EIN: 11-1986323

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
SUNSET AVIATION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNSET AVIATION, LLC

D Employer Identification Number (EIN)
80-0319107

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**

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): _____ _____

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):

SUNSET AVIATION, LLC 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

FOR THE YEAR ENDED DECEMBER 31, 2011

SUNSET AVIATION, LLC 401(k) PLAN

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MARCUM
ACCOUNTANTS ▲ ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Sunset Aviation, LLC 401(k) Plan

We were engaged to audit the financial statements of Sunset Aviation, LLC 401(k) Plan (the "Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011 and the supplemental schedule as of December 31, 2011 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab and Co. Inc. and Charles Schwab Bank, the Custodians of the Plan (the "Custodians"), except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Charles Schwab and Co. Inc. and Charles Schwab Bank hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the Custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the Custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Marcum LLP

San Francisco, CA
December 21, 2012

MARCUMGROUP
MEMBER

Marcum LLP ▪ 101 Montgomery Street ▪ Suite 1900 ▪ San Francisco, California 94104 ▪ **Phone** 415.981.9400 ▪ **Fax** 415.391.2310 ▪ **marcumllp.com**

SUNSET AVIATION, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments		
Mutual funds	$ 4,649,020	$ 2,952,754
Common stock	219,503	105,230
Money market funds	310,653	92,030
Real estate investment trust	31,340	--
Partnership	8,455	--
Total Investments	5,218,971	3,150,014
Receivables		
Notes receivable from participants	81,289	56,224
Employer contribution receivable	--	25,446
Participants' contributions receivable	--	46,820
Total Receivables	81,289	128,490
Cash	72,766	193
Total Assets	5,373,026	3,278,697
Net Assets Available for Plan Benefits	$ 5,373,026	$ 3,278,697

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

SUNSET AVIATION, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

Additions to Net Assets Attributed to		
Contributions		
Participants	$ 1,449,779	
Employer	815,525	
Rollovers	170,328	
Total Contributions		$ 2,435,632
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	(180,344)	
Common stock	20,091	
Real estate investment trust	(3,195)	
Partnership	83	
Net Depreciation in Fair Value of Investments		(163,365)
Dividend and interest income:		
Mutual funds	80,798	
Common stock	2,268	
Real estate investment trust	315	
Partnership	576	
Cash and money market funds	6	
Total Dividend and Interest Income		83,963
Net Investment Loss		(79,402)
Interest income on notes receivable from participants		3,918
Total Additions		2,360,148
Deductions From Net Assets Attributed to		
Benefits paid to participants	250,645	
Administrative expenses	15,174	
Total Deductions		265,819
Net Increase in Net Assets Available for Plan Benefits		2,094,329
Net Assets Available for Plan Benefits - Beginning		3,278,697
Net Assets Available for Plan Benefits - Ending		$ 5,373,026

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

SUNSET AVIATION, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2011

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Sunset Aviation, LLC 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

GENERAL

The Plan is a defined contribution plan sponsored by Sunset Aviation, LLC dba Solairus Aviation (the "Sponsor" or the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Sponsor is the Plan administrator. The Plan administrator is responsible for all matters, including but not limited to eligibility, rights to benefits, interpreting Plan documents, and maintaining participants' accounts. The trustees of the Plan are the Company's President and CFO, John King and Mark Dennen, respectively. The custodians of the Plan at December 31, 2011 are Charles Schwab and Co., Inc. and Charles Schwab Bank (the "Custodians"). Subsequent to year end (see Note 7) all assets were consolidated at Charles Schwab Bank. Each participant allocates his or her Plan contributions among the investment options available in the Plan. Asset management fees are charged to participants. Administrative expenses are substantially paid for by the Company.

ELIGIBILITY AND PARTICIPATION

Participation in the Plan is voluntary. Employees who have attained the age of 18 are eligible to participate, unless they are specifically excluded from participating by the Plan agreement.

An eligible employee may elect to participate on the first day of each calendar month.

CONTRIBUTIONS

Participants

Each year, participants may contribute up to 100% of their compensation, as defined by the Plan. Section 401(k) of the Internal Revenue Code (the "Code") and the Plan limit the amount certain highly compensated individuals may contribute, based on amounts contributed by lower compensated individuals. All participants were limited to a maximum contribution of $16,500 in 2011 by Section 402(g) of the Code. In addition, individuals age 50 or over by the end of the Plan year are allowed to make additional contributions in excess of the standard limits of up to $5,500 in 2011. If any participant's elective deferrals for the year exceed the maximum allowable for that year, the excess amount will be returned to the Company and then paid to the participant as taxable compensation.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

CONTRIBUTIONS (CONTINUED)

Safe Harbor Matching Contributions

This plan is designed to qualify as a "Safe Harbor 401(k) Plan." As a Safe Harbor 401(k) Plan, the Sponsor will provide a special safe harbor matching contribution to the Plan for those participants who satisfy the eligibility requirements applicable to such Safe Harbor matching contributions.

The Safe Harbor matching contributions are equal to 100% of the employee contribution for each payroll period up to 6.0% of Plan compensation.

Employer

The Company, at its discretion, may make a discretionary profit sharing employer contribution. The employer contribution may be determined as a uniform percentage of compensation or as a uniform dollar amount. There were no discretionary profit sharing employer contributions for the years ended December 31, 2011 and 2010.

Rollovers

With the consent of the Plan administrator, participants are permitted to deposit distributions received from other qualified plans ("rollovers") without incurring federal or state income taxes and penalties.

PARTICIPANT ACCOUNTS

Separate accounts are established and maintained for each participant. Plan participants are provided with various individual investment options. Participants may elect how to allocate their contributions among the investment options and can change their allocations at any time. The investments are valued on the valuation date, which is the last day of the plan year. Investments are not guaranteed as to income or principal.

Each participant's account is credited with the participant's salary deferral contribution and allocations of (a) the Company's matching profit sharing contributions, if any, and (b) Plan earnings and gains and losses less charges of allocated administrative expenses. Earnings on investments include interest income and realized and unrealized gains and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions to the Plan and earnings thereon and are entitled to receive the full value of their accounts upon termination of employment services with the Company. Participants are immediately vested in their safe harbor matching contribution. A participant needs to be an active employee at December 31 to receive employer profit sharing contributions for that year. The following vesting schedule applies to profit sharing contributions made by the employer:

Years of Service	Vesting %
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

FORFEITURES

Forfeitures of Company contributions may be used to reduce future employer contributions. Forfeitures available and used for the year ended December 31, 2011 were $7,015 and $260, respectively. No forfeitures were used in 2010.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Each loan made must be fully repaid through payroll deductions within 5 years, unless the loan is used for the purchase of a primary residence, in which case the loan may be repaid within a period of no more than 30 years. The loan is secured by the balance in the participant's account and bears interest at prime plus 2% per annum. Notes receivable outstanding as of December 31, 2011 bear interest at 5.25% per annum. Loans become due and payable in full in the event of the participant's termination of employment, as defined by the Plan. Outstanding notes receivable from participants amounted to $81,289 and $56,224 as of December 31, 2011 and 2010, respectively.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

BENEFIT PAYMENTS AND WITHDRAWALS

Upon termination of service due to death, disability, retirement, or other reasons, vested benefits due to the participants or their beneficiaries will be distributed in accordance with the Plan. If a distribution or withdrawal is requested from the Plan as of any date other than a valuation date, the value of the account will be the value as of the prior valuation date.

PLAN TERMINATION

Although it has not expressed an intention to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("US GAAP").

USE OF ESTIMATES

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivables from participants are recorded as distributions based upon the terms of the plan document.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are stated at fair value as determined by the Plan Custodian. See Note 3 for fair value measurements. Realized gains and losses on sales of investments, if any, are calculated based on net sales' proceeds and investment costs determined on the specific-identification method. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Participants have investment discretion over all contributions made on their behalf.

PAYMENTS OF BENEFITS

Benefits are recorded when paid.

RISKS AND UNCERTAINTIES

The Plan provides for various investment options in a combination of mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, 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 investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

RECLASSIFICATION

Certain amounts in the prior year's financial statements have been reclassified for comparative purposes to conform to the presentation in the current year's financial statements. These reclassifications have no effect on previously reported net increase in net assets available for plan benefits.

NOTE 3 – FAIR VALUE OF INVESTMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. That hierarchy is as follows:

NOTE 3 – FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 1 - Quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

Common stock: Publicly traded common stocks are valued at the closing price reported in the active market in which the individual securities are traded.

Real Estate Investment Trust: Publicly traded real estate investment trust is valued at the closing price reported in the active market in which the individual securities are traded.

Partnership: Publicly traded partnership is valued at the closing price reported in the active market in which the partnership interest is traded.

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

The following table represents the Plan's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2011:

NOTE 3 – FAIR VALUE OF INVESTMENTS (CONTINUED)

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Financial Assets:				
Mutual funds				
Target Date	$2,651,191	$ --	$ --	$2,651,191
Bond Funds	596,718	--	--	596,718
Foreign Large	400,805	--	--	400,805
Large Blend	199,828	--	--	199,828
Large Value	201,265	--	--	201,265
Small Growth	142,015	--	--	142,015
Large Growth	117,665	--	--	117,665
Real Estate	90,568	--	--	90,568
Mid-Cap Growth	89,832	--	--	89,832
Mid-Cap Blend	80,288	--	--	80,288
Small Value	59,872	--	--	59,872
Small Blend	18,973	--	--	18,973
Total Mutual Funds	4,649,020	--	--	4,649,020
Common stock	219,503	--	--	219,503
Money market funds	310,653	--	--	310,653
Real Estate Investment Trust	31,340	--	--	31,340
Partnership	8,455	--	--	8,455
Total Financial Assets at Fair Value	$5,218,971	$ --	$ --	$5,218,971

NOTE 3 – FAIR VALUE OF INVESTMENTS (CONTINUED)

The following table represents the Plan's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2010:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Financial Assets:				
Mutual funds				
Target Date	$1,699,417	$ --	$ --	$1,699,417
Bond Funds	340,330	--	--	340,330
Foreign Large	290,107	--	--	290,107
Mid-Cap Growth	109,144	--	--	109,144
Large Blend	100,297	--	--	100,297
Large Value	83,582	--	--	83,582
Small Growth	81,844	--	--	81,844
Large Growth	67,861	--	--	67,861
Mid-Cap Blend	49,003	--	--	49,003
Real Estate	48,859	--	--	48,859
Diversified Emerging Markets	40,842	--	--	40,842
Small Blend	20,847	--	--	20,847
Small Value	20,621	--	--	20,621
Total Mutual Funds	2,952,754	--	--	2,952,754
Common stock	105,230	--	--	105,230
Money market funds	92,030	--	--	92,030
Total Financial Assets at Fair Value	$3,150,014	$ --	$ --	$3,150,014

NOTE 4 – UNAUDITED INFORMATION CERTIFIED BY THE PLAN CUSTODIANS

The following unaudited information in the financial statements and supplemental schedule was certified to be complete and accurate by the Custodians of the Plan (Charles Schwab and Co. and Charles Schwab Bank) within the meaning of 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

- All amounts included as investments at fair value in the Statements of Net Assets Available for Plan Benefits as of December 31, 2011, except for PCRA assets valued at $379,824.

- Investment income and net appreciation or depreciation in fair value of investment amounts included in the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2011 except for interest on notes receivable from participants of $3,918 and PCRA investment income of $18,387.

- All amounts included in the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2011 except for PCRA assets valued at $379,824 and notes receivable from participants of $81,289.

The following is the fair value of individual investments that represents 5% or more of the Plan's net assets at December 31, 2011, including the comparable balance for the prior year:

	2011	2010
Schwab Target 2030 Fund	$936,247	$467,941
Schwab Target 2020 Fund	861,984	544,344
Schwab Target 2040 Fund	666,967	541,939
Pimco Total Return Fund	350,521	271,217

The following is a breakdown of the investment income (loss) by investment type for 2011:

	Money Market and Mutual Funds	Common Stock	Real Estate Investment Trust	Partnership	Total
Net realized and unrealized Gains (losses)	$(180,344)	$20,091	$(3,195)	$ 83	$(163,365)
Interest and dividend income	80,804	2,268	315	576	83,963
Total Investment Income (Loss)	$(99,540)	$22,359	$(2,880)	$ 659	$(79,402)

NOTE 5 – INCOME TAX STATUS

The Plan is qualified under applicable provisions of the Internal Revenue Code and is not subject to federal and state income taxes. Participants are not subject to federal and state income taxes on their elective deferrals, matching contributions, or profit sharing contributions, or on income accruing to their accounts until they receive distributions from the Plan.

The Plan is based on a prototype plan agreement. The prototype plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the form of the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since the issuance of that opinion letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2011 and 2010, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan is no longer subject to income tax examinations for the years prior to December 31, 2009.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

The records of the Plan indicate there were no party-in-interest transactions for the plan years ended December 31, 2011 and 2010, which are prohibited by ERISA Sections 406 and 407 and for which no statutory or administrative exemption exists.

NOTE 7 – SUBSEQUENT EVENTS

On January 3, 2012, the Plan transferred all of its assets from Charles Schwab and Co. to Charles Schwab Bank.

The Plan has evaluated all events and transactions that occurred after December 31, 2011, and through December 21, 2012, the date the financial statements and accompanying notes to financial statements were available to be issued. Other than the subsequent event disclosed in the preceding paragraph, no other events or transactions have occurred that would require adjustment to the financial statements or disclosure in the accompanying notes.

SUNSET AVIATION, LLC 401(k) PLAN

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

EIN: 80-0319107
PN: 001

DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value	
*	Mutual Fund	Schwab Target 2030 Fund	**	$ 936,247	
*	Mutual Fund	Schwab Target 2020 Fund	**	861,984	
*	Mutual Fund	Schwab Target 2040 Fund	**	666,967	
*	Mutual Fund	PIMCO Total Return Fund	**	350,521	
*	Mutual Fund	Oakmark Intl Fd Class I	**	219,130	
*	Mutual Fund	American Century Govt Bond	**	205,938	
*	Mutual Fund	Schwab Target 2010 Fund	**	182,367	
*	Mutual Fund	American Century Equity	**	138,936	
*	Mutual Fund	Schwab S&P 500 Index Fund	**	110,135	
*	Mutual Fund	Cohen & Steers Realty	**	90,568	
*	Mutual Fund	American Century	**	89,832	
*	Mutual Fund	First Eagle Overseas	**	89,483	
*	Mutual Fund	Buffalo Small Cap Fund	**	88,537	
*	Mutual Fund	Calamos Growth Fund	**	83,476	
*	Mutual Fund	DFA U.S. Targeted Value	**	58,904	
*	Mutual Fund	DFA Global 60/40	**	55,558	(A)
*	Mutual Fund	Baron Small Cap Fund	**	53,189	
*	Mutual Fund	Wells Fargo Advantage	**	48,500	
*	Mutual Fund	Harbor International	**	37,766	
*	Mutual Fund	PIMCO Foreign Bond Fund	**	37,055	
*	Mutual Fund	Dreyfus Midcap Index Fd	**	30,662	
*	Mutual Fund	DFA Intl Value Port Cl	**	30,651	
*	Mutual Fund	Jensen Quality Growth Fund	**	30,626	
*	Mutual Fund	DFA Emrg Mkts Value	**	26,962	
*	Mutual Fund	Artisan Intl Fund	**	23,667	
*	Mutual Fund	American Beacon Large	**	19,377	
*	Mutual Fund	Schwab Small Cap Index	**	18,434	
*	Mutual Fund	Hennessy Cornerstone	**	15,990	
*	Mutual Fund	Schwab Markettrack all	**	15,550	

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SUNSET AVIATION, LLC 401(k) PLAN

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EIN: 80-0319107
PN: 001

DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value	
*	Mutual Fund	Schwab Markettrack Growth	**	11,561	
*	Mutual Fund	Schwab Health Care Fund	**	7,002	
*	Mutual Fund	Blackrock Lifepath 2040	**	3,627	
*	Mutual Fund	Calvert Equity Portfolio	**	3,562	
*	Mutual Fund	Parnassus Fixed Income Fund	**	3,204	
*	Mutual Fund	Ariel Fund	**	1,126	
*	Mutual Fund	Northern Small Cap Value	**	968	
*	Mutual Fund	Dreyfus Small cap Index Fund	**	539	
*	Mutual Fund	Buffalo Small Cap Fund	**	289	
*	Mutual Fund	Dreyfus International Stock Index Fund	**	108	
*	Mutual Fund	Domini Society Equity Fund	**	7	
*	Mutual Fund	Schwab Markettrack Balanced	**	7	
*	Mutual Fund	Schwab Markettrack Conservative	**	7	
*	Mutual Fund	Blackrock Lifepath 2030	**	1	
	Total Mutual Funds			4,649,020	
*	Money Market Fund	Schwab Investor Money Fd	**	245,685	
*	Money Market Fund	Schwab Money Market Fund	**	64,968	(A)
	Total Money Market Funds			310,653	
	Common Stock	I T T Educ Svcs Inc.	**	122,882	(A)
	Common Stock	Berkshire Hathaway B New	**	36,243	(A)
	Common Stock	Verizon Communications	**	12,846	(A)
	Common Stock	Apple Inc.	**	8,100	(A)
	Common Stock	Supervalu Inc.	**	7,528	(A)
	Common Stock	Moneygram Intl Inc.	**	4,438	(A)
	Common Stock	Strum Ruger & Co Inc.	**	4,301	(A)
	Common Stock	Williams Sonoma	**	3,890	(A)
	Common Stock	Ford Motor Company New	**	3,228	(A)
	Common Stock	Altria Group Inc.	**	2,919	(A)

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SUNSET AVIATION, LLC 401(k) PLAN

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

EIN: 80-0319107
PN: 001

DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value	
	Common Stock	First Intst Bancsystem	**	2,739	(A)
	Common Stock	Petroleo Brasileiro Adrf	**	2,485	(A)
	Common Stock	Intel Corp	**	2,425	(A)
	Common Stock	WeyerHaeuser Co	**	1,899	(A)
	Common Stock	Sprint Nextel Corp	**	1,872	(A)
	Common Stock	Alcoa Inc.	**	872	(A)
	Common Stock	Bank of America Corp	**	558	(A)
	Common Stock	Frontier Communications	**	278	(A)
	Total Common Stock			219,503	
	Real Estate Investment Trust	Annaly Capital Management	**	31,340	(A)
	Partnership	Linn Energy, LLC	**	8,455	(A)
	Total			$ 5,218,971	
*	Participant loans	Participants' loans bearing interest at 5.25% per annum and maturity dates ranging between June 2013 to November 2040.		$ 81,289	

* Party-in-interest for which a statutory exemption exists.

** Cost information on investments held by Charles Schwab has been omitted as all investments are in an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account, including negative elections, as may be authorized under the terms of the Plan.

(A) Investment balance included in PCRA accounts which have total fair value of $379,824 as of December 31, 2011. $10 of cash only is included in the PCRA. PCRA investments are not covered by a certification.

See accompanying independent auditors' report.

SUNSET AVIATION, LLC 401(k) PLAN

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

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