# 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 09/01/2011 and ending 08/31/2012

**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
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

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

**1c** Effective date of plan 09/07/1997

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

KENNETH FOX SUPPLY COMPANY

P.O. BOX 2288
MCALLEN, TX 78504

**2b** Employer Identification Number (EIN) 74-1670882

**2c** Sponsor's telephone number 956-682-6176

**2d** Business code (see instructions) 326100

**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. | 06/07/2013 | KEITH FOX |
| | **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")
KENNETH FOX SUPPLY COMPANY

P.O. BOX 2288
MCALLEN, TX 78504

**3b** Administrator's EIN
74-1670882

**3c** Administrator's telephone number
956-682-6176

**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** | 179 |
| **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** | 199 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 7 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 206 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 206 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 88 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **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)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

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

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

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

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 09/01/2011 and ending 08/31/2012

**A** Name of plan
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
KENNETH FOX SUPPLY COMPANY

**D** Employer Identification Number (EIN)
74-1670882

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 06-0974148 | 88072 | GA-029088 | 88 | 09/01/2011 | 08/31/2012 |

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

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 4336 | 728 |

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

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
VSR FINANCIAL SVCS OF TEXAS
COMMISSION DEPT 8620 W 110TH ST #20
OVERLAND PARK, KS 66210

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 4336 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
LOREN D STARK COMPANY INC
10750 ROCKLEY ROAD
HOUSTON, TX 77099

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | 728 | ADMINISTRATION | 5 |

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | 0 |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | 1630352 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

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

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☒ group deferred annuity

(3) ☐ other (specify) ▶

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

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

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

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

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | 0 |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | 0 |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

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

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

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 09/01/2011 and ending 08/31/2012

**A** Name of plan
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

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

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
KENNETH FOX SUPPLY COMPANY

**D** Employer Identification Number (EIN)
74-1670882

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE TK1

**b** Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 1564982 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT K1

**b** Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 65370 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

# 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 09/01/2011 and ending 08/31/2012

**A** Name of plan
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
KENNETH FOX SUPPLY COMPANY

**D** Employer Identification Number (EIN)
74-1670882

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 1344326 | 1630352 |
| **(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) | | |
| **(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 | 1344326 | 1630352 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 1344326 | 1630352 |

## 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) | 99708 | |
| **(B)** Participants | 2a(1)(B) | 165782 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 265490 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 0 |
| **(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) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |
| **(6)** Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| **(7)** Net investment gain (loss) from pooled separate accounts | 2b(7) | | 68393 |
| **(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) | | |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 333883 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| **(1)** Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 47357 | |
| **(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) | | 47357 |
| **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) | 500 | |
| **(3)** Investment advisory and management fees | 2i(3) | | |
| **(4)** Other | 2i(4) | | |
| **(5)** Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 500 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 47857 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | 286026 |
| **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)** ☒ 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 ☐ No

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

**(1)** Name: LONG CHILTON, LLP **(2)** EIN: 74-1154721

**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 | |
| **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 09/01/2011 and ending 08/31/2012

**A** Name of plan
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
KENNETH FOX SUPPLY COMPANY

**D** Employer Identification Number (EIN)
74-1670882

## Part I Distributions

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

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

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

EIN(s): 06-0974148

**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):

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

# KENNETH FOX SUPPLY COMPANY
# 401(k) PROFIT SHARING PLAN

August 31, 2012 and 2011

**KENNETH FOX SUPPLY COMPANY**
**401(k) PROFIT SHARING PLAN**
August 31, 2012 and 2011

## PLAN ADMINISTRATOR

Kenneth Fox Supply Company

## TRUSTEES

L. Keith Fox
Aaron D. Fox

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CERTIFIED PUBLIC ACCOUNTANTS
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# INDEPENDENT AUDITOR'S REPORT

To the Trustees
Kenneth Fox Supply Company 401(k) Profit Sharing Plan
McAllen, Texas

We were engaged to audit the accompanying statements of net assets available for benefits (modified cash basis) of Kenneth Fox Supply Company 401(k) Profit Sharing Plan (the Plan) as of fiscal years ended August 31, 2012 and 2011, and the related statements of changes in net assets available for benefits (modified cash basis) for the fiscal years then ended, and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) for the fiscal years then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 D, which was certified by the Hartford Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the fiscal years ended August 31, 2012 and 2011, that the information provided to the Plan Administrator by the custodian is complete and accurate.

As described in Note B, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but 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 schedules, other than that derived from the information certified by the custodian, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Long Chilton LLP

LONG CHILTON, LLP
*Certified Public Accountants*

McAllen, Texas
June 5, 2013

Kenneth Fox Supply Company
401(k) Profit Sharing Plan
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -**
**Modified Cash Basis**
August 31,

| **ASSETS** | 2012 | 2011 |
|---|---|---|
| Investments | | |
| Pooled Separate Accounts (Note D) | $ 1,630,352 | $ 1,344,326 |
| Total Assets | 1,630,352 | 1,344,326 |
| **LIABILITIES** | - | - |
| **NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE** | $ 1,630,352 | $ 1,344,326 |
| Adjustment From Fair Value To Contract Value For Fully Benefit-Responsive Investment Contracts | - | - |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 1,630,352 | $ 1,344,326 |

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

Kenneth Fox Supply Company
401(k) Profit Sharing Plan
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - Modified Cash Basis**
For the Fiscal Years Ended August 31,

| | 2012 | 2011 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Contributions from participants | $ 157,435 | $ 151,167 |
| Roth contributions from participants | 8,348 | 8,190 |
| Contributions from employers | 99,708 | 84,612 |
| Net appreciation (depreciation) in fair value of investments | 68,393 | 116,900 |
| Total additions | 333,883 | 360,869 |
| Deductions from net assets attributed to: | | |
| Benefit payments | 47,358 | 39,368 |
| Corrective disbursements | - | - |
| Administrative expenses (Note G) | 500 | 250 |
| Total deductions | 47,858 | 39,618 |
| Net increase (decrease) in net assets | 286,025 | 321,251 |
| Net assets available for benefits | | |
| Beginning of year | 1,344,326 | 1,023,075 |
| End of year | $ 1,630,352 | $ 1,344,326 |

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

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## NOTE A – DESCRIPTION OF PLAN

The following description of the Kenneth Fox Supply Company 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

*1. General*

The Plan is a defined contribution plan established for the benefit of the employees of the following companies:

Kenneth Fox Supply Company (Fox)
Fox Solutions, LLC

The original effective date of the Plan was September 1, 1997. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

*2. Amendments*

Since the Plan's inception on September 1, 1997, the Plan has been amended to comply with various applicable laws in accordance with ERISA, Department of Labor and the IRS. The following are the amendments that have been enacted.

Effective April 28, 2010, the Plan was amended to include Fox Solutions, LLC as an affiliated employer adopting the Kenneth Fox Supply Company 401(k) Profit Sharing Plan.

On December 7, 2009, the Plan was amended to adopt the Pension Protection Act 2006 Amendment (PPA 2006). This law was created to help protect pension and retirement Plan participants and promote individual savings. The PPA 2006 amendment enables Fox to comply with various laws, including the PPA 2006, Heroes Earnings Assistance Relief Tax Act of 2008 (HEART Act), and the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA). The HEART Act provides additional tax and pension benefits to individuals who are absent from work when serving in the uniformed military service while the WRERA was designed to help alleviate the financial burden facing seniors who have seen their retirement savings shrink dramatically. WRERA provided provisions for the Required Minimum Distributions (RMDs) for 2009. This amendment provides that participants and beneficiaries may elect to receive or not to receive distributions which include 2009 RMDs. If a participant or beneficiary makes no election, then the Plan will discontinue making distributions that include 2009 RMDs. This provision provides relief to senior citizens by allowing them to continue to keep money in retirement accounts that they are typically required by law to withdraw once they reach age 70 ½.

Effective for Plan years beginning and after September 1, 2009, the Plan was amended to adopt the 401(k) Safe Harbor Provisions. Under this provision, the basic matching contribution will be made by Fox. Fox will make matching contributions to the account of each "eligible participant" in an amount equal to the sum of 100% of the amount of the participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% of the participant's compensation but do not exceed 5% of the participant's compensation.

## NOTE A – DESCRIPTION OF PLAN (*Continued*)

*3. Eligibility*

Employees are eligible to begin participation in the Plan once they have reached the age of 21 and completed 90 days of service.

Employees' entry dates into the Plan will be the dates in which employees have satisfied eligibility requirements.

Employees are eligible for a discretionary matching profit sharing contribution determined by the employer each year once eligible for the Plan. To be eligible for the discretionary matching profit sharing contribution, employees must (1) be employed on the last day of the Plan year and (2) must have completed a year of service. A year of service is considered to be completed if at least 1,000 hours of service during the Plan year has been completed by the participant.

*4. Contributions*

Participants may contribute up to the maximum allowable limit of $17,000 in 2012 and $16,500 in 2011 ($22,500 allowed for Catch-Up contributions for those over 50 years old in 2012 and $22,000 in 2011) to the Plan. Employees in the Plan are allowed to contribute pre-tax 401(k) deferrals and/or Roth 401(k) deferrals. This contribution was credited to all participants actively employed for each pay period of the Plan year. Fox may elect to make a discretionary matching contribution of the participants' contributed compensation. The discretionary matching contribution for fiscal Plan year end August 31, 2011 that entered the fiscal Plan year August 31, 2012 amounted to $99,708. Employee contributions are invested according to employee apportionments.

The employer may also elect to make a discretionary matching profit sharing contribution determined by the employer each year to eligible participants as mentioned above. For fiscal year end August 31, 2012, Fox elected not to make a discretionary matching profit sharing contribution.

*5. Participant Accounts*

Each participant's account is credited with the participant's contribution, allocations of employer match contributions, Plan earnings, and forfeitures of terminated participants' vested accounts and decreased by distributions, Plan decreases in investments, and charges of allocated administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*6. Forfeitures*

Forfeiture accounts are used to reduce the required safe harbor employer matching contribution. The amount of the forfeiture used to reduce the safe harbor employer match contribution for fiscal Plan year ends August 31, 2012 and 2011 was $3,313 and $1,950, respectively. This reduced the safe harbor employer matching contributions entering the fiscal Plan year ends August 31, 2012 and 2011, respectively.

## NOTE A – DESCRIPTION OF PLAN (*Continued*)

*7. Investment Options*

Upon enrollment into the Plan, participants may direct their salary deferral contributions to selected investments as made available and/or let the Third Party Administrator determine the contributions. These investment options are more fully described in the Plan's literature. Participants may change their investment options according to the salary deferral agreement set by the employer.

*8. Payment of Benefits*

Upon termination of service due to death, disability, or retirement, a participant will become 100% vested in their account balance and will receive a lump-sum distribution or may elect to receive a delayed distribution. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. The Plan allows for hardship distributions not to exceed the amount of the immediate heavy financial need if the withdrawal request is for a purpose delineated in the Plan document. Hardship distributions can only be made from accounts which are 100% vested. The Plan document explains more detailed specifics on the payment of benefits. Benefits are recorded when notification is received from Plan Administrator as having been paid.

*9. Vesting*

Each participant is 100% vested in his or her voluntary contribution account plus actual earnings thereon. Employer matching contributions and profit sharing contributions are discretionary contributions and are vested according to the following schedule:

Vesting Schedule

| Years of Service | Percentage |
|---|---|
| Less than 2 | 0% |
| 2 | 20% |
| 3 | 40% |
| 4 | 60% |
| 5 | 80% |
| 6 | 100% |

*10. Trustee Information*

The Plan's Individual Trustees are L. Keith Fox and Aaron D. Fox.

## NOTE B – SUMMARY OF ACCOUNTING POLICIES

*1. Basis of Accounting*

The accompanying financial statements of the Plan are maintained on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

## NOTE B – SUMMARY OF ACCOUNTING POLICIES *(Continued)*

*2. Estimates*

The preparation of financial statements in conformity with modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles, requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

*3. Investment Valuation and Income Recognition*

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Many factors are considered in arriving at estimated fair market value. In a pooled separate account, units of participation or shares are used to distinguish one Plan's share of assets from the others. Shares of registered investment companies (Pooled Separate Accounts) are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares held by the fund at year end. See Note C for discussion of fair value measurements.

*4. Payment of Benefits*

Benefits are recorded when notification is received from Plan Administrator as having been paid.

*5. Operating Expenses*

All expenses of maintaining the Plan are paid by the Company.

## NOTE C – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying Statements of Net Assets Available for Benefits. In accordance with FASB ASC Topic 820, investments are required to be reported at fair value hierarchies that prioritize the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

*Level 1 Fair Value Measurements*

Level 1 inputs refer to securities traded in an active market with inputs consisting of unadjusted quoted prices in active markets for identical assets and have the highest priority.

*Level 2 Fair Value Measurements*

Level 2 inputs refer to securities not traded on an active market but for which observable market inputs are readily available (or Level 1 securities) where there is a contractual restriction. Such inputs include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active markets;
- Inputs other than quoted market prices that are observable for the asset or liability.

## NOTE C – FAIR VALUE MEASUREMENTS (*Continued*)

*Level 3 Fair Value Measurements*

Level 3 inputs refer to securities not traded in an active market and for which no significant observable market inputs are available. Level 3 inputs have the lowest priority.

As required by FASB ASC Topic 820 and as determined by the custodian, The Hartford Life Insurance Company, the Plan's portfolio investments at fair values were classified as follows:

| | | Fair Value Measurements at Reporting Date Using: |
|---|---|---|
| August 31, 2012 | Fair Value | Significant Other Observable Inputs (Level 2) |
| Pooled Separate Accounts | $ 1,630,352 | $ 1,630,352 |
| Total Assets at Fair Value | $ 1,630,352 | $ 1,630,352 |

| | | Fair Value Measurements at Reporting Date Using: |
|---|---|---|
| August 31, 2011 | Fair Value | Significant Other Observable Inputs (Level 2) |
| Pooled Separate Accounts | $ 1,344,326 | $ 1,344,326 |
| Total Assets at Fair Value | $ 1,344,326 | $ 1,344,326 |

## NOTE D – INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following tables present the fair value of the Plan's investments at August 31, 2012 and 2011 as certified by the custodian, The Hartford Life Insurance Company. See detailed listing on pages 13-14 of supplemental schedules to financial statements.

| | August 31, 2012 | August 31, 2011 |
|---|---|---|
| *Hartford Life Insurance Company Investments* | | |
| Pooled Separate Accounts | $ 1,630,352 | $ 1,344,326 |
| Total Plan Assets | $ 1,630,352 | $ 1,344,326 |

## NOTE D – INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED) (*Continued*)

The fair values of investments that represent five percent or more of the Plan's net assets as of August 31, 2012 ($81,518) and 2011 ($67,148) are as follows:

| | | August 31, 2012 | | August 31, 2011 | |
|---|---|---|---|---|---|
| *Pooled Separate Accounts in Hartford Life Insurance Company* | | | | | |
| Templeton Foreign | | $ 111,889 | | $ 95,097 | |
| Lord Abbett Mid Cap Value | | 146,472 | | 140,232 | |
| SEI Stable Asset | | 226,602 | | 172,220 | |
| Allianz OCC Target | * | - | | 92,512 | |
| Pimco Total Return | | 98,092 | | 83,774 | |
| American Funds Amer Mutual | | 147,318 | | 115,214 | |
| American Century SC Value | | 136,857 | | 110,009 | |
| American Funds Growth Fund | | 138,898 | | 112,581 | |
| LM Clearbridge SC Growth | | 92,469 | | 68,292 | |
| Oppenheimer Gold & Spec Minerals | * | - | | 70,135 | |
| Allianz RCM Mid Cap A | | 105,480 | | - | * |
| Total Investments Greater than 5% of Plan Assets | | $1,204,077 | | $1,060,067 | |

Note: The assets with an "*" symbol present assets that were greater than five percent in one audit year but less than this percentage in the other.

## NOTE E – PLAN TERMINATION

Although they have not expressed any intent to do so, Fox has the right, under the Plan, to change, amend or discontinue the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, each participant's account will become fully vested and non-forfeitable.

## NOTE F – RECONCILIATION OF DIFFERENCES BETWEEN THESE FINANCIAL STATEMENTS AND THE FINANCIAL INFORMATION REQUIRED ON FORM 5500

| | August 31, 2012 | August 31, 2011 |
|---|---|---|
| Net assets available for benefits as presented in these financial statements | $1,630,352 | $1,344,326 |
| Net assets available for benefits as presented on Form 5500 | $1,630,352 | $1,344,326 |

| | 2012 | 2011 |
|---|---|---|
| Net increase (decrease) in net assets available for benefits as presented in these financial statements | $ 286,026 | $ 321,251 |
| Adjustments of: | | |
| Contributions from participants | (1) | (8,190) |
| Roth contributions from participants | - | 8,190 |
| Benefit payments | - | - |
| Corrective disbursements | - | - |
| Net increase (decrease) in net assets available for benefits as presented on Form 5500 | $ 286,025 | $ 321,251 |

## NOTE G – TRANSACTIONS WITH PARTIES-IN-INTEREST

Fees paid by Fox, whose employees' are covered by the Plan, on behalf of the Plan for legal, accounting, and other services rendered to the Plan were based on customary and reasonable rates for such services. Fees paid by the Plan for the contract administrative services amounted to $500 and $250 for the fiscal years ended August 31, 2012 and 2011, respectively.

## NOTE H – FEDERAL INCOME TAX STATUS

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code (IRC) and, accordingly, the trust's net investment income is exempt from income taxes. The Plan obtained a favorable tax determination letter from the Internal Revenue Service dated March 31, 2008. Although the Plan has been amended since receiving the determination letter, 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. Therefore, no provision for income taxes has been made in the financial statements.

## NOTE I – RISKS AND UNCERTAINTIES

The Plan invests in various 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 investment securities 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 benefits.

## NOTE J – SUBSEQUENT EVENTS

The Safe Harbor Matching Contribution for fiscal Plan year end August 31, 2012 in the amount of $109,391 was made after the close of the fiscal Plan year end on December 15, 2012, and will be included in the August 31, 2013 Plan year due to the Plan operating on a modified cash basis.

Management evaluated subsequent events for potential disclosure in or adjustment to the Plan's financial statements through June 5, 2013, the date the financial statements were available to be issued.

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# SUPPLEMENTAL SCHEDULES

**EIN: 74-1670882** **PLAN NUMBER: 001**

Kenneth Fox Supply Company
401(k) Profit Sharing Plan
**Schedules of Assets Held For Investment Purposes**
(Form 5500 - Schedule H - Line 4i)
August 31, 2012

Assets held for investment at August 31, 2012 consisted of the following:

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | **Identity of Issue, Borrower, Lessor, or Similar Party** | **Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value** | **Cost** | **Current Value** |
| * | Hartford Life Insurance Company | Templeton Foreign | (1) | $ 111,889 |
| * | Hartford Life Insurance Company | American Funds AM Balanced | (1) | 65,018 |
| * | Hartford Life Insurance Company | Lord Abbett Mid Cap Value | (1) | 146,472 |
| * | Hartford Life Insurance Company | SEI Stable Asset | (1) | 230,417 |
| * | Hartford Life Insurance Company | Franklin Templeton GR Target | (1) | 55,169 |
| * | Hartford Life Insurance Company | Allianz OCC Target | (1) | - |
| * | Hartford Life Insurance Company | Pimco Total Return | (1) | 98,092 |
| * | Hartford Life Insurance Company | American Funds Amer Mutual | (1) | 147,318 |
| * | Hartford Life Insurance Company | American Century SC Value | (1) | 136,857 |
| * | Hartford Life Insurance Company | American Funds Growth Fund | (1) | 138,898 |
| * | Hartford Life Insurance Company | Hartford High Yield HLS | (1) | 65,370 |
| * | Hartford Life Insurance Company | Legg Mason Partners SC Grwth | (1) | 92,469 |
| * | Hartford Life Insurance Company | Franklin Templeton Cons Target | (1) | 27,995 |
| * | Hartford Life Insurance Company | Franklin Templ Moderate Target | (1) | 11,172 |
| * | Hartford Life Insurance Company | Eaton Vance Dividend Builder | (1) | 31,299 |
| * | Hartford Life Insurance Company | Pioneer Emerging Markets | (1) | 52,966 |
| * | Hartford Life Insurance Company | Oppenheimer Gold & Spec Minerals | (1) | 44,225 |
| * | Hartford Life Insurance Company | Ivy Global Natural Resources | (1) | 28,484 |
| * | Hartford Life Insurance Company | Aim Real Estate | (1) | 40,761 |
| * | Hartford Life Insurance Company | Allianz RC | (1) | 105,480 |
| | | Total Plan Assets | | $ 1,630,352 |

Note: A "*" symbol in column (a) indicates a party-in-interest.

(1) In accordance with Internal Revenue Service instructions, the Plan has opted to omit the cost information for this investment account.

**EIN: 74-1670882** **PLAN NUMBER: 001**

Kenneth Fox Supply Company
401(k) Profit Sharing Plan
**Schedules of Assets Held For Investment Purposes**
(Form 5500 - Schedule H - Line 4i)
August 31, 2011

Assets held for investment at August 31, 2011 consisted of the following:

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | **Identity of Issue, Borrower, Lessor, or Similar Party** | **Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value** | **Cost** | **Current Value** |
| * | Hartford Life Insurance Company | Templeton Foreign | (1) | $ 95,097 |
| * | Hartford Life Insurance Company | American Funds AM Balanced | (1) | 49,642 |
| * | Hartford Life Insurance Company | Lord Abbett Mid Cap Value | (1) | 140,232 |
| * | Hartford Life Insurance Company | SEI Stable Asset | (1) | 172,220 |
| * | Hartford Life Insurance Company | Franklin Templeton GR Target | (1) | 52,811 |
| * | Hartford Life Insurance Company | Allianz OCC Target | (1) | 92,512 |
| * | Hartford Life Insurance Company | Pimco Total Return | (1) | 83,774 |
| * | Hartford Life Insurance Company | American Funds Amer Mutual | (1) | 115,214 |
| * | Hartford Life Insurance Company | American Century SC Value | (1) | 110,009 |
| * | Hartford Life Insurance Company | American Funds Growth Fund | (1) | 112,581 |
| * | Hartford Life Insurance Company | Hartford High Yield HLS | (1) | 50,680 |
| * | Hartford Life Insurance Company | Legg Mason Partners SC Grwth | (1) | 68,292 |
| * | Hartford Life Insurance Company | Franklin Templeton Cons Target | (1) | 20,716 |
| * | Hartford Life Insurance Company | Franklin Templ Moderate Target | (1) | 10,753 |
| * | Hartford Life Insurance Company | Eaton Vance Dividend Builder | (1) | 30,007 |
| * | Hartford Life Insurance Company | Pioneer Emerging Markets | (1) | 24,879 |
| * | Hartford Life Insurance Company | Oppenheimer Gold & Spec Minerals | (1) | 70,135 |
| * | Hartford Life Insurance Company | Ivy Global Natural Resources | (1) | 25,012 |
| * | Hartford Life Insurance Company | Aim Real Estate | (1) | 19,759 |
| ** | Hartford Life Insurance Company | Allianz RC | (1) | - |
| | | Total Plan Assets | | $ 1,344,326 |

Note: A "*" symbol in column (a) indicates a party-in-interest.

A "**" symbol in column (a) indicates a party-in-interest and also indicates an investment started in fiscal year end August 31, 2012. It has been included in this schedule for comparative purposes.

(1) In accordance with Internal Revenue Service instructions, the Plan has opted to omit the cost information for this investment account.

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# 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 09/01/2011 and ending 08/31/2012

**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
Kenneth Fox Supply Company
401(k) Profit Sharing Plan

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

09/07/1997

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

Kenneth Fox Supply Company

P.O. Box 2288

McAllen TX 78504

**2b** Employer Identification Number (EIN)
74-1670882

**2c** Sponsor's telephone number
(956) 682-6176

**2d** Business code (see instructions)
326100

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

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

| | | | |
|---|---|---|---|
| SIGN HERE | Signature of plan administrator | Date 6/7/13 | Enter name of individual signing as plan administrator: Keith Fox |
| 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 |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

4141/ljw

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
Kenneth Fox Supply Company

P.O. Box 2288

McAllen TX 78504

**3b** Administrator's EIN
74-1670882

**3c** Administrator's telephone number
956-682-6176

**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** | 179 |
| **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** | 199 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 7 |
| **d** | Subtotal. Add lines **6a, 6b,** and **6c** | **6d** | 206 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 206 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 88 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **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) | [X] | Insurance |
| (2) | [ ] | Code section 412(e)(3) insurance contracts |
| (3) | [X] | Trust |
| (4) | [ ] | General assets of the sponsor |

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

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

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

**a Pension Schedules**

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

**b General Schedules**

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

**Client # 4141**
**Kenneth Fox Supply Company**
**401(k) Profit Sharing Plan**
**PLAN # 001**
**EIN# 74 2874006**

**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**
For Plan Year Ending August 31, 2012

| (a) Party in Interest? | (b) Identity of issue, borrower, leaser, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | | (d) Cost | (e) Current Value |
|---|---|---|---|---|---|
| * | Hartford | Templeton Foreign | Pooled Separate Accounts | 95,097.27 | 111,889.24 |
| * | Hartford | American Funds Growth Fund | Pooled Separate Accounts | 112,580.56 | 138,898.31 |
| * | Hartford | Lord Abbett Mid Cap Value | Pooled Separate Accounts | 140,232.42 | 146,471.59 |
| * | Hartford | SEI Stable Asset | Pooled Separate Accounts | 172,220.30 | 230,416.94 |
| * | Hartford | Franklin Templeton Gr Target | Pooled Separate Accounts | 52,810.95 | 55,169.12 |
| * | Hartford | Allianz Occ Target | Pooled Separate Accounts | 92,512.11 | 0.00 |
| * | Hartford | American Funds Amer Mutual | Pooled Separate Accounts | 115,214.02 | 147,317.50 |
| * | Hartford | American Century SC Value | Pooled Separate Accounts | 110,009.11 | 136,857.34 |
| * | Hartford | Franklin Templeton Cons Target | Pooled Separate Accounts | 20,716.30 | 27,995.33 |
| * | Hartford | Franklin Templ Moderate Target | Pooled Separate Accounts | 10,752.76 | 11,171.52 |
| * | Hartford | AIM Real Estate | Pooled Separate Accounts | 19,758.96 | 40,761.36 |
| * | Hartford | Legg Mason Partners SC Growth | Pooled Separate Accounts | 68,291.65 | 92,469.05 |
| * | Hartford | Hartford High Yield HLS | Pooled Separate Accounts | 50,680.47 | 65,369.87 |
| * | Hartford | American Funds Am Balanced | Pooled Separate Accounts | 49,641.72 | 65,018.22 |
| * | Hartford | Pimco Total Return | Pooled Separate Accounts | 83,774.38 | 98,092.00 |
| * | Hartford | Eaton Vance Dividend Builder | Pooled Separate Accounts | 24,878.87 | 52,966.47 |
| * | Hartford | Pioneer Emerging Markets | Pooled Separate Accounts | 30,007.32 | 31,299.02 |
| * | Hartford | Oppenheimer Gold & Spec Minerals | Pooled Separate Accounts | 70,134.91 | 44,224.59 |
| * | Hartford | Allianz RC | Pooled Separate Accounts | 0.00 | 105,480.15 |
| * | Hartford | Ivy Global Natural Resources | Pooled Separate Accounts | 25,012.19 | 28,484.00 |
| **TOTAL** | | | | **$1,344,326.27** | **$1,630,351.62** |