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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

VICTORIA AIR CONDITIONING, LTD.

513 PROFIT DRIVE
VICTORIA, TX 77901

2b Employer Identification Number (EIN)
74-2807223

2c Sponsor's telephone number
361-578-5241

2d Business code (see instructions)
238220

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.	07/23/2013	GAY HEILKER
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

BEN OR GAY HEILKER

513 PROFIT DRIVE
VICTORIA, TX 77901

3b Administrator's EIN 74-2153202

3c Administrator's telephone number 361-578-5241

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**	131
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**	87
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	58
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	145
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	145
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	134
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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 Characteristics Codes in the instructions:
3H 2J 2E

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

9a Plan funding arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VICTORIA AIR CONDITIONING, LTD. 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
VICTORIA AIR CONDITIONING, LTD.

D Employer Identification Number (EIN)
74-2807223

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).. . . . . [X] 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

WELLS FARGO BANK, N.A.
ONE OCONNOR PLAZA
VICTORIA, TX 77901

94-3080771

(b) Enter name and EIN or address of person who provided you disclosure 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

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VICTORIA AIR CONDITIONING, LTD. 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
VICTORIA AIR CONDITIONING, LTD.

D Employer Identification Number (EIN)
74-2807223

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)	100000	100000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	48	53
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	212586	250508
(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)	146490	205734
(9) Value of interest in common/collective trusts	1c(9)		0
(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)	7030271	8260352
(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	7489395	8816647
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		358
k Total liabilities (add all amounts in lines 1g through1j)	1k		358
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7489395	8816289

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)	100000	
(B) Participants	2a(1)(B)	287549	
(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)		387549
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	264	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	34137	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5034	
(F) Other	2b(1)(F)	12727	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		52162
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	32134	
(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)		32134
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10073591	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	8819395	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		1254196
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-267147	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-267147

		(a) Amount	(b) Total
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1458894
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	115808	
(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)		115808
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2268
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)	13924	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		13924
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		132000
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1326894
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BUMGARDNER, MORRISON & CO, LLP **(2)** EIN: 74-1194944

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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			
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

VICTORIA AIR CONDITIONING, LTD.

401(K) PROFIT SHARING PLAN

VICTORIA, TEXAS

Financial Statements

December 31, 2012 and 2011

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Financial Statements
December 31, 2012 and 2011

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BUMGARDNER, MORRISON & COMPANY, L.L.P.

BMC

CERTIFIED PUBLIC ACCOUNTANTS

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(1911-2002)
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MEMBERS:
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JACK R. MORRISON, JR., CPA

April 19, 2013

Independent Auditors' Report

To the Administrative Committee of the Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan

We have audited the accompanying financial statements of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Victoria Air Conditioning, Ltd. 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

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

Bumgardner, Morrison & Company, LLP

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VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments (at Fair Value)	$ 8,260,352	$ 7,030,271
Receivables		
Accrued earnings and other receivables	53	48
Employer's contribution	100,000	100,000
Notes receivable from participants	205,734	146,490
Total Receivables	305,787	246,538
Cash and Cash Equivalents	250,508	212,586
Total Assets	$ 8,816,647	$ 7,489,395
Liabilities		
Accounts Payable - Refunds	$ 358	$ -
Total Liabilities	358	-
Net Assets Available for Benefits	$ 8,816,289	$ 7,489,395

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

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

Statement of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets Attributed to		
Investment income		
Net appreciation (depreciation) in fair value of investments	$ (267,147)	$ (613,824)
Interest and dividends	84,296	95,505
Gain (loss) on sale of investments	1,254,196	401,200
	1,071,345	(117,119)
Contributions		
Employer's	100,000	100,000
Participants'	287,549	299,129
Total Additions	1,458,894	282,010
Deductions from Net Assets Attributed to		
Benefits paid to participants	118,076	599,841
Administrative expenses	13,924	6,647
Total Deductions	132,000	606,488
Net Increase (Decrease)	1,326,894	(324,478)
Net Assets Available for Benefits		
Beginning of Year	7,489,395	7,813,873
End of Year	$ 8,816,289	$ 7,489,395

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

Note A Description of Plan

The following description of the Victoria Air Conditioning, Ltd. ("Company") 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a "salary reduction plan" also called a 401(k) plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan allows other employers to adopt its provisions. In addition to Victoria Air Conditioning, Ltd., Emerald Industries, LLC has also adopted the Plan's provisions. Both companies are under common ownership.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, subject to the annual Internal Revenue Service dollar limit. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company's contribution to the Plan is a discretionary amount that is determined by the Company's board of directors. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

Participant Loans

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. The loans are secured by the remaining 50% of the participant's vested account balance and bear interest at the national prime rate. Principal and interest is paid ratably through weekly payroll deductions. A loan application fee is charged to the participant's pretax account.

Note A Description of Plan, Continued

Payment of Benefits

Upon death, disability, retirement, or termination of employment, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Installment payments are only allowed for required minimum distributions.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $11,344 and $7,580, respectively. These accounts will be allocated to participants eligible to share in the allocations based on eligible participant contributions.

Note B Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through April 19, 2013, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with 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.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

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. See Note C for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Note C Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of corporate bonds are based on the closing price reported on the active market where the individual securities are traded.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Corporate bonds	$ 720,731	$ -	$ -	$ 720,731
Mutual funds	7,539,621	-	-	7,539,621
Total assets at fair value	$ 8,260,352	$ -	$ -	$ 8,260,352

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Corporate bonds	$ 1,234,748	$ -	$ -	$ 1,234,748
Mutual funds	5,795,523	-	-	5,795,523
Total assets at fair value	$ 7,030,271	$ -	$ -	$ 7,030,271

Note D Investments

The Plan's investments are held in a bank-administered trust fund. The following presents investments that represent 5% or more of the Plan's net assets.

	2012		2011	
Wells Fargo S&P Midcap Index Fund; 77,109 shares	$ 801,184	*	$ -	
Wells Fargo S&P 500 Index Fund; 251,417 shares	2,589,198	*	-	
Wells Fargo T Rowe Price Institutional Large Cap Growth; 80,221 shares	887,240	*	-	
Wells Fargo Total Return Bond Fund; 68,185 shares	684,145	*	-	
Wells Fargo Adv Total Return Bond Fund; 48,305 shares	-		621,688	*
Mainstay Large Capital Growth I Fund; 90,173 shares	-		637,523	*
MFS Value Fund; 40,289 shares	-		900,453	*
T Rowe Price Equity Income Fund; 19,521 shares	-		450,154	*
Wells Fargo Adv Capital Growth Fund; 85,079 shares	-		1,310,214	*
Wells Fargo Adv Equity Value Fund; 35,653 shares	-		432,468	*
Wells Fargo Adv Growth Fund; 18,003 shares	-		644,703	*

*Nonparticipant-directed

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $267,147 as follows:

Corporate Bonds	$ (71,055)
Mutual Funds	(196,092)
	$ (267,147)

Note E Nonparticipant–Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	December 31, 2012	December 31, 2011
Net Assets		
Corporate bonds	$ 720,731	$ 1,234,748
Mutual funds	7,539,621	5,795,523
Participant loans	205,734	146,490
Cash and cash equivalents	250,508	212,586
	$ 8,716,594	$ 7,389,347

	Year Ended December 31, 2012
Changes in Net Assets	
Contributions	$ 387,549
Interest and dividends	71,565
Other income	13,030
Net depreciation	(267,147)
Net realized gain	1,254,196
Benefits paid to participants	(117,769)
Administrative expenses	(14,177)
	$ 1,327,247

Note F Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Well Fargo Bank. Wells Fargo Bank is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note G Plan Termination

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

Note H **Tax Status**

The Plan is a Prototype Non-Standardized Profit Sharing Plan adopted under the Wells Fargo Bank Texas, N.A. Defined Contribution Master Plan and Trust Agreement. The Internal Revenue Service issued an opinion letter dated August 30, 2001, on the prototype plan, stating that the form of the plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees.

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 **Excess Contributions**

Benefit distributions of $118,076 for 2012 include payables of $307 to certain active participants to return to them excess deferral contributions and earnings thereon as required to satisfy the relevant nondiscrimination provisions of the Plan for the year. These excess contributions were paid during the subsequent plan year. There were no excess deferral contributions in 2011.

Note K **Administrative Expenses**

Administrative expenses incurred in connection with the general administration of the Plan totaling $13,924 and $6,647 were paid by the Plan for the Plan years ended December 31, 2012 and 2011, respectively.

Supplemental Information

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Assets Held for Investment Purposes
Form 5500, Schedule H, Line 4i.
December 31, 2012 and 2011

	CUSIP	Interest Rate	Maturity Date	December 31, 2012 Cost	December 31, 2012 Fair Value	December 31, 2011 Cost	December 31, 2011 Fair Value
Corporate Bonds							
Federated Total Return Bond	31428Q507	N/A	N/A	$ 436,014	$ 428,514	$ 348,196	$ 367,333
Met West FDS Total Return Bond Fund	592905103	N/A	N/A	-	-	231,415	245,727
Met West Total Return Bond Fund	592905509	N/A	N/A	296,437	292,217	-	-
Wells Fargo Advantage-							
Total Return Bond Fund*	94975J599	N/A	N/A	-	-	595,801	621,688
Subtotal Corporate Bonds				732,451	720,731	1,175,412	1,234,748
Mutual Funds							
Goldman Sachs Small Cap Value Fund	38142V209	N/A	N/A	-	-	102,700	148,665
Harbor International Fund	411511652	N/A	N/A	-	-	265,587	283,774
Harbor International Fund	411511306	N/A	N/A	278,602	294,035	-	-
Invesco Small Cap Growth Fund	00141M770	N/A	N/A	-	-	123,100	142,389
Janus Overseas Fund	47103C480	N/A	N/A	-	-	333,196	263,570
JP Morgan Small Cap Equity Fund	4812A1373	N/A	N/A	-	-	228,104	296,980
Mainstay Large Cap Growth Fund	56062X641	N/A	N/A	348,435	434,501	574,240	637,523
MFS Value Fund	55273H445	N/A	N/A	-	-	882,883	900,453
T Rowe Price Equity Income Fund	779547108	N/A	N/A	135,083	151,975	457,476	450,154
Thornburg International Value Fund	885215657	N/A	N/A	-	-	280,785	284,630
Wells Fargo-							
MFS Value*	949907356	N/A	N/A	297,418	300,177	-	-
Equity Value*	94987Q599	N/A	N/A	148,709	148,868	-	-
Growth*	94987Q573	N/A	N/A	445,277	432,506	-	-
Janus Overseas*	949907331	N/A	N/A	273,624	290,633	-	-
Multi-Manager Small Cap*	949907349	N/A	N/A	220,939	226,290	-	-
S&P Midcap Index Fund*	09257F420	N/A	N/A	773,286	801,184	-	-
S&P 500 Index Fund*	09257F412	N/A	N/A	2,599,430	2,589,198	-	-
T Rowe Price Inst Lg Cap Growth*	949907364	N/A	N/A	891,403	887,240	-	-
Thornburg International*	949907323	N/A	N/A	28,272	298,869	-	-
Total Return Bond Fund*	94987Q680	N/A	N/A	681,854	684,145	-	-
Wells Fargo Advantage-							
Capital Growth Fund*	949915631	N/A	N/A	-	-	1,245,835	1,310,214
Equity Value Fund*	94975J797	N/A	N/A	-	-	441,129	432,468
Growth Fund*	949915698	N/A	N/A	-	-	500,108	644,703
Subtotal Mutual Funds				7,122,332	7,539,621	5,435,143	5,795,523
Totals				$ 7,854,783	$ 8,260,352	$ 6,610,555	$ 7,030,271

* Party-in-interest

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
December 31, 2012:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 382,702	$ -	$ -	$ -	$ 382,702	$ 382,702	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	595,288	-	-	595,288	595,288	-
Wells Fargo Short Term Invt Fund G	Money Market Fund	422,857	-	-	-	422,857	422,857	-
Wells Fargo Short Term Invt Fund G	Money Market Fund	-	172,348	-	-	172,348	172,348	-
Federated Total Return Bond Inst #328	Corporate Bond	436,014	-	-	-	436,014	436,014	-
T Rowe Price Equity Income Fund	Mutual Fund	8,764	-	-	-	8,764	8,764	-
T Rowe Price Equity Income Fund	Mutual Fund	-	368,738	-	-	331,157	368,738	37,581
Janus Overseas Fund	Mutual Fund	52,663	-	-	-	52,663	52,663	-
Janus Overseas Fund	Mutual Fund	-	326,845	-	-	385,859	326,845	(59,014)
MFS Value Fund	Mutual Fund	9,601	-	-	-	9,601	9,601	-
MFS Value Fund	Mutual Fund	-	1,040,035	-	-	896,016	1,040,035	144,019
Federated Total Return Bond SS #288	Corporate Bond	44,399	-	-	-	44,399	44,399	-
Federated Total Return Bond SS #288	Corporate Bond	-	423,992	-	-	392,594	423,992	31,398
Wells Fargo Adv Total Return Bond Fund	Corporate Bond	90,797	-	-	-	90,797	90,797	-
Wells Fargo Adv Total Return Bond Fund	Corporate Bond	-	741,727	-	-	686,598	741,727	55,129
Wells Fargo Adv Equity Value Fund	Mutual Fund	-	506,269	-	-	441,129	506,269	65,140
Wells Fargo Adv Growth Fund	Mutual Fund	-	772,168	-	-	500,108	772,168	272,060
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	1,536,523	-	-	1,245,835	1,536,523	290,688
Wells Fargo T Rowe Price Instl LCG Mgd	Mutual Fund	891,403	-	-	-	891,403	891,403	-
T Rowe Price Instl Large Capital Growth	Mutual Fund	1,538,907	-	-	-	1,538,907	1,538,907	-
T Rowe Price Instl Large Capital Growth	Mutual Fund	-	1,549,012	-	-	1,538,907	1,549,012	10,105
Wells Fargo S&P 500 Index Fund	Mutual Fund	2,599,430	-	-	-	2,599,430	2,599,430	-
Wells Fargo S&P Midcap Index Fund	Mutual Fund	773,286	-	-	-	773,286	773,286	-
Wells Fargo Growth	Mutual Fund	445,277	-	-	-	445,277	445,277	-
Wells Fargo Total Return Bond Fund	Mutual Fund	722,300	-	-	-	722,300	722,300	-
Wells Fargo Total Return Bond Fund	Mutual Fund	-	40,589	-	-	40,446	40,589	143

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j, Continued
December 31, 2011

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental		Cost of Asset	Current Value of Asset on Transaction Date	
December 31, 2011:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 878,148	$ -	$ -	$ -	$ 878,148	$ 878,148	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	941,648	-	-	941,648	941,648	-
T Rowe Price Equity Fund	Mutual Fund	457,476	-	-	-	457,476	457,476	-
T Rowe Price Equity Fund	Mutual Fund	-	-	-	-	-	-	-
JP Morgan Small Cap Equity Fund	Mutual Fund	38,048	-	-	-	38,048	38,048	-
JP Morgan Small Cap Equity Fund	Mutual Fund	-	496,754	-	-	378,071	496,754	118,683
Wells Fargo Adv Capital Growth Fund	Mutual Fund	329,907	-	-	-	329,907	329,907	-
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	85,199	-	-	70,802	85,199	14,397

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
December 31, 2012:								
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	$ 382,702	$ -	$ -	$ -	$ 382,702	$ 382,702	$ -
Wells Fargo Adv Cash Invt MM Fund	Money Market Fund	-	595,288	-	-	595,288	595,288	-
Wells Fargo Short Term Invt Fund G	Money Market Fund	422,857	-	-	-	422,857	422,857	-
Wells Fargo Short Term Invt Fund G	Money Market Fund	-	172,348	-	-	172,348	172,348	-
Federated Total Return Bond Inst #328	Corporate Bond	436,014	-	-	-	436,014	436,014	-
T Rowe Price Equity Income Fund	Mutual Fund	8,764	-	-	-	8,764	8,764	-
T Rowe Price Equity Income Fund	Mutual Fund	-	368,738	-	-	331,157	368,738	37,581
Janus Overseas Fund	Mutual Fund	52,663	-	-	-	52,663	52,663	-
Janus Overseas Fund	Mutual Fund	-	326,845	-	-	385,859	326,845	(59,014)
MFS Value Fund	Mutual Fund	9,601	-	-	-	9,601	9,601	-
MFS Value Fund	Mutual Fund	-	1,040,035	-	-	896,016	1,040,035	144,019
Federated Total Return Bond SS #288	Corporate Bond	44,399	-	-	-	44,399	44,399	-
Federated Total Return Bond SS #288	Corporate Bond	-	423,992	-	-	392,594	423,992	31,398
Wells Fargo Adv Total Return Bond Fund	Corporate Bond	90,797	-	-	-	90,797	90,797	-
Wells Fargo Adv Total Return Bond Fund	Corporate Bond	-	741,727	-	-	686,598	741,727	55,129
Wells Fargo Adv Equity Value Fund	Mutual Fund	-	506,269	-	-	441,129	506,269	65,140
Wells Fargo Adv Growth Fund	Mutual Fund	-	772,168	-	-	500,108	772,168	272,060
Wells Fargo Adv Capital Growth Fund	Mutual Fund	-	1,536,523	-	-	1,245,835	1,536,523	290,688
Wells Fargo T Rowe Price Instl LCG Mgd	Mutual Fund	891,403	-	-	-	891,403	891,403	-
T Rowe Price Instl Large Capital Growth	Mutual Fund	1,538,907	-	-	-	1,538,907	1,538,907	-
T Rowe Price Instl Large Capital Growth	Mutual Fund	-	1,549,012	-	-	1,538,907	1,549,012	10,105
Wells Fargo S&P 500 Index Fund	Mutual Fund	2,599,430	-	-	-	2,599,430	2,599,430	-
Wells Fargo S&P Midcap Index Fund	Mutual Fund	773,286	-	-	-	773,286	773,286	-
Wells Fargo Growth	Mutual Fund	445,277	-	-	-	445,277	445,277	-
Wells Fargo Total Return Bond Fund	Mutual Fund	722,300	-	-	-	722,300	722,300	-
Wells Fargo Total Return Bond Fund	Mutual Fund	-	40,589	-	-	40,446	40,589	143

VICTORIA AIR CONDITIONING, LTD. 401(K) PROFIT SHARING PLAN
VICTORIA, TEXAS

EIN #74-1780873
Schedule of Assets Held for Investment Purposes
Form 5500, Schedule H, Line 4i.
December 31, 2012 and 2011

	CUSIP	Interest Rate	Maturity Date	December 31, 2012 Cost	December 31, 2012 Fair Value	December 31, 2011 Cost	December 31, 2011 Fair Value
Corporate Bonds							
Federated Total Return Bond	31428Q507	N/A	N/A	$ 436,014	$ 428,514	$ 348,196	$ 367,333
Met West FDS Total Return Bond Fund	592905103	N/A	N/A	-	-	231,415	245,727
Met West Total Return Bond Fund	592905509	N/A	N/A	296,437	292,217	-	-
Wells Fargo Advantage-							
Total Return Bond Fund*	94975J599	N/A	N/A	-	-	595,801	621,688
Subtotal Corporate Bonds				732,451	720,731	1,175,412	1,234,748
Mutual Funds							
Goldman Sachs Small Cap Value Fund	38142V209	N/A	N/A	-	-	102,700	148,665
Harbor International Fund	411511652	N/A	N/A	-	-	265,587	283,774
Harbor International Fund	411511306	N/A	N/A	278,602	294,035	-	-
Invesco Small Cap Growth Fund	00141M770	N/A	N/A	-	-	123,100	142,389
Janus Overseas Fund	47103C480	N/A	N/A	-	-	333,196	263,570
JP Morgan Small Cap Equity Fund	4812A1373	N/A	N/A	-	-	228,104	296,980
Mainstay Large Cap Growth Fund	56062X641	N/A	N/A	348,435	434,501	574,240	637,523
MFS Value Fund	55273H445	N/A	N/A	-	-	882,883	900,453
T Rowe Price Equity Income Fund	779547108	N/A	N/A	135,083	151,975	457,476	450,154
Thornburg International Value Fund	885215657	N/A	N/A	-	-	280,785	284,630
Wells Fargo-							
MFS Value*	949907356	N/A	N/A	297,418	300,177	-	-
Equity Value*	94987Q599	N/A	N/A	148,709	148,868	-	-
Growth*	94987Q573	N/A	N/A	445,277	432,506	-	-
Janus Overseas*	949907331	N/A	N/A	273,624	290,633	-	-
Multi-Manager Small Cap*	949907349	N/A	N/A	220,939	226,290	-	-
S&P Midcap Index Fund*	09257F420	N/A	N/A	773,286	801,184	-	-
S&P 500 Index Fund*	09257F412	N/A	N/A	2,599,430	2,589,198	-	-
T Rowe Price Inst Lg Cap Growth*	949907364	N/A	N/A	891,403	887,240	-	-
Thornburg International*	949907323	N/A	N/A	28,272	298,869	-	-
Total Return Bond Fund*	94987Q680	N/A	N/A	681,854	684,145	-	-
Wells Fargo Advantage-							
Capital Growth Fund*	949915631	N/A	N/A	-	-	1,245,835	1,310,214
Equity Value Fund*	94975J797	N/A	N/A	-	-	441,129	432,468
Growth Fund*	949915698	N/A	N/A	-	-	500,108	644,703
Subtotal Mutual Funds				7,122,332	7,539,621	5,435,143	5,795,523
Totals				$ 7,854,783	$ 8,260,352	$ 6,610,555	$ 7,030,271

* Party-in-interest