

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 <u>HILL COUNTRY ELECTRIC SUPPLY 401K PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HILL COUNTRY ELECTRIC SUPPLY</u> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <u>3003 NORTH EAST LOOP 410</u> <u>SUITE 101</u> <u>SAN ANTONIO, TX 78218</u> </div> <div style="width: 45%;"> <u>3003 NORTH EAST LOOP 410</u> <u>SUITE 101</u> <u>SAN ANTONIO, TX 78218</u> </div> </div>	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>01/01/2000</u>	
	2b Employer Identification Number (EIN) <u>74-2886580</u>		
	2c Sponsor's telephone number <u>210-653-0483</u>		
	2d Business code (see instructions) <u>423600</u>		

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.	<u>10/15/2013</u>	<u>KAREN KNUTSON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/15/2013</u>	<u>KAREN KNUTSON</u>
	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 HILL COUNTRY ELECTRIC SUPPLY 3003 NORTH EAST LOOP 410 SUITE 101 SAN ANTONIO, TX 78218		3b Administrator's EIN 74-2886580 3c Administrator's telephone number 210-653-0483
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		5 142
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	123
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	14
d Subtotal. Add lines 6a , 6b , and 6c	6d	137
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	137
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	75
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2
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: 2E 2F 2G 2J 2K 2T 3D		
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		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 HILL COUNTRY ELECTRIC SUPPLY 401K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HILL COUNTRY ELECTRIC SUPPLY	D Employer Identification Number (EIN) 74-2886580

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	1650	Yes ☒ No ☐	Yes ☒ No ☐	0	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
GLENMEDE SMCP EQ ADV - STATE STREET 04-0025081	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
GS GROWTH OPPS A - GOLDMAN, SACHS & 13-5108880	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
GS MID CAP VALUE A - GOLDMAN, SACHS 13-5108880	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
INVS DIVRS DIVD INV - INVESCO AIM I 98-0557567	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB GUARDIAN TRUST - STATE STREET BA 04-0025081	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OPPHMR MAIN STREET A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RAINIER SM/MID CAP - U.S. BANCORP F P.O. BOX 701 MILWAUKEE, WI 53201	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
RDGWITH MID CAP VAL I - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TIMESSQ MID CP GTH P - BNY MELLON I	P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TRP DIV GROWTH ADV - T. ROWE PRICE		0.40%
52-2269240		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WFA SM CAP VAL INV - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(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.	

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 HILL COUNTRY ELECTRIC SUPPLY 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HILL COUNTRY ELECTRIC SUPPLY	D Employer Identification Number (EIN) 74-2886580	

Part I	Asset and Liability Statement
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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)	383	0
(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)	254261	235654
(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)	148341	145033
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4181130	5001324
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	4584115	5382011

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4584115	5382011
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	108982	
(B) Participants	2a(1)(B)	275526	
(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)		384508

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25	
(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)	10464	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10489

(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)	106669	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		106669

(3) Rents	2b(3)		
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(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)		

(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)		

		(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)		579527
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1081193

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	268970	
(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)		268970
f Corrective distributions (see instructions)	2f		11245
g Certain deemed distributions of participant loans (see instructions).....	2g		1432
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)		
(4) Other	2i(4)	1650	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1650
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		283297

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		797896
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: PMB HELIN DONOVAN

(2) EIN: 74-3001153

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		445231
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.		X	

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

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>HILL COUNTRY ELECTRIC SUPPLY 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HILL COUNTRY ELECTRIC SUPPLY</u>	D Employer Identification Number (EIN) <u>74-2886580</u>

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	<u>0</u>
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): <u>04-6568107</u>		
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 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
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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
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

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Supplemental Schedule - Assets Held for Investment Purposes at End of Year (December 31, 2012) (Unaudited)	13

Independent Auditors' Report

To the Plan Administrator
Hill Country Electric Supply 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hill Country Electric Supply 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The supplemental schedule of assets held for investment purposes as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 Trustee, have been audited by us in accordance with the auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PMB HELIN DONOVAN, LLP*PMB Helin Donovan, LLP*

Austin, Texas
September 23, 2013

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	December 31,	
	2012	2011
ASSETS		
Investments, at fair value:		
Money market fund	\$ 235,654	\$ 254,261
Mutual funds	5,001,324	4,181,130
Total investments	<u>5,236,978</u>	<u>4,435,391</u>
Receivables:		
Notes receivable from participants	145,033	148,341
Participant contributions	8,097	-
Plan sponsor contributions	667	383
Total receivables	<u>153,797</u>	<u>148,724</u>
 TOTAL ASSETS	 5,390,775	 4,584,115
LIABILITIES		
Corrective distribution payable	8,668	11,245
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 5,382,107</u>	 <u>\$ 4,572,870</u>

See accompanying notes and independent auditors' report.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

ADDITIONS:

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$ 579,527
Interest and dividends	106,694
Total investment income	<u>686,221</u>

Interest on notes receivable from participants	10,464
--	--------

Contributions:

Participants	283,623
Plan sponsor	109,649
Total contributions	<u>393,272</u>

Total additions	<u>1,089,957</u>
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DEDUCTIONS:

Deductions from net assets attributable to:

Benefits paid to participants	270,402
Corrective distributions	8,668
Administrative expenses	1,650
Total deductions	<u>280,720</u>

NET INCREASE	809,237
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Net Assets Available for Benefits:

BEGINNING OF YEAR	4,572,870
END OF YEAR	<u><u>\$ 5,382,107</u></u>

See accompanying notes and independent auditors' report.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the Hill Country Electric Supply (the “Plan Sponsor”) 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of the Plan Sponsor who have completed one year of service and 1,000 hours, are age eighteen years or older, are not covered by a collective bargaining agreement, and are not a nonresident alien without U.S. source income from the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustee of the Plan is Fidelity Management Trust Company (the “Trustee”). The Plan Sponsor acts as the administrator of the Plan.

Contributions

Each year, participants may contribute the lesser of 90% of their eligible compensation or the maximum amount allowed by law (\$17,000 for 2012) of pretax or after-tax annual compensation, as defined in the Plan. This Plan also allows for catch-up contributions (up to \$5,500 for 2012) for participants over fifty years of age. Participants can roll over part or all of eligible rollover distributions received from an eligible retirement plan into this Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers thirty two mutual funds and one money market fund as investment options for participants.

The Plan Sponsor may make discretionary contributions in an amount determined at each plan year end by the Plan Sponsor. For 2012, the Company elected to contribute 50% of participant contributions up to 6% of their total eligible compensation. The Plan Sponsor contribution is invested pro-rata with the participant contributions. Contributions are subject to certain limitations.

Excess Contribution Payable

At December 31, 2012 and 2011, the Plan Sponsor accrued excess contributions of \$8,668 and \$11,245, respectively. The excess contributions were related to 3 and 5 participants and remittance was completed in 2013 and 2012, respectively.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Plan Sponsor’s contribution and, (b) Plan earnings, and may be charged with an allocation of 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.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to 50% of the total vested account balance, or \$50,000, reduced by the highest outstanding loan balance in a participants’ account during the prior twelve month period, whichever is less. The notes receivable are secured by the balance in the participant’s account and bear interest at rates which are commensurate with prevailing rates as determined by the Plan administrator. Participants may only have two loans outstanding at any given time. All loans must be repaid in level payments through after-tax payroll deductions on at least a quarterly basis over a five year period unless it is for the purchase of a principal residence, in which case the loan repayment period may not extend beyond 10 years from the date of the loan.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Vesting

Participants are immediately and fully (100%) vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor's contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100% vested after six years of credited service as summarized below:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 but less than 3 years	20%
3 but less than 4 years	40%
4 but less than 5 years	60%
5 but less than 6 years	80%
6 years or more	100%

Payment of Benefits

Benefits become available to participants on the earliest of four events: (1) termination of employment, (2) death of the participant (benefits are payable to the participant's spouse or beneficiary), (3) upon the participant's retirement, or (4) disability of the participant. Benefits are payable as lump sums, rollover distributions, or installment distributions. Participants are automatically 100% vested in their account balance upon death, disability, or retirement.

Forfeited Accounts

Forfeited, non-vested accounts totaled \$6,809 and \$5,916 as of December 31, 2012 and 2011, respectively. These accounts may first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Employer contributions payable under the Plan. The non-vested portion of terminated participants' account balances become forfeitures on the earlier of a requested distribution or five consecutive years without credit service at the Plan Sponsor, not on the date of termination. In 2012 \$5,128 of forfeited non-vested accounts were utilized to reduce employer contributions.

Distributions during Employment

As a general rule, participant's contributions will remain in the Plan as long as the participant remains employed by the Plan Sponsor. The Plan does allow for hardship distributions.

Administrative Expenses

The expenses of operating and maintaining the Plan have been paid by the Plan Sponsor and through utilization of forfeited accounts. In the event the Plan Sponsor does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants' account balances.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, the most significant of which is the fair value of investments. Accordingly, actual results may differ from those estimates.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Contributions Receivable

The amount of employee related contributions that have been deducted from the employee's payroll as of the end of the year but that have not been deposited with the Plan until after the end of the year are reflected as employee contributions receivable in the Plan's financial statements. In addition, any matching or profit sharing contributions due and payable are reflected as employer contributions receivable in the Plan's financial statements.

Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of securities in which the Plan invests. 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 near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document. For the year ended December 31, 2012, \$10,464 was recorded as interest income on notes receivable from participants.

Administrative Expenses

Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to participants and therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan Sponsor evaluates events that occur subsequent to the balance sheet date of periodic reports, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan Sponsor's financial statements are available to be issued. For the financial statements as of and for the year ending December 31, 2012, this date was September 23, 2013.

Investment Valuation and Income Recognition

Investments are reflected in the accompanying statements of net assets available for benefits at their estimated fair values. Fair value at December 31, 2012 and 2011, as determined by the Plan Trustee, is based primarily on the quoted market prices of the underlying securities. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recognized as earned. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments included realized and unrealized gains and losses.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedules, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by Fidelity Management Trust Company (the Plan Trustee).

Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principle or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classifications based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

For investments that are measured at fair value on a recurring basis, the Plan Sponsor discloses the hierarchy of the valuation as follows:

Level 1 inputs are when the values are determined using quoted prices in active markets for identical assets that the reporting entity has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1, such as quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 inputs are when the values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE C - INVESTMENTS (UNAUDITED)

The following presents investments that are 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
<i>Money Market Fund, at quoted price</i>		
Fidelity Retirement Money Market Fund**	\$ 235,654	\$ 254,261
<i>Mutual Funds, at quoted price</i>		
Fidelity Leveraged Company Stock Fund	\$ 439,137	\$ 331,365
Fidelity Value Fund	\$ 290,206	\$ 241,370
American Beacon Large Cap Value Fund *	\$ 343,142	\$ 100,832
Fidelity Freedom 2025 Fund	\$ 866,228	\$ 743,353
Fidelity Freedom 2035 Fund	\$ 709,634	\$ 588,126
Fidelity Freedom 2040 Fund	\$ 349,899	\$ 260,601

* Less than 5% of net assets at December 31, 2011

** Less than 5% of net assets at December 31, 2012

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$579,527 as follows:

Mutual funds	\$ <u>579,527</u>
Total	\$ <u><u>579,527</u></u>

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2012 and 2011.
- Interest, dividends, and net appreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2012.
- The Schedule of Assets Held for Investment Purposes (Unaudited) at End of Year as of December 31, 2012, as shown in the attached schedule at page 13.

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE D - FAIR VALUE OF INVESTMENTS

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices for Active Markets for Identical Assets (Level 1)
Money market fund	\$ 235,654
Mutual funds:	
Mid cap funds	858,016
Large cap funds	748,522
Specialty funds	26,373
International funds	406,555
Bond funds	345,601
Blended investment funds	2,616,257
Total mutual funds	5,001,324
Total	\$ 5,236,978

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

	Quoted Prices for Active Markets for Identical Assets (Level 1)
Money market fund	\$ 254,261
Mutual funds:	
Small cap funds	43,791
Mid cap funds	665,792
Large cap funds	619,171
Specialty funds	18,268
International funds	332,185
Bond funds	348,455
Blended investment funds	2,153,468
Total mutual funds	4,181,130
Total	\$ 4,435,391

None of the Plan's assets were classified as Level 2 or 3 as of December 31, 2012 and 2011, respectively.

NOTE E - NON-PARTICIPANT DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2012 and 2011.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling \$7,150 during 2012 for administrative fees and other charges.

The Plan Trustee receives fees from administration and investment management. The investments of the Plan are maintained by the Plan Trustee.

NOTE G - PLAN TERMINATION

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

NOTE H - TAX STATUS

The Plan obtained its latest determination letter as of March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2006.

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Schedule H of Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	\$ 5,382,107	\$ 4,572,870
Corrective distributions payable	8,668	11,245
Participant contributions receivable	(8,097)	-
Plan sponsor contributions receivable	(667)	(383)
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 5,382,011</u>	<u>\$ 4,583,732</u>

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements
December 31, 2012 and 2011
(Continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$	809,237
Corrective distributions accrued at December 31, 2012		8,668
Corrective distributions accrued at December 31, 2011		(11,245)
Participant contributions receivable at December 31, 2012		(8,097)
Plan sponsor contributions receivable at December 31, 2012		(667)
Net increase in net assets available for benefits per Schedule H of Form 5500	\$	<u>797,896</u>

NOTE J - FIDELITY BOND

The Plan was covered from July 7, 2012 through December 31, 2012 by a \$1 million fidelity bond. Previously, the Plan was covered by a fidelity bond that automatically adjusted total liability each Plan year to be the lesser of \$500,000 or 10% of funds handled.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN
Supplemental Schedule-Assets Held for Investment Purposes at End of Year
December 31, 2012
(Unaudited)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Money Market Fund			
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	**	\$ 235,654
				<u>235,654</u>
	Mutual Funds			
*	Fidelity Management Trust Company	Fidelity Balanced Fund	**	179,750
		Fidelity Freedom 2000 Fund	**	13,047
		Fidelity Freedom 2010 Fund	**	922
		Fidelity Freedom 2015 Fund	**	21,276
		Fidelity Freedom 2020 Fund	**	147,989
		Fidelity Freedom 2025 Fund	**	866,228
		Fidelity Freedom 2030 Fund	**	219,021
		Fidelity Freedom 2035 Fund	**	709,634
		Fidelity Freedom 2040 Fund	**	349,899
		Fidelity Freedom 2045 Fund	**	62,393
		Fidelity Freedom 2050 Fund	**	40,874
		Fidelity Freedom 2055 Fund	**	635
		Fidelity Value Discovery Fund	**	24,407
		Fidelity Export & Multinational Fund	**	71,315
		Fidelity Freedom Income Fund	**	4,587
		Fidelity Investment Grade Bond Fund	**	110,448
		Fidelity Capital & Income Fund	**	235,154
		Fidelity Value Fund	**	290,206
		Fidelity Leveraged Company Stock Fund	**	439,137
		Fidelity Real Estate Investment Fund	**	26,373
		Fidelity International Discover Fund	**	142,134
		Fidelity Emerging Markets Fund	**	264,421
		Fidelity Capital Appreciation Fund	**	165,136
	T. Rowe Price	T. Rowe Price Dividend Growth Fund	**	94,052
	Goldman Sachs	Goldman Sachs Growth Opportunities Fund	**	32,239
		Goldman Sachs Mid Cap Value Fund	**	19,026
	Invesco	Invesco Diversified Dividend Investor Fund	**	29,168
	MFS	MFS Value Fund	**	21,301
	RidgeWorth	RidgeWorth Mid-Cap Value Equity Fund	**	571
	Rainier	Rainier Small / Mid Cap Equity Original Fund	**	69,875
	American Beacon	American Beacon Large Cap Value Fund	**	343,142
	Times Square	Time Square Mid Cap Growth Fund	**	6,964
				<u>5,001,324</u>
*	Notes Receivable from Participants	4.25% - 8.25%	**	<u>145,033</u>
		Total Investments		<u><u>\$ 5,382,011</u></u>
*	Party-in-interest			
**	Participant-directed investment			

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

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Independent Auditors' Report

To the Plan Administrator
Hill Country Electric Supply 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hill Country Electric Supply 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The supplemental schedule of assets held for investment purposes as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 Trustee, have been audited by us in accordance with the auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PMB HELIN DONOVAN, LLP*PMB Helin Donovan, LLP*

Austin, Texas
September 23, 2013

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	December 31,	
	2012	2011
ASSETS		
Investments, at fair value:		
Money market fund	\$ 235,654	\$ 254,261
Mutual funds	5,001,324	4,181,130
Total investments	5,236,978	4,435,391
Receivables:		
Notes receivable from participants	145,033	148,341
Participant contributions	8,097	-
Plan sponsor contributions	667	383
Total receivables	153,797	148,724
 TOTAL ASSETS	 5,390,775	 4,584,115
LIABILITIES		
Corrective distribution payable	8,668	11,245
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ 5,382,107	 \$ 4,572,870

See accompanying notes and independent auditors' report.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

ADDITIONS:

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of investments	\$ 579,527
Interest and dividends	106,694
Total investment income	<u>686,221</u>

Interest on notes receivable from participants	10,464
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Contributions:

Participants	283,623
Plan sponsor	109,649
Total contributions	<u>393,272</u>

Total additions	<u>1,089,957</u>
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DEDUCTIONS:

Deductions from net assets attributable to:

Benefits paid to participants	270,402
Corrective distributions	8,668
Administrative expenses	<u>1,650</u>
Total deductions	<u>280,720</u>

NET INCREASE	809,237
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Net Assets Available for Benefits:

BEGINNING OF YEAR	<u>4,572,870</u>
END OF YEAR	<u>\$ 5,382,107</u>

See accompanying notes and independent auditors' report.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the Hill Country Electric Supply (the "Plan Sponsor") 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of the Plan Sponsor who have completed one year of service and 1,000 hours, are age eighteen years or older, are not covered by a collective bargaining agreement, and are not a nonresident alien without U.S. source income from the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustee of the Plan is Fidelity Management Trust Company (the "Trustee"). The Plan Sponsor acts as the administrator of the Plan.

Contributions

Each year, participants may contribute the lesser of 90% of their eligible compensation or the maximum amount allowed by law (\$17,000 for 2012) of pretax or after-tax annual compensation, as defined in the Plan. This Plan also allows for catch-up contributions (up to \$5,500 for 2012) for participants over fifty years of age. Participants can roll over part or all of eligible rollover distributions received from an eligible retirement plan into this Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers thirty two mutual funds and one money market fund as investment options for participants.

The Plan Sponsor may make discretionary contributions in an amount determined at each plan year end by the Plan Sponsor. For 2012, the Company elected to contribute 50% of participant contributions up to 6% of their total eligible compensation. The Plan Sponsor contribution is invested pro-rata with the participant contributions. Contributions are subject to certain limitations.

Excess Contribution Payable

At December 31, 2012 and 2011, the Plan Sponsor accrued excess contributions of \$8,668 and \$11,245, respectively. The excess contributions were related to 3 and 5 participants and remittance was completed in 2013 and 2012, respectively.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and, (b) Plan earnings, and may be charged with an allocation of 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.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to 50% of the total vested account balance, or \$50,000, reduced by the highest outstanding loan balance in a participants' account during the prior twelve month period, whichever is less. The notes receivable are secured by the balance in the participant's account and bear interest at rates which are commensurate with prevailing rates as determined by the Plan administrator. Participants may only have two loans outstanding at any given time. All loans must be repaid in level payments through after-tax payroll deductions on at least a quarterly basis over a five year period unless it is for the purchase of a principal residence, in which case the loan repayment period may not extend beyond 10 years from the date of the loan.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Vesting

Participants are immediately and fully (100%) vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor's contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100% vested after six years of credited service as summarized below:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 but less than 3 years	20%
3 but less than 4 years	40%
4 but less than 5 years	60%
5 but less than 6 years	80%
6 years or more	100%

Payment of Benefits

Benefits become available to participants on the earliest of four events: (1) termination of employment, (2) death of the participant (benefits are payable to the participant's spouse or beneficiary), (3) upon the participant's retirement, or (4) disability of the participant. Benefits are payable as lump sums, rollover distributions, or installment distributions. Participants are automatically 100% vested in their account balance upon death, disability, or retirement.

Forfeited Accounts

Forfeited, non-vested accounts totaled \$6,809 and \$5,916 as of December 31, 2012 and 2011, respectively. These accounts may first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Employer contributions payable under the Plan. The non-vested portion of terminated participants' account balances become forfeitures on the earlier of a requested distribution or five consecutive years without credit service at the Plan Sponsor, not on the date of termination. In 2012 \$5,128 of forfeited non-vested accounts were utilized to reduce employer contributions.

Distributions during Employment

As a general rule, participant's contributions will remain in the Plan as long as the participant remains employed by the Plan Sponsor. The Plan does allow for hardship distributions.

Administrative Expenses

The expenses of operating and maintaining the Plan have been paid by the Plan Sponsor and through utilization of forfeited accounts. In the event the Plan Sponsor does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants' account balances.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, the most significant of which is the fair value of investments. Accordingly, actual results may differ from those estimates.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Contributions Receivable

The amount of employee related contributions that have been deducted from the employee's payroll as of the end of the year but that have not been deposited with the Plan until after the end of the year are reflected as employee contributions receivable in the Plan's financial statements. In addition, any matching or profit sharing contributions due and payable are reflected as employer contributions receivable in the Plan's financial statements.

Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of securities in which the Plan invests. 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 near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document. For the year ended December 31, 2012, \$10,464 was recorded as interest income on notes receivable from participants.

Administrative Expenses

Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to participants and therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan Sponsor evaluates events that occur subsequent to the balance sheet date of periodic reports, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan Sponsor's financial statements are available to be issued. For the financial statements as of and for the year ending December 31, 2012, this date was September 23, 2013.

Investment Valuation and Income Recognition

Investments are reflected in the accompanying statements of net assets available for benefits at their estimated fair values. Fair value at December 31, 2012 and 2011, as determined by the Plan Trustee, is based primarily on the quoted market prices of the underlying securities. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recognized as earned. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments included realized and unrealized gains and losses.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedules, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by Fidelity Management Trust Company (the Plan Trustee).

Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principle or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classifications based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

For investments that are measured at fair value on a recurring basis, the Plan Sponsor discloses the hierarchy of the valuation as follows:

Level 1 inputs are when the values are determined using quoted prices in active markets for identical assets that the reporting entity has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1, such as quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 inputs are when the values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE C - INVESTMENTS (UNAUDITED)

The following presents investments that are 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
<i>Money Market Fund, at quoted price</i>		
Fidelity Retirement Money Market Fund**	\$ 235,654	\$ 254,261
<i>Mutual Funds, at quoted price</i>		
Fidelity Leveraged Company Stock Fund	\$ 439,137	\$ 331,365
Fidelity Value Fund	\$ 290,206	\$ 241,370
American Beacon Large Cap Value Fund *	\$ 343,142	\$ 100,832
Fidelity Freedom 2025 Fund	\$ 866,228	\$ 743,353
Fidelity Freedom 2035 Fund	\$ 709,634	\$ 588,126
Fidelity Freedom 2040 Fund	\$ 349,899	\$ 260,601

* Less than 5% of net assets at December 31, 2011

** Less than 5% of net assets at December 31, 2012

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$579,527 as follows:

Mutual funds	\$ <u>579,527</u>
Total	\$ <u><u>579,527</u></u>

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2012 and 2011.
- Interest, dividends, and net appreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2012.
- The Schedule of Assets Held for Investment Purposes (Unaudited) at End of Year as of December 31, 2012, as shown in the attached schedule at page 13.

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE D - FAIR VALUE OF INVESTMENTS

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices for Active Markets for Identical Assets (Level 1)
Money market fund	\$ 235,654
Mutual funds:	
Mid cap funds	858,016
Large cap funds	748,522
Specialty funds	26,373
International funds	406,555
Bond funds	345,601
Blended investment funds	2,616,257
Total mutual funds	5,001,324
Total	\$ 5,236,978

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

	Quoted Prices for Active Markets for Identical Assets (Level 1)
Money market fund	\$ 254,261
Mutual funds:	
Small cap funds	43,791
Mid cap funds	665,792
Large cap funds	619,171
Specialty funds	18,268
International funds	332,185
Bond funds	348,455
Blended investment funds	2,153,468
Total mutual funds	4,181,130
Total	\$ 4,435,391

None of the Plan's assets were classified as Level 2 or 3 as of December 31, 2012 and 2011, respectively.

NOTE E - NON-PARTICIPANT DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2012 and 2011.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling \$7,150 during 2012 for administrative fees and other charges.

The Plan Trustee receives fees from administration and investment management. The investments of the Plan are maintained by the Plan Trustee.

NOTE G - PLAN TERMINATION

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

NOTE H - TAX STATUS

The Plan obtained its latest determination letter as of March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2006.

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Schedule H of Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	\$ 5,382,107	\$ 4,572,870
Corrective distributions payable	8,668	11,245
Participant contributions receivable	(8,097)	-
Plan sponsor contributions receivable	(667)	(383)
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 5,382,011</u>	<u>\$ 4,583,732</u>

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(Continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Net increase in net assets available for benefits per the financial statements	\$	809,237
Corrective distributions accrued at December 31, 2012		8,668
Corrective distributions accrued at December 31, 2011		(11,245)
Participant contributions receivable at December 31, 2012		(8,097)
Plan sponsor contributions receivable at December 31, 2012		(667)
Net increase in net assets available for benefits per Schedule H of Form 5500	\$	<u>797,896</u>

NOTE J - FIDELITY BOND

The Plan was covered from July 7, 2012 through December 31, 2012 by a \$1 million fidelity bond. Previously, the Plan was covered by a fidelity bond that automatically adjusted total liability each Plan year to be the lesser of \$500,000 or 10% of funds handled.

HILL COUNTRY ELECTRIC SUPPLY 401(K) PLAN
Supplemental Schedule-Assets Held for Investment Purposes at End of Year
December 31, 2012
(Unaudited)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Money Market Fund			
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	**	\$ 235,654
				235,654
	Mutual Funds			
*	Fidelity Management Trust Company	Fidelity Balanced Fund	**	179,750
		Fidelity Freedom 2000 Fund	**	13,047
		Fidelity Freedom 2010 Fund	**	922
		Fidelity Freedom 2015 Fund	**	21,276
		Fidelity Freedom 2020 Fund	**	147,989
		Fidelity Freedom 2025 Fund	**	866,228
		Fidelity Freedom 2030 Fund	**	219,021
		Fidelity Freedom 2035 Fund	**	709,634
		Fidelity Freedom 2040 Fund	**	349,899
		Fidelity Freedom 2045 Fund	**	62,393
		Fidelity Freedom 2050 Fund	**	40,874
		Fidelity Freedom 2055 Fund	**	635
		Fidelity Value Discovery Fund	**	24,407
		Fidelity Export & Multinational Fund	**	71,315
		Fidelity Freedom Income Fund	**	4,587
		Fidelity Investment Grade Bond Fund	**	110,448
		Fidelity Capital & Income Fund	**	235,154
		Fidelity Value Fund	**	290,206
		Fidelity Leveraged Company Stock Fund	**	439,137
		Fidelity Real Estate Investment Fund	**	26,373
		Fidelity International Discover Fund	**	142,134
		Fidelity Emerging Markets Fund	**	264,421
		Fidelity Capital Appreciation Fund	**	165,136
	T. Rowe Price	T. Rowe Price Dividend Growth Fund	**	94,052
	Goldman Sachs	Goldman Sachs Growth Opportunities Fund	**	32,239
		Goldman Sachs Mid Cap Value Fund	**	19,026
	Invesco	Invesco Diversified Dividend Investor Fund	**	29,168
	MFS	MFS Value Fund	**	21,301
	RidgeWorth	RidgeWorth Mid-Cap Value Equity Fund	**	571
	Rainier	Rainier Small / Mid Cap Equity Original Fund	**	69,875
	American Beacon	American Beacon Large Cap Value Fund	**	343,142
	Times Square	Time Square Mid Cap Growth Fund	**	6,964
				5,001,324
*	Notes Receivable from Participants	4.25% - 8.25%	**	145,033
		Total Investments		\$ 5,382,011
*	Party-in-interest			
**	Participant-directed investment			