Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/01/1997

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

VALI COOPER AND ASSOCIATES, INC.

41 WASHINGTON AVENUE
POINT RICHMOND, CA 94801

2b Employer Identification Number (EIN) 68-0284873

2c Sponsor's telephone number 510-215-0264

2d Business code (see instructions) 541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2013	MARIAN ROSS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
VALI COOPER AND ASSOCIATES, INC.

41 WASHINGTON ST.
PT RICHMOND, CA 94801

3b Administrator's EIN
68-0284873

3c Administrator's telephone number
510-215-0264

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**	168
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**	108
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	38
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	146
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	146
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	146
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 Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VALI COOPER AND ASSOCIATES, INC.

D Employer Identification Number (EIN)
68-0284873

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	006069	146	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	2660313
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	2400258
c	Additions: (1) Contributions deposited during the year	7c(1)	294606		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	64323		
	(4) Transferred from separate account	7c(4)	764		
	(5) Other (specify below)	7c(5)	190859		
	▶ LOAN PAYMENTS, TRANSFERS, MISCELLANEOUS				
	(6) Total additions			7c(6)	550552
d	Total of balance and additions (add **b** and **c(6)**).			7d	2950810
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	119723		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	59667		
	(4) Other (specify below)	7e(4)	111107		
	▶ LOAN INITIATIONS, FORFEITURE DEBITS,TRANSFERS,MISCELLANEOUS				
	(5) Total deductions			7e(5)	290497
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	2660313

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VALI COOPER AND ASSOCIATES, INC.

D Employer Identification Number (EIN)
68-0284873

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

THE PRUDENTIAL INS CO OF AMERICA

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 60 64	NONE	1970	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VALI COOPER AND ASSOCIATES, INC.

D Employer Identification Number (EIN)
68-0284873

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	138430	239750
(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)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5160420	5725280
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2400258	2660313
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7699108	8625343
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7699108	8625343

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	247999	
(B) Participants	2a(1)(B)	682550	
(C) Others (including rollovers)	2a(1)(C)	527375	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1457924
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	7714	
(F) Other	2b(1)(F)	64323	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		72037
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	144843	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		144843
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-171808
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1502996
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	574791	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		574791
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		0
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	1970	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	0	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1970
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		576761
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		926235
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CAMPBELL TAYLOR & COMPANY **(2)** EIN: 68-0251243

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

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

Part IV Compliance Questions

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

During the plan year:

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VALI COOPER AND ASSOCIATES, INC.

D Employer Identification Number (EIN)
68-0284873

Part I Distributions

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

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

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

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and
Independent Auditor's Report of

VALI COOPER AND ASSOCIATES PROFIT SHARING PLAN

December 31, 2011 and 2010

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN

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CTC CAMPBELL TAYLOR & COMPANY ♦ An Accountancy Corporation
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor
Vali Cooper and Associates
Profit Sharing Plan
Emeryville, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Vali Cooper and Associates Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2011, and the related statement of change in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 3, which was certified by Prudential Trust Company and Prudential Insurance Company of America, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustees 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 Matter – Supplemental Schedules
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent participant contributions and assets held at end of year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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 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.

Other Matter – 2010 Financial Statements
We have compiled the financials statements of Vali Cooper and Associates Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2010, and the related statement of change in net assets available for benefits for the year then ended. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Campbell Taylor & Company
An Accountancy Corporation

Roseville, California
October 14, 2013

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	(Audited) 2011	(Compiled) 2010
ASSETS:		
Investments, participant-directed, at fair value:		
Mutual funds	$ 5,445,150	$ 5,160,420
Guaranteed income fund	2,660,313	2,400,258
Pooled separate account	280,130	-
Total investments	8,385,593	7,560,678
Employer contribution receivable	350,000	184,213
Notes receivable from participants	239,750	138,430
Net assets available for benefits	$ 8,975,343	$ 7,883,321

The accompanying notes are an integral part of these financial statements.
See independent auditor's report

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN

STATEMENTS OF CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2011 and 2010

	(Audited) 2011	(Compiled) 2010
Additions to net assets attributable to:		
Investment income:		
Net (depreciation) appreciation in fair value of investments	$ (171,808)	$ 477,506
Interest and dividends	216,880	149,785
Total investment income	45,072	627,291
Contributions:		
Participant	682,550	471,395
Employer	413,786	184,213
Participant rollovers	527,375	147,337
Total contributions	1,623,711	802,945
Total additions	1,668,783	1,430,236
Deductions from net assets attributed to:		
Benefits paid to participants	574,791	197,183
Corrective distributions	-	10,488
Administrative expenses	1,970	376
Total deductions	576,761	208,047
Net increase	1,092,022	1,222,189
Net assets available for benefits:		
Beginning of year	7,883,321	6,661,132
End of year	$ 8,975,343	$ 7,883,321

The accompanying notes are an integral part of these financial statements.
See independent auditor's report

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1: DESCRIPTION OF PLAN

The following description of the Vail Cooper and Associates (the "Plan Sponsor") Profit Sharing Plan (the "Plan") provides only summarized general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, adopted August 1, 1997, is a defined contribution plan. The Plan covers all eligible employees of the Plan sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustees of the Plan are Prudential Trust Company and Prudential Insurance Company of America.

Effective January 1, 2011, the Plan was amended to provide participants with immediate vesting of employer matching contributions.

Effective September 1, 2011, the Plan was amended to provide participants with immediate vesting of employer profit sharing contributions and to change the entry date from the first day of each month to immediate entry upon meeting the eligibility requirement.

Plan Year

The plan year begins January 1 and ends December 31.

Contributions

The Plan allows for the following types of contributions:

- *Employee Salary Deferral 401(k) Contributions*
  The Plan includes an elective salary deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Employees may voluntarily contribute from 1% to 90% of their regular wages allowable, subject to various nondiscrimination tests and limitations prescribed by the Code. Salary deferrals include pre-tax elective deferrals and Roth after-tax elective deferrals.

- *Discretionary Employer Matching Contributions*
  The Plan Sponsor may make a basic matching employer contribution on behalf of each participant in an amount equal to the percentage declared for the contribution period, if any, by a Board of Directors' Resolution. The Plan Sponsor elected to make a discretionary employer matching contribution to the Plan for the years ended December 31, 2011 and 2010 in the amounts of $96,236 and $0, respectively.

- *Discretionary Employer Profit Sharing Contributions*
  Employer qualified profit sharing contributions are determined by the Plan Sponsor's Board of Directors. The Plan Sponsor may contribute an amount at its discretion to the Plan. Participants must be employed at year end and have 850 hours of service to be eligible. Employer profit sharing contributions are allocated to participants on a pro rata basis as a uniform percentage of participant compensation. The Plan Sponsor elected to make a profit sharing contribution to the Plan for the years ended December 31, 2011 and 2010 in the amounts of $350,000 and $184,213, respectively.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

- *Employee Rollover Contributions*
  Participants may make rollover contributions from another qualified plan.

Allocations
The Plan provides various investment fund options and allows participants to direct their investments. Investment earnings and losses are allocated to participants' accounts based on the actual earnings or losses of the investments selected.

Vesting
Participants are always 100% vested in their Plan accounts.

Forfeitures
Forfeitures from prior to the January 1, 2011 and September 1, 2011 amendments may be used to reduce employer matching contributions during the Plan year. Forfeitures of $32,450 and $0 were used to offset employer matching contributions in the years ended December 31, 2011 and 2010, respectively.

Retirement
Normal retirement under the Plan is age sixty-five (65).

Payment of Benefits
Payment of benefits may be made at the following times under the Plan: 1) normal retirement; 2) in-service distributions upon attaining age 59 ½; excluding roth deferrals 3) termination of employment of the participant; 4) upon demonstration of financial hardship; or 5) death of the participant. Upon termination of service, a participant with a vested account of $5,000 or less will receive a lump sum distribution. Participants with vested accounts greater than $5,000 may elect to receive a lump sum distribution or cash installments.

Administrative Expenses
Substantially all administrative expenses were paid by the Plan sponsor for the years ending December 31, 2011 and 2010. Expenses related to specific participant transactions are charged to the respective participant's account.

Notes Receivable From Participants
The Plan allows participants to borrow from their accounts. Loans may not exceed 50% of the vested balance in a participant's account or $50,000 and are due within five years (loans for a primary residence may exceed 5 years). Loans are secured by the participant's vested account balances. Loans are valued at unpaid principal balance plus any accrued but unpaid interest.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting
The financial statements of the Plan are maintained on the accrual basis of accounting in accordance with generally accepted accounting principles of the United States (U.S. GAAP).

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Investment Valuation and Income Recognition
Investments in mutual funds and the pooled separate account are stated at fair market value using quoted market prices when available. The guaranteed income fund is an insurance company issued general account backed evergreen (no maturity date) group annuity product and , and its underlying participants who hold the fund, own a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date. Increases in the share values of investments are reflected in each participant's self directed account. Investments are valued daily.

Notes Receivable from Participants
Notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2011 and 2010. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits
Benefit payments are recorded when paid.

Tax Status
The Prototype Profit Sharing Plan obtained an opinion letter on 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 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 or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has determined that as of December 31, 2011 there are no uncertain tax positions taken or expected to be taken that would require recognition or disclosure in the financial statements. The Plan is subject to routine examinations by taxing authorities; however there are currently no examinations for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2008.

Estimates and Assumptions
The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3: **INFORMATION CERTIFIED BY TRUSTEE**

Amounts included in the financial statements were taken directly from statements provided and certified as complete and accurate by Prudential Trust Company and Prudential Insurance Company of America as of and for the year ended December 31, 2011 as follows:

	2011
Mutual funds	$ 5,445,150
Guaranteed income fund	$ 2,660,313
Pooled separate account	$ 280,130
Net depreciation in fair value of investments	$ (171,808)
Interest and dividends	$ 216,880

NOTE 4: **INVESTMENTS**

At December 31, 2011, investments that represented 5% or more of net assets available for benefits were as follows:

	(Audited) 2011
Guaranteed Income Fund	$ 2,660,313
PIMCO Total Return Admin	$ 975,380
American Funds EuroPacific Gr A	$ 957,319
Prudential Jennison Growth A	$ 906,447
American Funds Washington Mutual A	$ 871,632

At December 31, 2010, investments that represented 5% or more of net assets available for benefits were as follows:

	(Compiled) 2010
Guaranteed Income Fund	$ 2,400,258
American Funds EuroPacific Gr A	$ 991,600
Prudential Jennison Growth A	$ 974,038
American Funds Washington Mutual A	$ 884,562
PIMCO Total Return Admin	$ 841,795
American Balanced Fund	$ 391,655

For the years ending December 31, 2011 and 2010, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year (depreciated) appreciated in value as follows:

	(Audited) 2011	(Compiled) 2010
Mutual funds	$ (169,932)	$ 477,506
Pooled separate account	(1,876)	-
	$ (171,808)	$ 477,506

NOTE 5: **FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) ASC 820 provides a framework for measuring fair value. That framework provides a three-tier hierarchy that prioritizes the inputs to valuation techniques used for measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets and have the highest priority.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets and liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Level 1 Fair Value Measurements
Mutual funds have quoted prices in an active market and are valued at the net asset value of shares held by the plan.

Level 2 Fair Value Measurements
The pooled separate account invests in mutual funds, bonds, treasuries and stocks. The fair value of the underlying investments have publicly quoted pricing inputs (level 1) and are used in determining the net asset value of the pooled separate accounts, which are not publicly quoted.

Level 3 Fair Value Measurements
The guaranteed income fund is an insurance company issued general account backed evergreen (no maturity date) group annuity product. There are not any specific securities in the general account that back the liabilities of this annuity contract. The plan, and its underlying participants who hold the fund, own a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This fund is not a traditional guaranteed interest contract and therefore there are not any known cash flows that could be discounted. As a result, the fair value amount shown is equal to the contract value. Average yields for this fund were 2.7% and 3.0% for the years ended December 31, 2011 and 2010, respectively.

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Cap	$ 1,784,498	$ -	$ -	$ 1,784,498
Blended	538,271	-	-	538,271
Mid-Cap	448,913	-	-	448,913
Bond	1,151,887	-	-	1,151,887
Real Estate	90,443	-	-	90,443
International	1,139,737	-	-	1,139,737
Small Cap	291,401	-	-	291,401
Total Mutual Funds	5,445,150	-	-	5,445,150
Pooled Separate Account				
Target Fixed Income	-	280,130	-	280,130
Guaranteed Income Fund				
Stable Value	-	-	2,660,313	2,660,313
Total Assets at Fair Value	$ 5,445,150	$ 280,130	$ 2,660,313	$ 8,385,593

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Cap	$ 1,864,898	$ -	$ -	$ 1,864,898
Blended	519,422	-	-	519,422
Mid-Cap	444,984	-	-	444,984
Bond	937,110	-	-	937,110
Real Estate	88,329	-	-	88,329
International	1,124,600	-	-	1,124,600
Small Cap	181,077	-	-	181,077
Total Mutual Funds	5,160,420	-	-	5,160,420
Guaranteed Income Fund				
Stable Value	-	-	2,400,258	2,400,258
Total Assets at Fair Value	$ 5,160,420	$ -	$ 2,400,258	$ 7,560,678

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011 and 2010:

	Guaranteed Income Fund 2011	Guaranteed Income Fund 2010
Balance, beginning of year	$ 2,400,258	$ 2,090,976
Contributions	294,607	167,111
Loan repayments	12,624	11,975
Loan initiations	(46,030)	(17,271)
Interest	66,050	68,426
Distributions	-	(20,012)
Foreitures	(28,553)	-
Transfers out	(119,737)	(8,607)
Exchanges	81,094	107,660
Balance, end of year	$ 2,660,313	$ 2,400,258

NOTE 6: **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 7: **FORM 5500 RECONCILIATION**

The Plan financial statements include differences from the Form 5500 as follows:

	(Audited) 2011	(Compiled) 2010
Net assets per Form 5500	$ 8,625,343	$ 7,699,108
Employer contribution receivable	350,000	184,213
Net assets as reported	$ 8,975,343	$ 7,883,321

	(Audited) 2011	(Compiled) 2010
Total contributions per Form 5500	$ 1,457,924	$ 618,732
Change in employer contribution receivable	165,787	184,213
Total contributions as reported	$ 1,623,711	$ 802,945

NOTE 8: **RISKS AND UNCERTAINTIES**

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

NOTE 9: **RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds and a pooled separate account managed by Prudential Trust Company, and a guaranteed income fund managed by Prudential Insurance Company of America. Prudential Trust Company and Prudential Insurance Company of America are the trustees as defined by the Plan document and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are recorded in net appreciation (depreciation) in fair value of investments. Fees for certain administrative expenses are paid to Prudential Trust Company and Prudential Insurance Company of America, the record keepers and third party administrators of the Plan. Notes receivable from participants are considered party-in-interest transactions. These investments and transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

NOTE 10: **SUBSEQUENT EVENTS**

Plan management has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 14, 2013, the date the financial statements were available to be issued. Subsequent to year end, the Plan Sponsor changed trustee service providers from Prudential Trust Company and Prudential Insurance Company of America to Great -West Trust Company, LLC and Great-West Life & Annuity Insurance Company. All investments, except for the Prudential IncomeFlex Target Easy Path Balanced Fund, were liquidated and transferred as cash or directly transferred to Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company effective January 2012. Additionally, the plan was amended and restated effective January 1, 2013 to comply with current laws and regulations, and to incorporate previous plan amendments into the plan document.

SUPPLEMENTARY INFORMATION

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN
EIN: 68-0284873 Plan No. 002

Schedule H, Line 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2011

Total that Constitutes Nonexempt Prohibited Transactions

Plan Year Ending	Participant Contributions Transferred Late to the Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
December 31, 2011	$ 134	$ -	$ 134	$ -	$ -

VALI COOPER AND ASSOCIATES
PROFIT SHARING PLAN
EIN: 68-0284873 Plan No. 002

Schedule H, Line 4i -
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2011

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of Investment	(e) Market Value
*	Prudential Insurance Co. of America	Guaranteed Income Fund	$ 2,660,313
*	Prudential Mutual Funds	PIMCO Total Return Admin	975,380
*	Prudential Mutual Funds	American Funds EuroPacific Gr A	957,319
*	Prudential Mutual Funds	Prudential Jennison Growth A	906,447
*	Prudential Mutual Funds	American Funds Washington Mutual A	871,632
*	Prudential Mutual Funds	American Balanced Fund	378,717
*	Prudential Pooled Separate Account	Prudential IncomeFlex Target EasyPath Balanced	280,130
*	Prudential Mutual Funds	Janus Perkins Mid Cap Value	222,795
*	Prudential Mutual Funds	T. Rowe Price Mid-Cap Growth Adv	204,591
*	Prudential Mutual Funds	Vanguard Institutional Index	159,554
*	Prudential Mutual Funds	PIMCO Real Return Admin	122,109
*	Prudential Mutual Funds	Invesco International Small Company A	120,401
*	Prudential Mutual Funds	Prudential Jennison Small Company A	116,015
*	Prudential Mutual Funds	Nuveen Real Estate Securities I	90,443
*	Prudential Mutual Funds	Columbia Small Cap Growth I A	74,664
*	Prudential Mutual Funds	AllianzGl NFJ Small-Cap Value Admin	70,551
*	Prudential Mutual Funds	Templeton Global Bond Fund	54,398
*	Prudential Mutual Funds	Invesco Developing Markets	40,949
*	Prudential Mutual Funds	Columbia Small Cap Index A	30,171
*	Prudential Mutual Funds	Dreyfus MidCap Index	21,527
*	Prudential Mutual Funds	BlackRock Global Allocation Inv A	21,068
*	Prudential Mutual Funds	Domini Social Equity Inv	6,419
	Total investments		8,385,593
*	Notes receivable from participants	Interest rates 4.25% - 11.37%	239,750
	Total assets held at end of year		$ 8,625,343

* *Party-in-Interest*

Note: Cost basis omitted as investments are participant directed.

RUN DATE: 01/23/12
CYCLE: 11DEC#B
PLAN NBR: 006069

PLAN NAME: VALI COOPER AND ASSOCIATES

PLAN SPONSOR EIN: 680284873

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES FOR PLAN YEAR 2011

(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE	COST	CURRENT VALUE
*	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	GUARANTEED INCOME FUND	2,660,313	2,660,313
*	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	PRU IFX TGT EASYPATH BAL	281,871	280,130
	PRUDENTIAL MUTUAL FUNDS	TEMP GLOB BOND FD A	56,930	54,398
	PRUDENTIAL MUTUAL FUNDS	TROWE MID CAP GROW ADV	195,830	204,591
	PRUDENTIAL MUTUAL FUNDS	PRU JENN SMALL COMPANY A	104,729	116,015
	PRUDENTIAL MUTUAL FUNDS	BLACKROCK GLOBAL ALLOC A	22,107	21,067
	PRUDENTIAL MUTUAL FUNDS	AMERICAN BALANCED FUND	364,839	378,717
	PRUDENTIAL MUTUAL FUNDS	INV DEVLP MRKTS FD INSTL	47,602	40,949
	PRUDENTIAL MUTUAL FUNDS	PIMCO REAL RETURN BD ADM	119,364	122,109
	PRUDENTIAL MUTUAL FUNDS	EURO PACIFIC GROWTH FUND	1,004,352	957,319
	PRUDENTIAL MUTUAL FUNDS	VANGUARD INSTITL INDEX	157,220	159,554
	PRUDENTIAL MUTUAL FUNDS	WASHINGTON MUT INVEST	866,767	871,632
	PRUDENTIAL MUTUAL FUNDS	PRU JENN GROWTH A	748,371	906,447
	PRUDENTIAL MUTUAL FUNDS	ALLIANZ NFJ SM CAP ADMIN	64,020	70,551
	PRUDENTIAL MUTUAL FUNDS	INV INTERNA SMALL CO FD A	96,716	120,401
	PRUDENTIAL MUTUAL FUNDS	NUVEEN REAL EST SEC I	78,923	90,443
	PRUDENTIAL MUTUAL FUNDS	PIMCO TOT RET BOND ADMIN	971,840	975,380
	PRUDENTIAL MUTUAL FUNDS	JANUS PERKINS MID CAP VAL F	199,308	222,795
	PRUDENTIAL MUTUAL FUNDS	DOMINI SOCIAL EQUITY INV	6,831	6,418
	PRUDENTIAL MUTUAL FUNDS	COLUMBIA SMALL CP INDEX A	31,516	30,171
	PRUDENTIAL MUTUAL FUNDS	DREYFUS MID CAP INDEX FD	21,940	21,527
	PRUDENTIAL MUTUAL FUNDS	COL SM CAP GR I A	77,632	74,664
	PARTICIPANT LOANS	4.25% - 11.37%	0	239,750

$$$% SIDE=NUFRONT ,END;