Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
KENNETH FOX SUPPLY COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/07/1997

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

KENNETH FOX SUPPLY COMPANY

P.O. BOX 2288
MCALLEN, TX 78504

2b Employer Identification Number (EIN) 74-1670882

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

2d Business code (see instructions) 326100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	06/12/2014	ELAINE FOX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	206
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**	210
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	219
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	219
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	107
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1670882

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

1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-0974148	88072	GA-029088	107	09/01/2012	08/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
5552	925

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

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

VSR FINANCIAL SVCS OF TEXAS
8620 W 110TH ST #200
OVERLAND PARK, KS 66210

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
5552			3

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

LOREN D STARK COMPANY
10750 ROCKLEY ROAD
HOUSTON, TX 77099

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	356702
5	Current value of plan's interest under this contract in separate accounts at year end	5	1804648

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	105133		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	5179		
	(4) Transferred from separate account	7c(4)	253335		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	363647
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	363647
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	6595		
	(2) Administration charge made by carrier	7e(2)	161		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	189		
	▶ OTHER				
	(5) Total deductions			7e(5)	6945
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	356702

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 line **9c(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, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1670882

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

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-0974148-000	P	1726700

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-0974148-000	P	77947

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1670882

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1630352	1804648
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	356702
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1630352	2161350
	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	1630352	2161350

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)	110265	
	(B) Participants	2a(1)(B)	217978	
	(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)		328243
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(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)		238450
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		566693
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	35095	
(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)		35095
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	600	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		600
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		35695
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		530998
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000
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)

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.

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1670882

Part I Distributions

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

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

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

EIN(s): 06-0974148

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

KENNETH FOX SUPPLY COMPANY
401(k) PROFIT SHARING PLAN

August 31, 2013 and 2012

KENNETH FOX SUPPLY COMPANY
401(k) PROFIT SHARING PLAN

August 31, 2013 and 2012

PLAN ADMINISTRATOR

Kenneth Fox Supply Company

TRUSTEES

L. Keith Fox
Aaron D. Fox

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CERTIFIED PUBLIC ACCOUNTANTS
BUSINESS CONSULTANTS

LONG CHILTON, LLP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

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McAllen, Texas 78504
(956) 686-3701
Fax (956) 686-6830
www.longchilton.com

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying statements of net assets available for benefits (modified cash basis) of Kenneth Fox Supple Company 401(k) Profit Sharing Plan, as of fiscal years ended August 31, 2013 and 2012 and the related statements of changes in net assets available for benefits (modified cash basis) for the fiscal years then ended, and the supplemental Schedule H, line 4i -- Schedule of Assets (Held at End of Year) for the fiscal years ended.

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 D, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the fiscal years ended August 31, 2013 and 2012, that the information provided to the Plan Administrator by the custodian 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. As describe in Note B, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but 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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Long Chilton LLP

LONG CHILTON, LLP
Certified Public Accountants

McAllen, Texas
June 12 ,2014

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

ASSETS	2013	2012
Investments		
Pooled Separate Accounts (Note D)	$ 1,804,648	$ 1,630,352
Fixed Income Account (Note D)	356,702	-
	2,161,350	1,630,352
Total Assets	2,161,350	1,630,352
LIABILITIES		
	-	-
Total Liabilities	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,161,350	$ 1,630,352

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

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

	2013	2012
Additions:		
Contributions from participants	$ 200,769	$ 157,435
Roth contributions from participants	17,210	8,348
Contributions from employers	110,265	99,708
Net appreciation (depreciation) in fair value of investments	238,449	68,393
Total additions	566,693	333,883
Deductions:		
Benefit payments	34,224	47,358
Miscellaneous disbursements	871	-
Administrative expenses (Note G)	600	500
Total deductions	35,695	47,858
Net increase	530,998	286,025
Net assets available for benefits		
Beginning of year	1,630,352	1,344,326
End of year	$ 2,161,350	$ 1,630,352

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

NOTE A – DESCRIPTION OF PLAN

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

1. General

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

Kenneth Fox Supply Company
Fox Solutions, LLC

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

2. Plan Amendments

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

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

3. Eligibility

Employees are eligible to begin participation in the Plan once they have reached the age of 21 and completed 90 days of service. Employees' entry dates into the Plan will be the dates in which employees have satisfied the eligibility requirements.

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

4. Contributions

Participants may contribute up to the maximum allowable limit of $17,500 in 2013 and $17,000 in 2012 of pretax annual compensation, as defined in the Plan. Participants in the Plan may also designate all or a portion of their elective deferrals as Roth elective deferrals. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined

NOTE A – DESCRIPTION OF PLAN (*Continued*)

benefit or defined contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan is a safe harbor plan and the Company makes an annual safe harbor contribution of 100% of the first 3% of compensation and 50% of amounts over 3% (up to 5%) of compensation that a participant contributes to the Plan. This contribution was credited to all eligible participants participating in the Plan during the year. Employee and employer contributions are invested according to the employee investment elections.

The employer may also elect to make a discretionary nonelective profit sharing contribution determined by the employer each year to eligible participants as mentioned above.

5. Participant Accounts

Each participant's account is credited with the participant's voluntary contribution, an allocation of the Company's contribution, Plan earnings, and an allocable portion of the Plan's forfeitures. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

6. Forfeited Accounts

Forfeiture accounts can be used to pay Plan administrative expenses or used to reduce any employer contribution (matching, safe harbor, or profit sharing). At August 31, 2013 and 2012, forfeited nonvested accounts totaled $2,421 and $3,815, respectively.

7. Investment Options

Upon enrollment into the Plan, participants may allow the third party administrator to direct or self-direct their salary deferral contributions to selected investments as made available. These investment options are more fully described in the Plan's literature. Participants may change their investment options periodically.

8. Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant will become 100% vested in their account balance and will receive a lump-sum distribution or may elect to receive a delayed distribution. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. The Plan allows for hardship distributions not to exceed the amount of the immediate financial need if the withdrawal request is for a purpose delineated in the Plan document. The Plan document explains more detailed specifics on the payment of benefits.

9. Vesting

Each participant is 100% vested in his or her voluntary contribution account plus actual earnings thereon. Safe harbor contributions are immediately 100% vested. Employer matching

NOTE A – DESCRIPTION OF PLAN (*Continued*)

contributions and nonelective profit sharing contributions are discretionary contributions and are vested according to the following schedule:

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

10. Trustee Information

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

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

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

2. Estimates

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

3. Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

4. Payment of Benefits

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

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

5. Operating Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to distributing participant balances are deducted from the benefit payment made to the participant.

NOTE C – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying Statements of Net Assets Available for Benefits.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure 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 under FASB ASC 820 are described as follows:

Level 1 Fair Value Measurements

Inputs that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Fair Value Measurements

Inputs to valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Inputs other than quoted market prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Fair Value Measurements

Inputs that are unobservable inputs for the assets or liabilities, which are typically based on the Plan's own assumptions, as there is little, if any, related market value.

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

NOTE C – FAIR VALUE MEASUREMENTS (*Continued*)

Pooled Separate Accounts. According to the Plan custodian, the pooled separate accounts have an underlying mutual fund investment. These are variable annuity investment contracts. Prices/unit values for these variable annuity investment options are calculated daily by the annuity provider according to methods described in the annuity contract. The initial pricing input is the quoted net asset value (NAV) obtained for the underlying mutual fund which is then adjusted to apply the expense factor disclosed in the annuity contract.

Fixed Income Account. These accounts provide a guarantee of principal and a guaranteed minimum interest rate. Interest is credited to accounts at a rate declared by Hartford Life Insurance Company (HLIC) for a period of time it determines. Guarantees are subject to the claims paying ability of HLIC. The fixed income account is part of the Company's general account and is subject to the claims of its general creditors. However, under certain conditions, as described in the Fixed Income Account Rider of the Group Annuity Contract, transfers from the fixed income account may be limited or deferred, and distributions may be subject to a market value adjustment. Therefore, this contract is not considered to be fully benefit responsive. Fair value should approximate the contract value, which was certified by the custodian.

The following table sets forth, by level within the fair value hierarchy and as determined by the Plan custodian, the Plan's investments at fair value as of August 31, 2013 and 2012:

		Fair Value Measurements at Reporting Date Using:
August 31, 2013	Fair Value	Significant Other Observable Inputs (Level 2)
Pooled Separate Accounts	$ 1,804,648	$ 1,804,648
Fixed Income Account	356,702	356,702
Total Assets at Fair Value	$ 2,161,350	$ 2,161,350

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

NOTE D – INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at August 31, 2013 and 2012, net appreciation in fair value of investments, interest and dividends for the year ended August 31, 2013, was obtained or derived from information supplied to the Plan sponsor and certified as complete and accurate by Massachusetts Mutual Life Insurance Company (appointed by the Hartford Life Insurance Company to provide all administrative services necessary to support the insurance contracts issued).

The following table presents the fair value summary of the Plan's investments at August 31, 2013 and 2012 as certified by the party mentioned above. Please see the detailed listing of investments on the supplemental schedules to the financial statements.

	August 31, 2013	August 31, 2012
Hartford Life Insurance Company Investments		
Pooled Separate Accounts	$ 1,804,648	$ 1,630,352
Fixed Income Account	356,702	-
Total Plan Assets	$ 2,161,350	$ 1,630,352

The fair values of investments that represent five percent or more of the Plan's net assets available for benefits as of August 31, 2013 and 2012 are as follows:

	August 31, 2013	August 31, 2012
Pooled Separate Accounts in Hartford Life Insurance Company		
Templeton Foreign A	$ 159,265	$ 111,889
Lord Abbett Mid Cap Stock Fund Inc P	198,198	146,472
SEI Stable Asset	-	226,602
Pimco Total Return A	-	98,092
AF American Mutual R3	188,906	147,318
Amcent SC Value A	198,157	136,857
AF Growth Fund Amer R3	187,505	138,898
Clearbridge Small Cap Growth A	138,523	92,469
AllianzGi Mid Cap A	167,098	105,480
Fixed Income Account in Hartford Life Insurance Company		
Fixed Account	354,280	-
Total Investments Greater than 5% of Plan Assets	$ 1,591,932	$1,204,077

During the Plan years ended August 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value

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

by $238,449 and $68,393, respectively. The appreciation of investments was related entirely to changes in the pooled separate accounts of the Plan.

NOTE E – PLAN TERMINATION

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

NOTE F – TRANSACTIONS WITH PARTIES-IN-INTEREST

Plan investments are variable and fixed annuity contracts managed by MassMutual. Effective January 1, 2013, MassMutual acquired the Hartford's Retirement Plans Group (RPG) business. MassMutual was appointed by Hartford Life Insurance Company (HLIC) to provide all administrative services necessary to support the insurance contracts issued by HLIC in connection with the RPG business. Because MassMutual provides such services, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services such as investment management and recordkeeping are paid outside of the Plan by the Plan sponsor. The Plan has other expenses which are paid directly by MassMutual, such as sales commissions. In addition, MassMutual receives revenue sharing compensation paid with respect to the various funds. Other fees paid by the Plan totaled $600 and $500 for the fiscal years ended August 31, 2013 and 2012, respectively.

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

	August 31, 2013	August 31, 2012
Net assets available for benefits as presented in these financial statements	$2,161,350	$1,630,352
Net assets available for benefits as presented on Form 5500	$2,161,350	$1,630,352

	2013	2012
Net increase (decrease) in net assets available for benefits as presented in these financial statements	$ 530,998	$ 286,026
Net increase (decrease) in net assets available for benefits as presented on Form 5500	$ 530,998	$ 286,025

Note: Amounts differ due to rounding differences.

NOTE H – FEDERAL INCOME TAX STATUS

The Plan has adopted a prototype standardized plan and the prototype sponsor has received an opinion letter on the acceptability of the form of the Plan dated March 31, 2008 indicating the Plan is a qualified plan meeting the applicable requirements of applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan sponsor and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore, believe the Plan is qualified, and the related trust is tax exempt.

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 tax position that more likely than not would be sustained upon examination by relevant taxing authorities. The Plan is subject to routine audits by taxing jurisdictions. The Plan believes it is no longer subject to income tax examinations for years prior to August 31, 2010.

NOTE I – RISKS AND UNCERTAINTIES

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

NOTE J – SUBSEQUENT EVENTS

Subsequent events have been evaluated through June 12, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

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

Kenneth Fox Supply Company
401(k) Profit Sharing Plan
Schedule of Assets Held For Investment Purposes
(Form 5500 - Schedule H - Line 4i)
August 31, 2013

Assets held for investment at August 31, 2013 consisted of the following:

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	**Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Current Value**
*	Hartford Life Insurance Company	Templeton Foreign A	(1)	$ 159,265
*	Hartford Life Insurance Company	American Funds American Bal R3	(1)	82,499
*	Hartford Life Insurance Company	Lord Abbett Mid Cap Stock Fund Inc P	(1)	198,198
*	Hartford Life Insurance Company	Franklin TempGr Allocation A	(1)	64,548
*	Hartford Life Insurance Company	Pimco Total Return A	(1)	104,049
*	Hartford Life Insurance Company	AF American Mutual R3	(1)	188,906
*	Hartford Life Insurance Company	Amcent SC Value A	(1)	198,157
*	Hartford Life Insurance Company	AF Growth Fund Amer R3	(1)	187,505
*	Hartford Life Insurance Company	Hartford High Yield HLS IB	(1)	77,947
*	Hartford Life Insurance Company	Clearbridge Small Cap Growth A	(1)	138,523
*	Hartford Life Insurance Company	Franklin Templeton Cons Alloc A	(1)	36,378
*	Hartford Life Insurance Company	Franklin TempModall A	(1)	15,901
*	Hartford Life Insurance Company	Eaton Vance Dividend Builder A	(1)	26,318
*	Hartford Life Insurance Company	Pioneer Emerg Mkts A	(1)	69,186
*	Hartford Life Insurance Company	Oppen Gld and SC Mnrls A	(1)	7,699
*	Hartford Life Insurance Company	Ivy Glbl Natural Res Y	(1)	36,461
*	Hartford Life Insurance Company	Invesco Real Estate A	(1)	46,010
*	Hartford Life Insurance Company	AllianzGi Mid Cap A	(1)	167,098
*	Hartford Life Insurance Company	Fixed Account	(1)	356,702
		Total Plan Assets		$ 2,161,350

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

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

EIN: 74-1670882 PLAN NUMBER: 001

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

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

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	**Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Current Value**
*	Hartford Life Insurance Company	Templeton Foreign A	(1)	$ 111,889
*	Hartford Life Insurance Company	American Funds American Bal R3	(1)	65,018
*	Hartford Life Insurance Company	Lord Abbett Mid Cap Stock Fund Inc P	(1)	146,472
*	Hartford Life Insurance Company	SEI Stable Asset 4	(1)	230,417
*	Hartford Life Insurance Company	Franklin TempGr Allocation A	(1)	55,169
*	Hartford Life Insurance Company	Pimco Total Return A	(1)	98,092
*	Hartford Life Insurance Company	AF American Mutual R3	(1)	147,318
*	Hartford Life Insurance Company	Amcent SC Value A	(1)	136,857
*	Hartford Life Insurance Company	AF Growth Fund Amer R3	(1)	138,898
*	Hartford Life Insurance Company	Hartford High Yield HLS IB	(1)	65,370
*	Hartford Life Insurance Company	Legg Mason Clearbridge Small Cap Growth A	(1)	92,469
*	Hartford Life Insurance Company	Franklin Templeton Cons Alloc A	(1)	27,995
*	Hartford Life Insurance Company	Franklin TempModall A	(1)	11,172
*	Hartford Life Insurance Company	Eaton Vance Dividend Builder A	(1)	31,299
*	Hartford Life Insurance Company	Pioneer Emerg Mkts A	(1)	52,966
*	Hartford Life Insurance Company	Oppen Gld and SC Mnrls A	(1)	44,225
*	Hartford Life Insurance Company	Ivy Glbl Natural Res Y	(1)	28,484
*	Hartford Life Insurance Company	Invesco Real Estate A	(1)	40,761
*	Hartford Life Insurance Company	Allianz RCM Mid Cap A	(1)	105,480
		Total Plan Assets		$ 1,630,352

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

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

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Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
Kenneth Fox Supply Company 401(k) Profit Sharing Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/07/1997

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

P.O. Box 2288

Mcallen TX 78504

2b Employer Identification Number (EIN) 74-1670882

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

2d Business code (see instructions) 326100

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

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

SIGN HERE	Elaine Fox	6-12-14	ELAINE FOX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 09/01/2012 and ending 08/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
Kenneth Fox Supply Company 401(k) Profit Sharing Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/07/1997

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

P.O. Box 2288

Mcallen TX 78504

2b Employer Identification Number (EIN) 74-1670882

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

2d Business code (see instructions) 326100

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

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

SIGN HERE	Elaine Fox	6-12-14	ELAINE FOX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
For Plan Year Ending August 31, 2013

(a) Party in Interest?	(b) Identity of issue, borrower, leaser, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
*	Hartford	AIM Real Estate	Pooled Separate Accounts	40,761.36	46,010.19
*	Hartford	Allianz RC	Pooled Separate Accounts	105,480.15	167,098.08
*	Hartford	American Century SC Value	Pooled Separate Accounts	136,857.34	198,157.45
*	Hartford	American Funds Am Balanced	Pooled Separate Accounts	65,018.22	82,499.01
*	Hartford	American Funds Amer Mutual	Pooled Separate Accounts	147,317.50	188,906.35
*	Hartford	American Funds Growth Fund	Pooled Separate Accounts	138,898.31	187,504.60
*	Hartford	Eaton Vance Dividend Builder	Pooled Separate Accounts	52,966.47	69,186.26
*	Hartford	Franklin Templ Moderate Target	Pooled Separate Accounts	11,171.52	15,900.85
*	Hartford	Franklin Templeton Cons Target	Pooled Separate Accounts	27,995.33	36,377.66
*	Hartford	Franklin Templeton Gr Target	Pooled Separate Accounts	55,169.12	64,548.14
*	Hartford	Hartford High Yield HLS	Pooled Separate Accounts	65,369.87	77,947.37
*	Hartford	Ivy Global Natural Resources	Pooled Separate Accounts	28,484.00	36,460.70
*	Hartford	Legg Mason Partners SC Growth	Pooled Separate Accounts	92,469.05	138,523.15
*	Hartford	Lord Abbett Mid Cap Value	Pooled Separate Accounts	146,471.59	198,197.89
*	Hartford	Oppenheimer Gold & Spec Minerals	Pooled Separate Accounts	44,224.59	7,698.72
*	Hartford	Pimco Total Return	Pooled Separate Accounts	98,092.00	104,049.20
*	Hartford	Pioneer Emerging Markets	Pooled Separate Accounts	31,299.02	26,317.52
*	Hartford	SEI Stable Asset	Pooled Separate Accounts	230,416.94	0.00
*`	Hartford	Fixed Acct	Pooled Separate Accounts	0.00	356,701.96
*	Hartford	Templeton Foreign	Pooled Separate Accounts	111,889.24	159,264.60
TOTAL				**$1,630,351.62**	**2,161,349.70**