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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

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
HILL BROTHERS CHEMICAL COMPANY PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1976

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
HILL BROTHERS CHEMICAL COMPANY

1675 NORTH MAIN STREET
ORANGE, CA 92867

1675 NORTH MAIN STREET
ORANGE, CA 92867

2b Employer Identification Number (EIN) 95-0830560

2c Sponsor's telephone number 714-998-8800

2d Business code (see instructions) 424600

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.	08/15/2011	CONTRACT ADMINISTRATOR
	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")
HILL BROTHERS CHEMICAL COMPANY

1675 NORTH MAIN STREET
ORANGE, CA 92867

3b Administrator's EIN
95-0830560

3c Administrator's telephone number
714-998-8800

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**	118
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**	100
b	Retired or separated participants receiving benefits	**6b**	10
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	123
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	123
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	123
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2H 2J 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)		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)		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)		**H** (Financial Information)
(2)	X	**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE I (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information—Small Plan

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

A Name of plan
HILL BROTHERS CHEMICAL COMPANY PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HILL BROTHERS CHEMICAL COMPANY

D Employer Identification Number (EIN)
95-0830560

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.**

			(a) Beginning of Year	**(b)** End of Year
1	**Plan Assets and Liabilities:**			
a	Total plan assets	**1a**	13604229	14213806
b	Total plan liabilities	**1b**	0	0
c	Net plan assets (subtract line 1b from line 1a)	**1c**	13604229	14213806
2	**Income, Expenses, and Transfers for this Plan Year:**		**(a)** Amount	**(b)** Total
a	Contributions received or receivable:			
	(1) Employers	**2a(1)**	400000	
	(2) Participants	**2a(2)**	505039	
	(3) Others (including rollovers)	**2a(3)**	0	
b	Noncash contributions	**2b**	0	
c	Other income	**2c**	1229484	
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	**2d**		2134523
e	Benefits paid (including direct rollovers)	**2e**	1486482	
f	Corrective distributions (see instructions)	**2f**	0	
g	Certain deemed distributions of participant loans (see instructions)	**2g**	0	
h	Administrative service providers (salaries, fees, and commissions)	**2h**	0	
i	Other expenses	**2i**	38464	
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	**2j**		1524946
k	Net income (loss) (subtract line 2j from line 2d)	**2k**		609577
l	Transfers to (from) the plan (see instructions)	**2l**		0

3 **Specific Assets:** If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

			Yes	**No**	**Amount**
a	Partnership/joint venture interests	**3a**		X	
b	Employer real property	**3b**	X		4250100
c	Real estate (other than employer real property)	**3c**		X	
d	Employer securities	**3d**		X	
e	Participant loans	**3e**		X	

			Yes	No	Amount
3f	Loans (other than to participants)	3f		X	
g	Tangible personal property	3g		X	

Part II Compliance Questions

4 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 plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d		X	
e Was the 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 at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i		X	
j Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j		X	
k Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

A Name of plan
HILL BROTHERS CHEMICAL COMPANY PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HILL BROTHERS CHEMICAL COMPANY

D Employer Identification Number (EIN)
95-0830560

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): _____ _____

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 **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 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(es). 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):

---

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):

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

October 31, 2010

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

October 31, 2010

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STARR & WALTERS

12341 Newport Avenue, Suite D-100
Santa Ana, California 92705

Accountancy Corporation

(714) 834-0454 FAX: (714) 834-0407

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
the Hill Brothers Chemical Company 401(k) Profit Sharing Plan
Orange, California

We were engaged to audit the statements of net assets available for benefits of the Hill Brothers Chemical Company 401(k) Profit Sharing Plan as of October 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended October 31, 2010, and the supplemental schedule as of October 31, 2010 as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

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 certain information summarized in Note 4, which was certified by Capital Bank and Trust Company, and Wells Fargo Bank, N.A., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from Capital Bank and Trust Company, and Wells Fargo Bank, N.A. as of and for the years ended October 31, 2010 and 2009, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards 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 Security Act of 1974.

Starr & Walters

STARR & WALTERS
ACCOUNTANCY CORPORATION

Santa Ana, California
August 10, 2011

Certified Public Accountants

Member
American Institute of Certified Public Accountants
Private Companies Practice Section, AICPA
California Society of Certified Public Accountants

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
October 31, 2010 and 2009

ASSETS

	October 31, 2010	October 31, 2009
Investments, at fair value	$ 13,812,771	$ 13,103,152
Receivables - employer contributions	400,000	500,000
Accrued interest	1,035	1,077
Total assets	14,213,806	13,604,229
Net assets available for benefits	$ 14,213,806	$ 13,604,229

See accompanying notes to financial statements.

HILL BROTHERS CHEMICAL COMPANY 401(K) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended October 31, 2010

	Nonparticipant Directed	Participant Directed	Total
Additions to net assets attributed to:			
Investment income:			
Net appreciation in fair value of investments	$ 498,446	$ 396,760	$ 895,206
Dividend and interest	53,103	58,576	111,679
Rental income	275,555	-	275,555
	827,104	455,336	1,282,440
Contributions:			
Employer	-	400,000	400,000
Participants	-	505,039	505,039
	-	905,039	905,039
Total additions	827,104	1,360,375	2,187,479
Deductions from net assets attributed to:			
Plan withdrawals	(1,223,858)	(262,624)	(1,486,482)
Reinvestment of dividend income	(52,956)	-	(52,956)
Appraisal fee	(2,500)	-	(2,500)
Administrative expenses	(35,964)	-	(35,964)
Total deductions	(1,315,278)	(262,624)	(1,577,902)
Net increase (decrease) in net assets	(488,174)	1,097,751	609,577
Net assets available for benefits, November 1, 2009	9,507,879	4,096,350	13,604,229
Net assets available for benefits, October 31, 2010	$ 9,019,705	$ 5,194,101	$ 14,213,806

See accompanying notes to financial statements.

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Notes to Financial Statements
October 31, 2010

Note 1 - Description of Plan:

The following description of the Hill Brothers Chemical Company ("Company") 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

Effective November 1, 2005, Hill Brothers Chemical Company amended and restated the plan and trust agreement in its entirety and incorporated 401(k) provisions. The Plan is a defined contribution, cash or deferred profit sharing plan covering all employees who reach age twenty one and complete one year of service, except those who are covered by a collective bargaining agreement or are nonresident aliens. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company determines the amount of employer contributions, which are discretionary and not limited to current profits. In addition, participants may elect to contribute a portion of their compensation to the Plan, not to exceed the dollar limitation provided by I.R.C. Section 402(g).

Participant Accounts

Each participant's account is credited with (a) the participant's elective contribution and earnings; (b) the Company's profit sharing contributions including safe harbor contribution and non-safe harbor contribution, if any; (c) Plan rental income; (d) Plan earnings or losses; and (e) forfeitures from terminated participants' nonvested accounts, and is charged with an allocation of the plan operating expenses. Allocations of profit sharing contributions are based on participant's plan compensation or profit sharing account balances, as defined. Allocations are made to participants employed at the end of the Plan year and completed one year and 1,000 hours of service. Participants direct the investments in their 401(k) accounts, selecting from investments available to the Plan. All profit sharing accounts are nonparticipant-directed.

Vesting

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

Note 1 - Description of Plan (continued):

Participant Loans

Loans to participants are not permitted.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account or annual installments over a certain period of time, roll over the vested balance to another qualified plan or leave the vested balance in the Plan if greater than $5,000.

Forfeited Accounts

The Plan provides that forfeiture will be first used to pay any administrative expenses and /or to restore previously forfeited balances. The unallocated forfeitures totaled $5,267 at October 31, 2010.

Note 2 - Summary of Significant Accounting Policies:

Date of Management's Review

Subsequent events were evaluated through August 10, 2011, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with U.S. 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.

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Note 2 - Summary of Significant Accounting Policies (continued):

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies and mortgage-backed securities are recorded at fair value, as determined by quoted market prices. Money market accounts are reported at cost, which approximates fair value. The value of investments in pooled, common and collective trust fund is determined by the trustee of the accounts. The accounts do not own individual investments directly, but rather are assigned units of the trustee's investment holdings. The unit values are calculated daily and include a factor for the published market prices of the underlying mutual funds.

Real estate investments are recorded at fair value, as estimated by an independend third-party appraiser, net of estimated costs to liquidate the investments in the properties.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Note 3 - Investments:

The Plan's investments held at CitiGroup Global Markets, Inc., CitiGroup SmithBarney, and Wells Fargo Bank, N.A. are nonparticipant-directed. The investments held at American Funds are participant-directed. As of October 31, 2010 and 2009, the investments, which were held by the registered investment custodians, totaled $9,562,671 and $8,722,852 respectively. The following presents those investments by type:

	10/31/10	10/31/09
Nonparticipant-directed:		
Cash/money market fund	$ 297,427	$ 329,965
Pooled, common, collective trusts	3,599,059	4,032,246
Common stocks	620,975	541,765
U.S. government securities	135,214	64,334
Mortgage and asset backed securities	115,895	158,192
	$ 4,768,570	$ 5,126,502

Note 3 – Investments (continued):

	10/31/10	10/31/09
Participant-directed:		
Money market fund	$ 427,331	$ 446,521
Mutual fund	4,366,770	3,149,829
	$ 4,794,101	$ 3,596,350

The Plan also owes three real estate properties which are used as operating facilities by the Company. The real estate investments were appraised at $4,250,100 and $4,380,300 at October 31, 2010 and 2009 and are nonparticipant directed.

	10/31/10	10/31/09
Orange, California	$ 1,748,400	$ 1,790,250
San Jose, California	1,720,500	1,808,850
North Salt Lake, Utah	781,200	781,200
	$ 4,251,100	$ 4,380,300

During the Plan year ended October 31, 2010, the Plan investments had a net appreciation in value of $895,206 as follows:

Pooled, common, collective trusts	$ 501,523
Mutual funds	396,760
Common stocks	95,351
Mortgage and asset backed securities	29,994
Government securities	1,778
Real estate	(130,200)
	$ 895,206

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Notes to Financial Statements
October 31, 2010

Note 4 - Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodology or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Observable, Market base Input (Level 2)
October 31, 2010			
Cash/money market fund	$ 724,758	$ 724,758	$ -
Mutual fund	4,366,770	4,366,770	-
Pooled, common, collective trusts	3,599,059	3,599,059	-
Common stocks	620,975	620,975	-
U.S. government securities	135,214	135,214	-
Mortgage and asset backed securities	115,895	115,895	-
Real estate investments	4,250,100	-	4,250,100
Total	$ 13,812,771	$ 9,562,671	$ 4,250,100
October 31, 2009			
Cash/money market fund	$ 776,486	$ 776,486	$ -
Mutual fund	3,149,829	3,149,829	-
Pooled, common, collective trusts	4,032,246	4,032,246	-
Common stocks	541,765	541,765	-
U.S. government securities	64,334	64,334	-
Mortgage and asset backed securities	158,192	158,192	-
Real estate investments	4,380,300	-	4,380,300
Total	$ 13,103,152	$ 8,722,852	$ 4,380,300

Note 4 - Fair Value Measurements (continued):

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide that most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of mutual funds, and pool, common, collective trusts is based on quoted net asset values of the shares held by the Plan at October 31, 2010. The fair values of common stocks, U.S. government securities, and mortgage and asset backed securities are based on quoted market prices.

Level 2 Fair Value Measurements

The fair value of real estate investments is determined by appraisal conducted around the end of each plan year. The appraisal applied appropriate valuation methods using observable, market based data.

Note 5 - Plan Administrative and Other Expenses:

The Company absorbs a portion of the Plan's administrative and other expenses. For the year ended October 31, 2010, administrative expenses not absorbed by the Company totaled $35,964; other expenses incurred by the Plan related to the real estate investments totaled $2,500.

Note 6 - Transactions with Parties in Interest:

The Plan leases qualifying real estate properties to the Company, under three three-year leases, all expiring December 31, 2012. According to the lease agreements, the Company is responsible for maintaining the premises and the building at its sole cost. The Plan is required to maintain the roof and exterior walls of the building. For the Plan year ended October 31, 2010, the Company paid $275,555 in rent to the Plan.

Note 7 - Plan Termination:

The Companies have 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 percent vested in their accounts.

Note 8 - Tax Status:

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes.

The Plan obtained its latest determination 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 Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirement of the Internal Revenue Code.

Note 9 - Risks and Uncertainties:

The Plan invests in various investment securities and real estate properties. Investment securities and real estate properties 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.

Supplemental Information

HILL BROTHERS CHEMICAL COMPANY
401(k) PROFIT SHARING PLAN
Schedule of Assets Held for Investment
October 31, 2010
EIN: 95-0830560
Plan Number: 001

(a)	(b) Identity of Issuer, or Borrower	(c) Description of Investment	Shares	Share Value	(e) Current Value	
*	Wells Fargo Bank, N.A.	Wells Fargo S-Term Investment Fund	21588.6	1.00	21,589	
*	Wells Fargo Bank, N.A.	Large Cap Grouth Index Fund	54463.785	10.11	550,629	
*	Wells Fargo Bank, N.A.	Total Return Bond Fund G	13599.262	30.12	409,610	
*	Wells Fargo Bank, N.A.	Wells Fargo Bond Index Fund	19448.175	33.52	651,903	
*	Wells Fargo Bank, N.A.	Wells Fargo Int'l Equity Index Fund	21308.612	13.1	279,143	
*	Wells Fargo Bank, N.A.	Wells Fargo Large Cap Value Index Fund	10683.316	40.07	428,080	
*	Wells Fargo Bank, N.A.	Wells Fargo Russell 2000 Index Fund	24771.079	16.87	417,888	
*	Wells Fargo Bank, N.A.	Business Market Rate			201,144	
*	Citigroup SmithBarney	Citibank NA S Dakota Bk Dep Program (0.15%)	48,156.120	1.00	48,156	
*	Citigroup SmithBarney	GNMA PL#254595X, 9.5%, 7/15/18			361	
	Various	Exchange Traded & Closed End Funds			634,791	
*	Citigroup SmithBarney	Cash/Money Market			413	
	Dreyfus	Dreyfus Liquid Assets Inc Class 2	78134.27	1.00	78,134	
	Various	Common Stocks			620,975	
*	Citigroup Global Mkts Inc.	Fixed Income Shares Series C	6145	14.05	86,337	
*	Citigroup Global Mkts Inc.	Fixed Income Shares Series M	8105	10.94	88,669	
	Various	Various Mortgage and asset backed securities			115,534	
	U.S. Government Bonds	Various U.S. Government Bonds			135,214	
*	American Funds	Washington Mutual Investors Fund - R2	3765.115	25.79	97,102	
*	American Funds	AMCAP Fund - R2	2770.349	17.05	47,235	
*	American Funds	The Investment Company of America - R2	2782.59	26.90	74,852	
*	American Funds	The Growth Fund of America - R2	30458.018	28.18	858,307	
*	American Funds	New Perspective Fund - R2	8261.046	26.88	222,057	
*	American Funds	The Bond Fund of America - R2	18709.113	12.49	233,677	
*	American Funds	American Funds Money Market Fund - R2	427331.2	1.00	427,331	
*	American Funds	American Balanced Fund - R2	17131.567	17.31	296,547	
*	American Funds	Capital Income Builder - R2	18698.087	50.02	935,278	**
*	American Funds	Intermediate Bond Fund of America - R2	21726.021	13.69	297,429	
*	American Funds	Capital World Growth and Income - R2	23208.018	34.98	811,817	
*	American Funds	Smallcap World Fund - R2	13852.862	35.55	492,469	
*	Real Estae	Orange, California			1,748,400	**
*	Real Estae	San Jose, California			1,720,500	**
*	Real Estae	North Salt Lake, Utah			781,200	**
					13,812,771	

* Indicates party-in-interest to the Plan
** Indicates 5% or more of Plan net assets

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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

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 Hill Brothers Chemical Company Profit Sharing Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1976

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
HILL BROTHERS CHEMICAL COMPANY

1675 North Main Street

Orange CA 92867

1675 North Main Street

Orange CA 92867

2b Employer Identification Number (EIN) 95-0830560

2c Sponsor's telephone number (714)998-8800

2d Business code (see instructions) 424600

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	Kathryn J. Waters	7/29/11	KATHRYN J. WATERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Ronald R. Hill	7/29/11	RONALD R. HILL
	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")
SAME

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**	118
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**	100
b	Retired or separated participants receiving benefits	**6b**	10
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	123
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	123
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	123
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2H 2J 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	(1)	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	(2)	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	(3)	☒ Trust
(4)	☐ General assets of the sponsor	(4)	☐ General assets of the sponsor

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

a Pension Schedules

(1) ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) ☐ **H** (Financial Information)

(2) ☒ **I** (Financial Information – Small Plan)

(3) ☐ ___ **A** (Insurance Information)

(4) ☐ **C** (Service Provider Information)

(5) ☐ **D** (DFE/Participating Plan Information)

(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE I (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information - Small Plan

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

A Name of plan

Hill Brothers Chemical Company Profit Sharing Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500

HILL BROTHERS CHEMICAL COMPANY

D Employer Identification Number (EIN)

95-0830560

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.**

			(a) Beginning of Year	(b) End of Year
1	**Plan Assets and Liabilities:**			
a	Total plan assets	1a	13,604,229	14,213,806
b	Total plan liabilities	1b	0	0
c	Net plan assets (subtract line 1b from line 1a)	1c	13,604,229	14,213,806
2	**Income, Expenses, and Transfers for this Plan Year:**		(a) Amount	(b) Total
a	Contributions received or receivable:			
	(1) Employers	2a(1)	400,000	
	(2) Participants	2a(2)	505,039	
	(3) Others (including rollovers)	2a(3)	0	
b	Noncash contributions	2b	0	
c	Other income	2c	1,229,484	
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	2d		2,134,523
e	Benefits paid (including direct rollovers)	2e	1,486,482	
f	Corrective distributions (see instructions)	2f	0	
g	Certain deemed distributions of participant loans (see instructions)	2g	0	
h	Administrative service providers (salaries, fees, and commissions)	2h	0	
i	Other expenses	2i	38,464	
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	2j		1,524,946
k	Net income (loss) (subtract line 2j from line 2d)	2k		609,577
l	Transfers to (from) the plan (see instructions)	2l		0

3 **Specific Assets:** If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

			Yes	No	Amount
a	Partnership/joint venture interests	3a		X	
b	Employer real property	3b	X		4,250,100
c	Real estate (other than employer real property)	3c		X	
d	Employer securities	3d		X	
e	Participant loans	3e		X	

			Yes	No	Amount
3f	Loans (other than to participants)	3f		X	
g	Tangible personal property	3g		X	

Part II Compliance Questions

4 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 plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d		X	
e Was the plan covered by a fidelity bond?	4e	X		500,000
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 at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i		X	
j Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j		X	
k Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 11/01/2009 and ending 10/31/2010

A Name of plan
Hill Brothers Chemical Company Profit Sharing Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HILL BROTHERS CHEMICAL COMPANY

D Employer Identification Number (EIN)
95-0830560

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): _____ _____

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 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 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(es). 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):

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

October 31, 2010

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

October 31, 2010

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STARR & WALTERS

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Accountancy Corporation

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
the Hill Brothers Chemical Company 401(k) Profit Sharing Plan
Orange, California

We were engaged to audit the statements of net assets available for benefits of the Hill Brothers Chemical Company 401(k) Profit Sharing Plan as of October 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended October 31, 2010, and the supplemental schedule as of October 31, 2010 as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

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 certain information summarized in Note 4, which was certified by Capital Bank and Trust Company, and Wells Fargo Bank, N.A., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from Capital Bank and Trust Company, and Wells Fargo Bank, N.A. as of and for the years ended October 31, 2010 and 2009, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards 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 Security Act of 1974.

Starr & Walters

STARR & WALTERS
ACCOUNTANCY CORPORATION

Santa Ana, California
August 10, 2011

Certified Public Accountants

Member
American Institute of Certified Public Accountants
Private Companies Practice Section, AICPA
California Society of Certified Public Accountants

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
October 31, 2010 and 2009

ASSETS

	October 31, 2010	October 31, 2009
Investments, at fair value	$ 13,812,771	$ 13,103,152
Receivables - employer contributions	400,000	500,000
Accrued interest	1,035	1,077
Total assets	14,213,806	13,604,229
Net assets available for benefits	$ 14,213,806	$ 13,604,229

See accompanying notes to financial statements.

HILL BROTHERS CHEMICAL COMPANY 401(K) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended October 31, 2010

	Nonparticipant Directed	Participant Directed	Total
Additions to net assets attributed to:			
Investment income:			
Net appreciation in fair value of investments	$ 498,446	$ 396,760	$ 895,206
Dividend and interest	53,103	58,576	111,679
Rental income	275,555	-	275,555
	827,104	455,336	1,282,440
Contributions:			
Employer	-	400,000	400,000
Participants	-	505,039	505,039
	-	905,039	905,039
Total additions	827,104	1,360,375	2,187,479
Deductions from net assets attributed to:			
Plan withdrawals	(1,223,858)	(262,624)	(1,486,482)
Reinvestment of dividend income	(52,956)	-	(52,956)
Appraisal fee	(2,500)	-	(2,500)
Administrative expenses	(35,964)	-	(35,964)
Total deductions	(1,315,278)	(262,624)	(1,577,902)
Net increase (decrease) in net assets	(488,174)	1,097,751	609,577
Net assets available for benefits, November 1, 2009	9,507,879	4,096,350	13,604,229
Net assets available for benefits, October 31, 2010	$ 9,019,705	$ 5,194,101	$ 14,213,806

See accompanying notes to financial statements.

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Notes to Financial Statements
October 31, 2010

Note 1 - Description of Plan:

The following description of the Hill Brothers Chemical Company ("Company") 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

Effective November 1, 2005, Hill Brothers Chemical Company amended and restated the plan and trust agreement in its entirety and incorporated 401(k) provisions. The Plan is a defined contribution, cash or deferred profit sharing plan covering all employees who reach age twenty one and complete one year of service, except those who are covered by a collective bargaining agreement or are nonresident aliens. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company determines the amount of employer contributions, which are discretionary and not limited to current profits. In addition, participants may elect to contribute a portion of their compensation to the Plan, not to exceed the dollar limitation provided by I.R.C. Section 402(g).

Participant Accounts

Each participant's account is credited with (a) the participant's elective contribution and earnings; (b) the Company's profit sharing contributions including safe harbor contribution and non-safe harbor contribution, if any; (c) Plan rental income; (d) Plan earnings or losses; and (e) forfeitures from terminated participants' nonvested accounts, and is charged with an allocation of the plan operating expenses. Allocations of profit sharing contributions are based on participant's plan compensation or profit sharing account balances, as defined. Allocations are made to participants employed at the end of the Plan year and completed one year and 1,000 hours of service. Participants direct the investments in their 401(k) accounts, selecting from investments available to the Plan. All profit sharing accounts are nonparticipant-directed.

Vesting

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

Note 1 - Description of Plan (continued):

Participant Loans

Loans to participants are not permitted.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account or annual installments over a certain period of time, roll over the vested balance to another qualified plan or leave the vested balance in the Plan if greater than $5,000.

Forfeited Accounts

The Plan provides that forfeiture will be first used to pay any administrative expenses and /or to restore previously forfeited balances. The unallocated forfeitures totaled $5,267 at October 31, 2010.

Note 2 - Summary of Significant Accounting Policies:

Date of Management's Review

Subsequent events were evaluated through August 10, 2011, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with U.S. 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.

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Note 2 - Summary of Significant Accounting Policies (continued):

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies and mortgage-backed securities are recorded at fair value, as determined by quoted market prices. Money market accounts are reported at cost, which approximates fair value. The value of investments in pooled, common and collective trust fund is determined by the trustee of the accounts. The accounts do not own individual investments directly, but rather are assigned units of the trustee's investment holdings. The unit values are calculated daily and include a factor for the published market prices of the underlying mutual funds.

Real estate investments are recorded at fair value, as estimated by an independend third-party appraiser, net of estimated costs to liquidate the investments in the properties.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Note 3 - Investments:

The Plan's investments held at CitiGroup Global Markets, Inc., CitiGroup SmithBarney, and Wells Fargo Bank, N.A. are nonparticipant-directed. The investments held at American Funds are participant-directed. As of October 31, 2010 and 2009, the investments, which were held by the registered investment custodians, totaled $9,562,671 and $8,722,852 respectively. The following presents those investments by type:

	10/31/10	10/31/09
Nonparticipant-directed:		
Cash/money market fund	$ 297,427	$ 329,965
Pooled, common, collective trusts	3,599,059	4,032,246
Common stocks	620,975	541,765
U.S. government securities	135,214	64,334
Mortgage and asset backed securities	115,895	158,192
	$ 4,768,570	$ 5,126,502

Note 3 – Investments (continued):

	10/31/10	10/31/09
Participant-directed:		
Money market fund	$ 427,331	$ 446,521
Mutual fund	4,366,770	3,149,829
	$ 4,794,101	$ 3,596,350

The Plan also owes three real estate properties which are used as operating facilities by the Company. The real estate investments were appraised at $4,250,100 and $4,380,300 at October 31, 2010 and 2009 and are nonparticipant directed.

	10/31/10	10/31/09
Orange, California	$ 1,748,400	$ 1,790,250
San Jose, California	1,720,500	1,808,850
North Salt Lake, Utah	781,200	781,200
	$ 4,251,100	$ 4,380,300

During the Plan year ended October 31, 2010, the Plan investments had a net appreciation in value of $895,206 as follows:

Pooled, common, collective trusts	$ 501,523
Mutual funds	396,760
Common stocks	95,351
Mortgage and asset backed securities	29,994
Government securities	1,778
Real estate	(130,200)
	$ 895,206

HILL BROTHERS CHEMICAL COMPANY
401(K) PROFIT SHARING PLAN
Notes to Financial Statements
October 31, 2010

Note 4 - Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodology or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Observable, Market base Input (Level 2)
October 31, 2010			
Cash/money market fund	$ 724,758	$ 724,758	$ -
Mutual fund	4,366,770	4,366,770	-
Pooled, common, collective trusts	3,599,059	3,599,059	-
Common stocks	620,975	620,975	-
U.S. government securities	135,214	135,214	-
Mortgage and asset backed securities	115,895	115,895	-
Real estate investments	4,250,100	-	4,250,100
Total	$ 13,812,771	$ 9,562,671	$ 4,250,100
October 31, 2009			
Cash/money market fund	$ 776,486	$ 776,486	$ -
Mutual fund	3,149,829	3,149,829	-
Pooled, common, collective trusts	4,032,246	4,032,246	-
Common stocks	541,765	541,765	-
U.S. government securities	64,334	64,334	-
Mortgage and asset backed securities	158,192	158,192	-
Real estate investments	4,380,300	-	4,380,300
Total	$ 13,103,152	$ 8,722,852	$ 4,380,300

Note 4 - Fair Value Measurements (continued):

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide that most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of mutual funds, and pool, common, collective trusts is based on quoted net asset values of the shares held by the Plan at October 31, 2010. The fair values of common stocks, U.S. government securities, and mortgage and asset backed securities are based on quoted market prices.

Level 2 Fair Value Measurements

The fair value of real estate investments is determined by appraisal conducted around the end of each plan year. The appraisal applied appropriate valuation methods using observable, market based data.

Note 5 - Plan Administrative and Other Expenses:

The Company absorbs a portion of the Plan's administrative and other expenses. For the year ended October 31, 2010, administrative expenses not absorbed by the Company totaled $35,964; other expenses incurred by the Plan related to the real estate investments totaled $2,500.

Note 6 - Transactions with Parties in Interest:

The Plan leases qualifying real estate properties to the Company, under three three-year leases, all expiring December 31, 2012. According to the lease agreements, the Company is responsible for maintaining the premises and the building at its sole cost. The Plan is required to maintain the roof and exterior walls of the building. For the Plan year ended October 31, 2010, the Company paid $275,555 in rent to the Plan.

Note 7 - Plan Termination:

The Companies have 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 percent vested in their accounts.

Note 8 - Tax Status:

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes.

The Plan obtained its latest determination 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 Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirement of the Internal Revenue Code.

Note 9 - Risks and Uncertainties:

The Plan invests in various investment securities and real estate properties. Investment securities and real estate properties 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.

Supplemental Information

HILL BROTHERS CHEMICAL COMPANY
401(k) PROFIT SHARING PLAN
Schedule of Assets Held for Investment
October 31, 2010
EIN: 95-0830560
Plan Number: 001

(a)	(b) Identity of Issuer, or Borrower	(c) Description of Investment	Shares	Share Value	(e) Current Value	
*	Wells Fargo Bank, N.A.	Wells Fargo S-Term Investment Fund	21588.6	1.00	21,589	
*	Wells Fargo Bank, N.A.	Large Cap Grouth Index Fund	54463.785	10.11	550,629	
*	Wells Fargo Bank, N.A.	Total Return Bond Fund G	13599.262	30.12	409,610	
*	Wells Fargo Bank, N.A.	Wells Fargo Bond Index Fund	19448.175	33.52	651,903	
*	Wells Fargo Bank, N.A.	Wells Fargo Int'l Equity Index Fund	21308.612	13.1	279,143	
*	Wells Fargo Bank, N.A.	Wells Fargo Large Cap Value Index Fund	10683.316	40.07	428,080	
*	Wells Fargo Bank, N.A.	Wells Fargo Russell 2000 Index Fund	24771.079	16.87	417,888	
*	Wells Fargo Bank, N.A.	Business Market Rate			201,144	
*	Citigroup SmithBarney	Citibank NA S Dakota Bk Dep Program (0.15%)	48,156.120	1.00	48,156	
*	Citigroup SmithBarney	GNMA PL#254595X, 9.5%, 7/15/18			361	
	Various	Exchange Traded & Closed End Funds			634,791	
*	Citigroup SmithBarney	Cash/Money Market			413	
	Dreyfus	Dreyfus Liquid Assets Inc Class 2	78134.27	1.00	78,134	
	Various	Common Stocks			620,975	
*	Citigroup Global Mkts Inc.	Fixed Income Shares Series C	6145	14.05	86,337	
*	Citigroup Global Mkts Inc.	Fixed Income Shares Series M	8105	10.94	88,669	
	Various	Various Mortgage and asset backed securities			115,534	
	U.S. Government Bonds	Various U.S. Government Bonds			135,214	
*	American Funds	Washington Mutual Investors Fund - R2	3765.115	25.79	97,102	
*	American Funds	AMCAP Fund - R2	2770.349	17.05	47,235	
*	American Funds	The Investment Company of America - R2	2782.59	26.90	74,852	
*	American Funds	The Growth Fund of America - R2	30458.018	28.18	858,307	
*	American Funds	New Perspective Fund - R2	8261.046	26.88	222,057	
*	American Funds	The Bond Fund of America - R2	18709.113	12.49	233,677	
*	American Funds	American Funds Money Market Fund - R2	427331.2	1.00	427,331	
*	American Funds	American Balanced Fund - R2	17131.567	17.31	296,547	
*	American Funds	Capital Income Builder - R2	18698.087	50.02	935,278	**
*	American Funds	Intermediate Bond Fund of America - R2	21726.021	13.69	297,429	
*	American Funds	Capital World Growth and Income - R2	23208.018	34.98	811,817	
*	American Funds	Smallcap World Fund - R2	13852.862	35.55	492,469	
*	Real Estae	Orange, California			1,748,400	**
*	Real Estae	San Jose, California			1,720,500	**
*	Real Estae	North Salt Lake, Utah			781,200	**
					13,812,771	

* Indicates party-in-interest to the Plan
** Indicates 5% or more of Plan net assets