Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] 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
QUINN GROUP, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1965

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

QUINN GROUP, INC.

10006 ROSE HILLS ROAD
CITY OF INDUSTRY, CA 90601

2b Employer Identification Number (EIN) 94-2167334

2c Sponsor's telephone number 562-463-4000

2d Business code (see instructions) 423800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2012	LINO MARTIN
	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")
ADMINISTRATIVE COMMITTEE
C/O QUINN GROUP INC.
10006 ROSE HILLS ROAD
CITY OF INDUSTRY, CA 90601

3b Administrator's EIN: 91-1759320

3c Administrator's telephone number: 562-463-4000

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**	1083
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**	832
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	243
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1075
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1075
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	978
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 Characteristic Codes in the instructions:
2A 2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan 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)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

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

A Name of plan
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUINN GROUP, INC.

D Employer Identification Number (EIN)
94-2167334

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	157575	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CANTEBURY CONSULTING INC

33-0307982

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 27 50	NONE	56028	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PKF CPA'S PC

95-4354850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	10250	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

CHARLES SCHWAB & CO.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59 62	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO AND AFFILIATES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

2011

This Form is Open to Public Inspection.

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

A Name of plan
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
QUINN GROUP, INC.

D Employer Identification Number (EIN)
94-2167334

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: SCHWAB STABLE VALUE INSTL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625180-001	C	15071245

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)

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	
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
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
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

2011

This Form is Open to Public Inspection

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

A Name of plan
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUINN GROUP, INC.

D Employer Identification Number (EIN)
94-2167334

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)	1442491	1763821
(2) Participant contributions	1b(2)	13042	14038
(3) Other	1b(3)	28863	21522
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)	8884027	8881770
(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)	1709864	1672873
(9) Value of interest in common/collective trusts	1c(9)	14363135	15071245
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	67064061	63982466
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	93505483	91407735
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	93505483	91407735

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)	2330808	
(B) Participants	2a(1)(B)	2726109	
(C) Others (including rollovers)	2a(1)(C)	25851	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5082768
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)	80002	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		80002
(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)	722716	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		722716
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1124344	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1091577	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		32767

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-136793	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-136793
(6) Net investment gain (loss) from common/collective trusts	2b(6)		371832
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-2728896
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3424396
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5311453	
(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)		5311453
f Corrective distributions (see instructions)	2f		23137
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	11475	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	56028	
(4) Other	2i(4)	120051	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		187554
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5522144
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-2097748
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: PKF (2) EIN: 95-4354850

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
QUINN GROUP, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUINN GROUP, INC.

D Employer Identification Number (EIN)
94-2167334

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): 42-1558009

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

QUINN GROUP, INC. RETIREMENT PLAN

Financial Statements and
Supplemental Schedule
December 31, 2011 and 2010

PKF
Certified Public Accountants
A Professional Corporation

PKF
Accountants &
business advisers

Independent Auditors' Report

The Administrative Committee of
Quinn Group, Inc. Retirement Plan

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of Quinn Group, Inc. Retirement Plan ("Plan") as of December 31, 2011 and 2010, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at end of Year) at December 31, 2011. These financial statements and supplemental 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 information summarized in Note 5, which was certified by Charles Schwab Bank (formerly Charles Schwab Trust Company), the trustee, 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee 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 supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PKF

July 23, 2012

Telephone: (818) 630.7630 I Fax: (818) 630.7631
Email: info@pkfla.com | Website: www.pkfcalifornia.com
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QUINN GROUP, INC. RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31, 2011	December 31, 2010
Assets		
Investments, at fair value		
Mutual funds	$ 63,982,466	$ 67,064,061
Short-term government bond funds	12,056,996	-
Guaranteed investment contracts	3,014,249	14,363,135
Caterpillar unitized stock fund	8,881,770	8,884,027
Total investments	87,935,481	90,311,223
Receivables		
Employer contributions	1,763,821	1,442,491
Employee contributions	14,038	13,042
Dividends	21,522	24,947
Notes receivable from participants	1,672,873	1,713,780
Total receivables	3,472,254	3,194,260
Total assets	91,407,735	93,505,483
Liabilities		
Accrued expenses	39,082	50,126
Total liabilities	39,082	50,126
Net assets reflecting investments at fair value	$ 91,368,653	$ 93,455,357
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(103,279)	(361,249)
Net assets available for benefits	$ 91,265,374	$ 93,094,108

See notes to financial statements

QUINN GROUP, INC. RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31,	
	2011	2010
Investment income		
Interest	$ 317,878	$ 290,654
Dividends and capital gains	722,716	840,547
Net appreciation (depreciation) in fair value of investments	(2,440,996)	11,054,779
Total investment income (loss)	(1,400,402)	12,185,980
Contributions		
Employee contributions	2,702,972	2,478,731
Employer contributions	2,330,808	1,442,491
Rollover contributions	25,851	171,739
Total contributions	5,059,631	4,092,961
Total additions	3,659,229	16,278,941
Deductions from net assets attributable to		
Benefit paid	5,311,453	6,325,931
Administrative expenses	176,510	228,142
Total deductions	5,487,963	6,554,073
Net increase (decrease)	(1,828,734)	9,724,868
Net assets available for benefits, beginning of year	93,094,108	83,369,240
Net assets available for benefits, end of year	$ 91,265,374	$ 93,094,108

See notes to financial statements

Note 1 - Description of the Plan

The following brief description of the Quinn Group, Inc. Retirement Plan ("Plan") is provided for general information purposes only. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for employees of Quinn Group, Inc. and its wholly owned subsidiaries, Quinn Company, Quinn Rental Services, and Alta Lift, Inc. (collectively, the "Employer" or "Plan Sponsor").

The Plan consists of 401(k) salary deferrals, employer matching contributions, employer profit sharing contributions, and employee rollover contributions. Effective October 1, 2011, the Plan was amended to add Roth elective deferrals, catch-up and rollovers to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") as amended and Section 401(k) of the Internal Revenue Code (the "Code").

The Plan sponsor entered into an agreement with Schwab Retirement Plan Services, Inc. to provide the record keeping services and adopted the Charles Schwab Defined Contribution Retirement Plan and Trust, a prototype plan sponsored by Charles Schwab Bank (formerly Charles Schwab Trust Company), effective April 1, 2009. The Plan was amended on January 1, 2011 to reflect applicable provisions of the regulations issued by the Internal Revenue Service. Effective October 1, 2011, the Plan was amended to update the trustee name to Charles Schwab Bank.

Administration

The Plan is administered by the Administrative Committee appointed by the Board of Directors of the Plan Sponsor. The Plan's administrative expenses are paid by either the Plan or Plan Sponsor, as provided by the Plan document.

Contributions

Participants may elect to make tax deferred contributions up to 90% of their compensation into the 401(k) portion of the Plan, subject to the Code limitations. The Plan Sponsor matches 100% of the participants' 401(k) deferral, up to 3% of the participant's compensation after attaining eligibility, subject to IRS limitations. Matching contributions, which are discretionary, are made on a bi-weekly basis. Matching contributions were suspended in May 2009 and reinstated effective July 2011. The Plan sponsor may make discretionary contributions into the profit sharing portion of the Plan. Profit sharing contribution amounts may differ between business units. Employer profit sharing contributions are allocated based on compensation in relation to total compensation of the Plan participants within a business unit.

Note 1 - Description of the Plan (continued)

Participant accounts

Each participant's account is credited with the participant's contribution, the Plan Sponsor's matching and profit sharing contribution, an allocation of Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Eligibility

All employees regularly scheduled to work at least 1,000 hours per year and who are not covered by a collective bargaining unit are eligible once they have attained 18 years of age and have met the applicable eligibility requirements.

Employees are eligible to enroll in the 401(k) salary deferral portion of the Plan on the first day of the payroll period coincident with or following their completion of 60 days of service. Employees are eligible to receive 401(k) employer matching contributions on the first day of the payroll period coincident with or following their completion of two years of service. A year of service is defined as 1,000 hours of service based on an employee's date of hire.

Employees become eligible to participate in the profit sharing portion of the Plan on the first day of the 1st or 7th month coincident with or following their completion of two years of service.

Vesting

Participants are 100% vested in all employee and employer contributions plus earnings thereon.

Benefits and withdrawals

The Plan provides for payment of benefits upon the employee's retirement, death, disability, or termination from the Employer in the form of a lump sum taxable cash distribution or eligible rollover into a qualified plan. Hardship withdrawals are also provided by the Plan, to the extent of salary deferrals contributed and any rollover account balance, if specified conditions are met.

Notes receivable from participants

Participants may borrow up to 50% of their 401(k) salary deferral and rollover account balance or $50,000, whichever is less, with a minimum borrowing of $1,000. The interest rate on the loans is a reasonable rate of interest to be determined based on current interest rates charged by persons in the business of lending money for similar loans at the time the loan is made. Loans are payable through payroll deductions over periods ranging up to 60 months. Loans made to participants are collateralized by their salary deferral and rollover account balance and are subject to the approval of the Plan sponsor and the limits and conditions established by the plan agreement. As of December 31, 2011, interest rates ranged from 4.25% to 9.25% and the loans mature through January 11, 2017.

Note 1 - Description of the Plan (continued)

Participant investment

All participant accounts are participant directed.

Note 2 - Significant accounting policies

Basis of accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net realized and unrealized appreciation (depreciation) in fair value of investments consists of the change in unrealized appreciation or depreciation during the year, and the realized gain or loss on the sale of investments during the year. Acquisition costs are included in the cost of investments, and sales are recorded net of selling expenses.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to, and deductions from, net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Note 2 - Significant accounting policies (continued)

Benefits payment

Benefit payments are recorded when paid.

Subsequent events

The Plan has evaluated subsequent events through July 23, 2012, the date the financial statements were available to be issued and has determined no events or transactions, except as disclosed in Notes 11 and 13 need to be recognized or disclosed in these financial statements.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Note 3 - Risks and uncertainties

The Plan invests in various types of 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, such changes could materially affect participants' account balances, and the amounts reported in the statement of net assets available for benefits.

Note 4 - Trustee certification

All investments and related investment income and appreciation of investment assets for 2011 and 2010 have been included in the accompanying financial statements based upon reliance on the certification of the trustee as to their accuracy and completeness.

Note 5 - Investments

Investments including those in excess of 5% of net assets available for plan benefits are as follows:

	Fair Value	
	2011	2010
Mutual funds		
American Funds EuroPacific Growth R5	$ 4,247,701	$ 5,100,802
Cohen & Steers Realty Income Fund	2,454,957	2,079,516
Columbia Acorn Fund Z	2,771,790	2,943,322
Dodge & Cox Stock Fund	4,839,016	4,910,087
PIMCO Low Duration Fund	707,109	712,980
PIMCO Total Return Fund	6,866,625	7,280,850
QNN Lifestyle Aggressive 20-40 Fund	3,772,413	4,026,884
QNN Lifestyle Growth 30-50 Fund	14,573,668	16,461,934
QNN Lifestyle Moderate 40-60 Fund	5,863,392	5,764,794
QNN Lifestyle Conservative 50-70 Fund	2,566,707	3,074,122
Growth Fund of America	2,039,371	2,208,957
Allianz NFJ Small Cap Value Fund	2,660,101	2,532,347
Royce Value Plus Fund	2,435,468	3,043,578
Schroder Emerging Markets Equity Investment Fund	553,712	338,571
Schwab S&P 500 Index Fund	7,630,436	6,585,317
Total mutual funds	63,982,466	67,064,061
Stable value fund		
Short-term government funds	12,056,996	-
Guaranteed investment contracts	3,014,249	14,363,135
Total stable value fund	15,071,245	14,363,135
Unitized stock funds		
Caterpillar Unitized Stock Fund	8,881,770	8,884,027
Total Investments	$ 87,935,481	$ 90,311,223

Note 5 - Investments (continued)

During the years ended December 31, 2011 and 2010, net appreciation in fair value of the Plan's investments was as follows:

	2011	2010
Unitized stock funds	$ (104,026)	$ 3,608,232
Mutual funds	(2,966,772)	7,160,568
Stable value fund	629,802	285,979
	$ (2,440,996)	$ 11,054,779

Note 6 - Income tax status

On May 23, 2008, the IRS stated that the prototype adopted by the Plan, as then designed, qualifies under Internal Revenue Code (IRC) Section 401(a). The prototype plan has been amended since receiving the determination letter. The Plan has not received a determination letter specific to the Plan itself; however, the plan administrator and the Plan's tax counsel believe that the plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan sponsor believes that the Plan is no longer subject to examination by the applicable taxing jurisdictions for periods prior to December 31, 2008.

Note 7 - Plan termination

While the Plan sponsor has not expressed intent to terminate the Plan, they are free to do so at any time, subject to the provisions of the ERISA. In the event of a Plan termination, participants would receive the full value of their individual accounts.

Note 8 - Party-in-interest transactions

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Charles Schwab Bank (formerly Charles Schwab Trust Company), the trustee of the Plan, holds the investments of the Plan. Schwab Retirement Plan Services, Inc. is the recordkeeper. Canterbury Capital Services, Inc. is the plan investment consultant. PKF performs the annual audit of the Plan's financial statements. Plan assets include an investment in the Caterpillar Unitized Stock Fund. Quinn Group, Inc. is an authorized Caterpillar dealer. These transactions qualify as party-in-interest transactions.

Note 9 - Amount due to terminated participants

As of December 31, 2011 and December 31, 2010, there were no net assets available for Plan benefits due to participants who have withdrawn from participation in the Plan.

Note 10 - Fair Value Measurements

In accordance with the authoritative guidance on fair value measurements and disclosures, in conformity with accounting principles generally accepted in the United States of America, the Plan discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (level 3 measurements).

The guidance established three levels of the fair value hierarchy as follows:

- Level 1 - Quoted prices in active markets for identical securities. When available, fair value is measured using Level 1 inputs. The fair values of mutual funds, unitized stock funds, and short-term government funds are determined using Level 1 inputs.

- Level 2 - Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). The fair value of guaranteed investment contracts is determined using Level 2 inputs.

- Level 3 - Used when Level 1 or Level 2 inputs were not available.

The following is a summary of the inputs used to value the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
International Global Funds	$ 4,801,413	$ -	$ -	$ 4,801,413
Large-cap Funds	14,508,823	-	-	14,508,823
Mid-cap Funds	5,226,747	-	-	5,226,747
Small-cap Funds	5,095,569	-	-	5,095,569
Balance Lifestyle Funds	26,776,180	-	-	26,776,180
Fixed Income Funds	7,573,734	-	-	7,573,734
Unitized stock funds	8,881,770	-	-	8,881,770
Short-term government funds	12,056,996	-	-	12,056,996
Guaranteed investment contracts	-	3,014,249	-	3,014,249
Total assets at fair value	$ 84,921,232	$ 3,014,249	$ -	$ 87,935,481

In connection with the termination of the Charles Schwab Stable Value Fund, (see note 11), in November 2011, the majority of the underlying securities in guaranteed investment contracts were sold and reinvested in four short-term government funds and one bank-issued guaranteed investment contract.

Note 10 - Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
International Global Funds	$ 5,439,373	$ -	$ -	$ 5,439,373
Large-cap Funds	13,704,361	-	-	13,704,361
Mid-cap Funds	5,022,838	-	-	5,022,838
Small-cap Funds	5,575,925	-	-	5,575,925
Balance Lifestyle Funds	29,327,734	-	-	29,327,734
Fixed Income Funds	7,993,830	-	-	7,993,830
Unitized stock funds	8,884,027	-	-	8,884,027
Guaranteed investment contracts	-	14,363,135	-	14,363,135
Total assets at fair value	$ 75,948,088	$ 14,363,135	$ -	$ 90,311,223

Note 11 – Stable Value Fund with Charles Schwab Bank

In 2009, the Plan entered into benefit–responsive guaranteed investment contracts with Charles Schwab Bank ("Schwab") (formerly Charles Schwab Trust Company). Schwab maintains the contributions in a general account. The account is credited with the participants' contributions, the Plan Sponsor's matching and profit sharing contributions, an allocation of earnings on the underlying investments and charged for participants' withdrawals and administrative expenses. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Effective April 2012, the Charles Schwab Stable Value Fund ("Fund") was terminated and replaced with the Morley Stable Value Fund. In connection with the termination, as of December 31, 2011, a majority of the fund assets were invested in short term government bond funds.

Because the guaranteed investment contracts are fully benefit–responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits. The guaranteed investment contracts are presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Schwab, represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuers or otherwise. The fair value of the Fund, including guaranteed investment contracts, at December 31, 2011 and 2010 was $15,071,245 and $14,363,135, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a monthly basis for resetting.

Note 11 - Guaranteed Investment Contracts with Charles Schwab Bank (continued)

Certain events limit the ability of the Plan to transact at contract value with the issuers. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contracts permit the issuers to terminate the agreement upon 2 to 3 years notice.

The average yields are as follows:

Average yields:	2011	2010
Based on actual earnings	1.53%	2.26%
Based on interest rate credited to participants	4.59%	2.73%

For the year ended December 31, 2011, the elevated yield, based on the interest rate credited to participants, of 4.59%, is due to an accelerated distribution of gains through the crediting rate beginning December 1 in preparation for the termination of the Fund on April 30, 2012.

Note 12 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits according to the financial statements to the Form 5500:

	December 31,	
	2011	2010
Net assets available for plan benefits per the financial statements	$ 91,265,374	$ 93,094,108
Add accrued expenses	39,082	50,126
Add adjustment from fair value to contract value for fully benefit–responsive investment contracts	103,279	361,249
Net assets available for plan benefits per Form 5500	$ 91,407,735	$ 93,505,483

Note 12 - Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of the increase in net assets available for plan benefits per the financial statements to the Form 5500:

	Years ending December 31,	
	2011	2010
Increase (decrease) in net assets available for plan benefits per the financial statements	$ (1,828,734)	$ 9,724,868
Less prior year accrued expenses	(50,126)	-
Add accrued expenses	39,082	50,126
Add adjustment from fair value to contract value for fully benefit–responsive investment contracts	(257,970)	361,249
Increase (decrease) in net assets available for plan benefits per Form 5500	$ (2,097,748)	$ 10,136,243

Note 13 - Subsequent event

Effective March 21, 2012, an amendment to the Schwab Defined Contribution Plan Services Agreement by and between Quinn Group, Inc. and Schwab Retirement Plan Services, Inc. ("Services Agreement") was adopted. The Services Agreement changed various fund options, replacing the Charles Schwab Stable Value Fund with the Morley Stable Value Fund.

QUINN GROUP, INC. RETIREMENT PLAN

Employer Identification Number 94-2167334
Plan Number 001
Schedule H, 4i – Schedule of Assets (Held at end of Year)
December 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost **	(e) Fair Value	
*	Schwab Stable Value B Instl II	Guaranteed investment contracts and short term government funds		$ 15,071,245	
	American Funds EuroPacific Growth R5	Mutual Fund		4,247,701	
	PIMCO Total Return Fund	Mutual Fund		6,866,625	
	Cohen & Steers Realty Income Fund	Mutual Fund		2,454,957	
	Columbia Acorn Fund Z	Mutual Fund		2,771,790	
	Dodge & Cox Stock Fund	Mutual Fund		4,839,016	
	QNN Lifestyle Aggressive 20-40 Fund	Mutual Fund		3,772,413	
	QNN Lifestyle Growth 30-50 Fund	Mutual Fund		14,573,668	
	QNN Lifestyle Moderate 40-60 Fund	Mutual Fund		5,863,392	
	QNN Lifestyle Conservative 50-70 Fund	Mutual Fund		2,566,707	
	Growth Fund of America	Mutual Fund		2,039,371	
*	Caterpillar Unitized Stock Fund	Unitized Stock Fund		8,881,770	
	PIMCO Low Duration Fund	Mutual Fund		707,109	
	Allianz NFJ Small Cap Value Fund	Mutual Fund		2,660,101	
	Royce Value Plus Fund	Mutual Fund		2,435,468	
	Schroder Emerging Markets Equity Investment Fund	Mutual Fund		553,712	
*	Schwab S&P 500 Index Fund	Mutual Fund		7,630,436	
*	Notes receivable from participants	4.25% - 9.25%		1,672,873	***
				$ 89,608,354	

* Denotes party-in-interest

** Cost omitted for participant-directed investments

*** Notes receivable from participants were measured at their unpaid principal balance as of December 31, 2011 on the Schedule of Assets (Held at end of Year). Notes receivable from participants were measured at their unpaid principal balance plus any accrued but unpaid interest on the Statements of Net Assets Available for Benefits as of December 31, 2011.

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Quinn Group, Inc.
NAME OF PLAN: Quinn Group, Inc. Retirement Plan
EIN: 94-2167334
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.25%)		1,672,873
	CAT STOCK FUND	Common Stock		8,881,770
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		15,071,245
	ALLIANZ NFJ SMALLCAP VAL INSTL	Registered Investment Company		2,660,101
	COHEN & STEERS REALTY INST CL	Registered Investment Company		2,454,957
	COLUMBIA ACORN Z	Registered Investment Company		2,771,790
	DODGE & COX STOCK FUND	Registered Investment Company		4,839,016
	EUROPACIFIC GROWTH R5	Registered Investment Company		4,247,701
	GROWTH FUND OF AMERICA R5	Registered Investment Company		2,039,371
	LIFESTYLE AGGRESSIVE FUND	Registered Investment Company		3,772,413
	LIFESTYLE CONSERVATIVE FUND	Registered Investment Company		2,566,707
	LIFESTYLE GROWTH FUND	Registered Investment Company		14,573,668
	LIFESTYLE MODERATE FUND	Registered Investment Company		5,863,392
	PIMCO LOW DURATION FUND	Registered Investment Company		707,109
	PIMCO TOTAL RETURN FUND	Registered Investment Company		6,866,625
	ROYCE VALUE PLUS INSTL	Registered Investment Company		2,435,468
	SCHRODER EMERG MARKET EQ INV	Registered Investment Company		553,712
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		7,630,436

QUINN GROUP, INC. RETIREMENT PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2011

EIN: 94-2167334

Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.02 - 0.10% of average daily balance of assets
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.10% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.05% of average daily balance of asset(s)
Schroders	13-6877903	Rate of 0.10% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)