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 04/01/2011 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;
- [X] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1988

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

BENSON INDUSTRIES, LLC

1650 NW NAITO PARKWAY, SUITE 250
PORTLAND, OR 97209

2b Employer Identification Number (EIN) 93-0471970

2c Sponsor's telephone number 503-226-7611

2d Business code (see instructions) 238100

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.	07/31/2012	GLORI J. ROTH
	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")
BENSON INDUSTRIES, LLC

1650 NW NAITO PARKWAY, SUITE 250
PORTLAND, OR 97209

3b Administrator's EIN
93-0471970

3c Administrator's telephone number
503-226-7611

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**	209
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**	157
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	44
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	201
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	201
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	198
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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 2T

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)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 12/31/2011

A Name of plan
BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON INDUSTRIES, LLC

D Employer Identification Number (EIN)
93-0471970

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

AMERICAN FUNDS

95-1411037

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

COLUMBIA

93-0577450

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

DIMENSIONAL FUND ADVISORS

6300 BEE CAVE ROAD
BUILDING ONE
AUSTIN, TX 78746

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

DODGE & COX

94-1441976

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

FIRST EAGLE

13-3392291

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

HEARTLAND

39-1572323

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

LOOMIS SAYLES

1 FINANCIAL CTR
BOSTON, MA 02111

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

MATTHEWS ASIA FUNDS

94-3250972

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

PIMCO

840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660

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

CHARLES SCHWAB & CO.

94-1737782

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

T. ROWE PRICE

52-2264646

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

VANGUARD

P.O. BOX 2600
VALLEY FORGE, PA 19482

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)

DESCHUTES PORTFOLIO STRATEGIES

27-5035231

(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?
26 27 28 38 50 51	NONE	42274	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEINTZBERGER PAYNE & COMPANY, LLC

20-8835556

(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?
13 15 37 38 50 60 64	NONE	25816	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

DESCHUTES INVESTMENT ADVISORS

87-0554544

(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?
26 27 28 38 50 51	NONE	22393	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 BANK

42-1558009

(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?
19 50	NONE	7199	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 12/31/2011

A Name of plan
BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON INDUSTRIES, LLC

D Employer Identification Number (EIN)
93-0471970

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	25965	483
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	533840	410867
(2) Participant contributions	1b(2)	50795	25161
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	137246	193958
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17936419	16576173
(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	18684265	17206642
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	18684265	17206642

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)	410867	
	(B) Participants	2a(1)(B)	447142	
	(C) Others (including rollovers)	2a(1)(C)	8355	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		866364
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)	7669	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7669
	(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)	663677	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		663677
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1928663
c Other income	2c		23489
d Total income. Add all **income** amounts in column (b) and enter total	2d		-367464
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	967649	
(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)		967649
f Corrective distributions (see instructions)	2f		50201
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	20443	
(3) Investment advisory and management fees	2i(3)	64667	
(4) Other	2i(4)	7199	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		92309
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1110159
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1477623
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: THOMPSON KESSLER WIEST & BORQUIST (2) EIN: 20-5888003

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		1019
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 12/31/2011

A Name of plan
BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON INDUSTRIES, LLC

D Employer Identification Number (EIN)
93-0471970

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):

Benson Industries, LLC
Profit Sharing and
Salary Deferral Retirement Plan

Financial Statements
and Supplementary Information

December 31, 2011 and March 31, 2011

Benson Industries, LLC
Profit Sharing and
Salary Deferral Retirement Plan

Financial Statements
and Supplementary Information

December 31, 2011 and March 31, 2011

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THOMPSON KESSLER
WIEST & BORQUIST PC
Certified Public Accountants & Business Advisors

Report of Independent Auditors

To the Trustees of the
Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan
Portland, Oregon

We were engaged to audit the financial statements of the Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan as of December 31, 2011 and for the nine month period then ended and as of March 31, 2011 and for the year then ended and the supplementary information, as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplementary information 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 described in Note 6, which was certified by Charles Schwab Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the custodian held the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the custodian as of and for the nine month period ended December 31, 2011 and as of and for the year ended March 31, 2011, that the information provided to the plan administrator by the custodian 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 supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Thompson Kessler Wiest & Borquist PC

Portland, Oregon
July 16, 2012

111 SW Columbia, Suite 750 Portland, Oregon 97201
(503) 225 1612 fax (503) 243 2802 www.thompsonkessler.com

Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan

Statements of Net Assets Available for Benefits

	December 31, 2011	March 31, 2011
ASSETS		
Registered investment companies, at fair value	$ 16,576,173	$ 17,936,419
Cash and cash equivalents	483	25,965
Participant loans	193,958	137,246
Receivables:		
Employer contributions	410,867	533,840
Participant contributions	25,161	50,795
Total receivables	436,028	584,635
Total assets	17,206,642	18,684,265
LIABILITIES		
Excess participant contributions payable	64,534	50,201
Net assets available for benefits	$ 17,142,108	$ 18,634,064

See Notes to Financial Statements.

Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Nine Months Ended December 31, 2011	Year Ended March 31, 2011
ADDITIONS TO (REDUCTIONS OF) NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ (1,899,518)	$ 1,818,832
Interest and dividends	671,346	596,738
Total investment income (loss)	(1,228,172)	2,415,570
Contributions:		
Employer	410,867	533,840
Participants	376,952	534,363
Rollovers	8,355	-
Total contributions	796,174	1,068,203
Total additions (reductions)	(431,998)	3,483,773
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	967,649	521,495
Administrative expenses	92,309	106,278
Total deductions	1,059,958	627,773
Net increase (decrease)	(1,491,956)	2,856,000
Net assets available for benefits:		
Beginning of period	18,634,064	15,778,064
End of period	$ 17,142,108	$ 18,634,064

See Notes to Financial Statements.

Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan

Notes to Financial Statements

December 31, 2011 and March 31, 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Benson Industries, LLC (the Company) Profit Sharing and Salary Deferral Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan was adopted on April 1, 1988 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2012, the Plan year was changed from a fiscal year ending March 31st to a calendar year. As a result, the Plan had a short period for the nine months ended December 31, 2011.

General - The Plan is a defined contribution plan maintained for the benefit of all eligible employees of the Company. Hourly and salaried employees not covered by a collective bargaining agreement are eligible to participate in the 401(k) portion of the Plan on the next January 1, April 1, July 1 or October 1 after completing three months of service and are eligible to participate in the profit sharing portion of the Plan on the first day of the plan year after completion of twelve months of service.

Contributions - Participants may contribute up to the lesser of 100% of their eligible compensation or the maximum annual 401(k) deferral. The maximum annual 401(k) deferral for 2011 and 2010 was $16,500. Participants who are age fifty or over could also contribute an additional $5,500 to the 401(k) portion of the Plan in 2011 and 2010. Participants may also contribute amounts representing distributions from other qualified retirement plans. Contributions to the Plan by the Company are discretionary. For the nine months ended December 31, 2011 and the year ended March 31, 2011, the Company elected to make profit sharing contributions equal to 5% of a participant's eligible compensation.

Liabilities of $64,534 and $50,201 are recorded as of December 31, 2011 and March 31, 2011, respectively, for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the Internal Revenue Service, which include earnings or losses allocated to the excess contributions.

Vesting - Participants are immediately vested in their elective contributions plus actual earnings thereon. Participants are vested in the Company's profit sharing contributions plus actual earnings thereon at a rate of 20% after two years of credited service and 20% per year of credited service thereafter. A participant is fully vested after six years of credited service. Participants vest immediately in all contributions plus actual earnings when they reach normal retirement age of 65 or in the event of death or disability, as defined by the Plan.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of employer contributions, forfeitures and actual earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant compensation or applicable account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF PLAN - Continued

Participants direct the investment of their contributions into various investment options offered by the Plan. Employer profit sharing contributions are directed by the Plan's investment committee. The Plan currently offers seventeen registered investment companies (mutual funds) as investment options for both participant and nonparticipant-directed contributions. The mutual fund options are comprised of a cross-section of equity, bond and balanced mutual funds. Participants may change their investment options daily.

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested 401(k) account balance. The term of the loan repayments range from one to five years for general loans and up to ten years for the purchase of a principal residence. The loans are secured by the balance of the participants' 401(k) account and bear interest at rates determined by the administrator based on the prime-lending rate in effect at the time of the loan plus 2%. Interest rates on outstanding loans at December 31, 2011 ranged from 5.25% to 10.25%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits - Upon retirement, attainment of age 59½, termination of service, death or permanent disability, a participant or participant's beneficiary with a vested balance over $1,000 may elect to receive a lump-sum or partial distribution up to the value of the participant's vested account balance, based on certain restrictions as defined by the Plan, or retain their vested interest in the Plan. Participants with a vested account balance less than $1,000 will receive a lump sum distribution. Benefit payments must commence by first day of the plan year following the calendar year in which the participants attain age 70½. Hardship withdrawals (as defined in the Plan document) are permitted up to the amount of participant contributions.

Forfeited Accounts - Forfeitures of employer profit sharing contributions are allocated to participant accounts in the proportion that each such participant's eligible compensation for that plan year bears to the total eligible compensation of all participants. Forfeitures of nonvested accounts totaled $10,779 and $47,221 during the nine months ended December 31, 2011 and the year ended March 31, 2011, respectively. Forfeited nonvested accounts, including earnings and losses on forfeited accounts, as of December 31, 2011 and March 31, 2011 totaled $10,781 and $47,223, respectively.

Administrative Expenses - Certain administrative functions are performed by employees of the Company. No employee of the Company received compensation from the Plan. The Plan pays substantially all of the direct Plan administration expenses. Plan administration expenses consist of investment advisory and recordkeeping fees.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES - Continued

Valuation of Investments and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned. The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation and depreciation in the fair value of its investments, which consists of the net realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Participant loans - Participant loans are measured at unpaid principal balance plus accrued, but unpaid interest.

Contributions - Employer and participant contributions are accrued by the Plan in the year in which they are withheld from compensation or become obligations of the Company.

Payment of Benefits - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA requires the plan administrator to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities, and changes therein during the reporting period, and disclosure of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results could differ from those estimates.

NOTE 3 - INVESTMENTS

The fair values of investments that represent five percent or more of the Plan's net assets are as follows:

	December 31, 2011	March 31, 2011
PIMCO Total Return Institutional	$ 2,251,717	$ 2,272,647
Vanguard 500 Index Signal	1,987,680	2,060,615
Dodge & Cox Stock	1,900,019	2,137,395
American Funds Growth Fund of America	1,660,568	1,848,815
Loomis Sayles Bond Institutional	1,150,599	1,168,081
Heartland Value	1,040,761	1,264,619
American Funds Capital World Bond	921,587	
PIMCO Commodity Real Return	889,599	1,017,158
Columbia Acorn	885,790	1,015,279

NOTE 3 - INVESTMENTS - Continued

The Plan's investments in registered investment companies depreciated in value by $1,899,518 and appreciated in value by $1,818,832 during the nine months ended December 31, 2011 and the year ended March 31, 2011, respectively.

NOTE 4 - NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	December 31, 2011	March 31, 2011
Net assets:		
American Funds Capital World Bond	$ 622,207	$ 591,810
American Funds Europacific Growth	220,751	256,650
American Funds Growth Fund of America	808,105	869,249
Columbia Acorn	404,091	435,143
DFA Emerging Markets Value	189,589	248,210
Dodge & Cox International Stock	214,797	254,354
Dodge & Cox Stock	893,151	959,828
First Eagle Overseas	161,278	169,304
Heartland Value	473,328	536,435
Loomis Sayles Bond Institutional	797,384	774,356
Matthews Asian Growth & Income	229,789	249,655
PIMCO Commodity Real Return	395,569	446,358
PIMCO Total Return Institutional	1,340,399	1,264,471
PIMCO Unconstrained Bond	600,874	587,746
Vanguard 500 Index Signal	951,725	960,419
Total registered investment companies	$ 8,303,037	$ 8,603,988

	Nine Months Ended December 31, 2011	Year Ended March 31, 2011
Changes in net assets:		
Contributions	$ 581,063	$ 552,431
Net appreciation (depreciation), including dividend income	(592,467)	1,192,605
Benefits paid to participants	(278,768)	(220,525)
Forfeitures	(10,779)	(47,221)
	$ (300,951)	$ 1,477,290

NOTE 5 - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). 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 the most reliable evidence of fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	December 31, 2011 Level 1	March 31, 2011 Level 1
Registered investment companies:		
Bond funds	$ 5,105,575	$ 5,152,279
Value funds	2,940,780	3,402,014
Growth funds	2,818,469	3,181,373
International equity funds	2,285,927	2,764,142
Blend funds	1,987,680	2,060,615
Commodities funds	889,599	1,017,158
Money market funds	548,143	358,838
Total assets at fair value	$ 16,576,173	$ 17,936,419

The fair value of registered investment companies is based on the quoted net asset values of the shares held by the Plan at year-end. All of the Plan's investments were valued using Level 1 measurements.

The preceding methods described may produce a fair value calculation 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 methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 6 - INFORMATION CERTIFIED BY THE CUSTODIAN OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Charles Schwab Trust Company, the custodian of the Plan, as complete and accurate, except for comparing such information certified by the custodian to information included in the Plan's financial statements and supplementary information:

NOTE 6 - INFORMATION CERTIFIED BY THE CUSTODIAN OF THE PLAN - Continued

	December 31, 2011	March 31, 2011
Investments:		
Registered investment companies	$ 16,576,173	$ 17,961,886
Cash and cash equivalents	483	498

	Nine Months Ended December 31, 2011	Year Ended March 31, 2011
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ (1,899,518)	$ 4,057,231
Dividends	663,677	392,515

NOTE 7 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by affiliates of Charles Schwab Trust Company, the custodian of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules under ERISA.

NOTE 8 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 16, 2011 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code and are therefore exempt from federal income tax. The plan administrator and the Plan's tax counsel believe that the Plan is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been recorded in the Plan's financial statements.

NOTE 9 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event that the plan is terminated, all participants will become fully vested in employer contributions allocated to their account.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	December 31, 2011	March 31, 2011
Net assets available for plan benefits per the financial statements	$ 17,142,108	$ 18,634,064
Excess contributions accrued in the financial statements but not on Form 5500	64,534	50,201
Net assets available for benefits per Form 5500	$ 17,206,642	$ 18,684,265

The net decrease in net assets available for benefits for the nine month period ended December 31, 2011 per the financial statements is more than the net decrease per the Form 5500 by $14,333 as a result of the differences noted above. The net increase in net assets available for benefits for the year ended March 31, 2011 per the financial statements is less than the net increase per the Form 5500 by $32,759 as a result of the difference noted above.

NOTE 11 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds. 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 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 statements of net assets available for benefits.

NOTE 12 - SUBSEQUENT EVENTS

Effective January 1, 2012 the Plan adopted a safe-harbor provision. Under the safe-harbor provision of the plan, the Company may elect to make an annual safe-harbor contribution to the plan equal to 3% of eligible employee wages.

Management has evaluated subsequent events through July 16, 2012, which is the date of the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan
Plan Number: 001
EIN: 93-0471970

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

December 31, 2011

	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
(a)	(b)	(c)	(d)	(e)
	Registered investment companies:			
	American Funds Capital World Bond	45,021 shares	$ 910,506	$ 921,587
	American Funds Europacific Growth	17,281 shares	766,025	607,605
	American Funds Growth Fund of America	57,799 shares	1,792,389	1,660,568
	Columbia Acorn	32,140 shares	882,727	885,790
	DFA Emerging Markets Value	13,383,921 shares	483,350	347,447
	Dodge & Cox International Stock	17,421,058 shares	608,029	509,392
	Dodge & Cox Stock	18,694 shares	2,117,665	1,900,019
	First Eagle Overseas	17,281 shares	467,165	434,116
	Heartland Value	21,322 shares	1,072,429	1,040,761
	Loomis Sayles Bond Institutional	82,599 shares	1,032,817	1,150,599
	Matthews Asian Growth & Income	25,705 shares	460,505	387,367
	PIMCO Commodity Real Return	137,922 shares	1,030,502	889,599
	PIMCO Total Return Institutional	207,150 shares	2,245,976	2,251,717
	PIMCO Unconstrained Bond	71,779 shares	798,019	781,672
*	Schwab Retirement Advantage MM	548,143 shares	548,143	548,143
	T. Rowe Price Mid-Cap Growth	5,160 shares	287,372	272,111
	Vanguard 500 Index Signal	20,781 shares	1,956,805	1,987,680
*	Cash and cash equivalents		483	483
*	Participant loans	Interest at 5.25% to 10.25%	-	193,958
	Total assets held for investment purposes		$ 17,460,907	$ 16,770,614

* A party in interest as defined by ERISA.

See Report of Independent Auditors.

Benson Industries, LLC
Profit Sharing and Salary Deferral Retirement Plan
Plan Number: 001
EIN: 93-0471970

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions

Nine Months Ended December 31, 2011

Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: [ ]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 1,019		$ 1,019		

See Report of Independent Auditors.

2011 Form 5500 Line 4a - Schedule of Delinquent Participant Contributions

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,019		$ 1,019		

2011 Schedule H, line 4i—Schedule of Assets (Held At End of Year)				
(a) - place an asterisk (*) on the line of each identified person known to be a party-in-interest to the plan	(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
	Amer Funds Capital World Bd A	Mutual Fund		921,587
	Columbia Acorn Fund-Z	Mutual Fund		885,790
	DFA Emerging Markets Value	Mutual Fund		347,447
	Dodge & Cox Int'l Stock	Mutual Fund		509,392
	Dodge & Cox Stock	Mutual Fund		1,900,019
	Europacific Growth A	Mutual Fund		607,605
	First Eagle Overseas A	Mutual Fund		434,116
	Growth Fund Of America A	Mutual Fund		1,660,568
	Heartland Value	Mutual Fund		1,040,761
	Loomis Sayles Bond Instl	Mutual Fund		1,150,599
	Matthews Asian Growth & Inc	Mutual Fund		387,367
	PIMCO CommodityRealRet Strat Admin	Mutual Fund		889,599
	PIMCO Total Return Inst'l	Mutual Fund		2,251,717
	PIMCO Unconstrained Bond D	Mutual Fund		781,672
*	Schwab Ret Advantage Money Market	Mutual Fund		548,143
	T Rowe Price Mid Cap Growth	Mutual Fund		272,111
	Vanguard 500 Index Signal	Mutual Fund		1,987,680
*	Schwab Trust Money Market	Money Market		483
*	Participant Loans	5.25%-10.25%		193,958